

BYLAWS 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 sport.

ARTICLE I

This organization shall be called the "**FEDERATION OF FLY FISHERS, INC.**" and is referred to in these Bylaws as the Federation.

ARTICLE II - PURPOSES

Section 1. Objectives of the Federation. The Federation is a non-profit membership corporation established under the laws of the State of New York, USA 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 Federation will provide services to individuals, fishing clubs, associations, leagues, or other organizations of anglers, and organizations concerned with the conservation of recreational resources worldwide 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 Federation 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 Federation 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 Federation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Federation 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 Federation 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 Board of Directors, 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. Dues. The dues of the members of the Federation shall be determined for each category of membership by the Board of Directors, and shall be payable annually unless the Board of Directors shall determine otherwise.

Section 5. Suspension or Termination of Membership. The Board of Directors, 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.

ARTICLE IV - CERTIFICATES OF MEMBERSHIP

Section 1. Issuance of Certificates. Certificates of Membership shall be issued to Life Members and Clubs. All other members are to receive a membership card.

Section 2. Transfers. Certificates of Membership in this Federation are not transferable or assignable.

ARTICLE V - AUTONOMY OF MEMBER CLUBS

The Federation shall not in any way infringe upon the charter or franchise of any affiliate 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 affiliates, other than that they agree to support the objectives of the Federation and meet the membership requirements established by the Board. The complete autonomy of affiliate clubs, associations, leagues, or entities shall be respected by the Federation.

ARTICLE VI - MEETINGS OF THE FEDERATION OF FLY FISHERS

Section 1. General Membership. A meeting of the general membership shall be held each year at the principal office of the Federation or at such other place within or without the Federation 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 two thirds (2/3) 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. 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 Federation before the meeting in which it shall be voted.

Section 6. Quorum. At any general membership meeting, the quorum will consist of a minimum of one hundred members in person or by proxy eligible to vote. The members present may adjourn the meeting despite the absence of a quorum.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors (Board) shall control the business and affairs of the Federation and may exercise all such authority and powers of the Federation 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. Number and Selection of Directors.

a. The Board of Directors shall consist of not less than 24 directors as determined by the Board of Directors and the Committee of the Council Presidents and elected by the membership. The goal will be to have 10 At-Large Directors and the remaining directors representing the Councils. Council Presidents may serve as directors on the Board.

b. All Directors will hold staggered terms of three years or until their successors are elected. The Membership will initially elect Directors for terms of one, two and three years. Each year thereafter, the Board of Directors and Committee of the Council Presidents shall determine the number of Directors to be elected and their term of office so as to maintain staggered terms of three years. Directors will be nominated by the Committee of the Council Presidents.

c. Election of Directors. Election of Directors shall be by mail-in ballot of the membership. The Nominating Committee as provided for in Article IX, Section 3, shall nominate the Directors to be elected and their term of office. The Nominating Committee shall provide the list of nominees to the Secretary at least thirty days prior to the Annual Board Meeting. The Secretary will mail the ballots to those entitled to vote. In lieu of mailing the ballots, the ballots may be published in a Federation publication which is sent to those entitled to vote. The Secretary will receive the ballots and compile the results and provide the results to the Chairperson.

d. The Board of directors shall include the Chairperson of the Board, Secretary and Treasurer as described in Article VIII who shall come from the membership of the board. The Board shall designate a First Vice-President to serve on the Board of the Federation of Fly Fishers Foundation.

e. All Directors shall be members of the Federation in good standing.

Section 3. Place of Meeting. The Board may hold its meetings at such place or places within or without the State of New York, USA, 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 4. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board by resolution may determine.

Section 5. Special Meetings. Special meetings of the Board may be called by the Chairperson or the Secretary, and shall be called by the Chairperson or the Secretary upon the written request of any three (3) Directors, each from a different Council.

Section 6. Quorum and Manner of Acting. Except as provided in Section 11 of this Article, a

quorum of the entire Board or the Executive Committee will consist of a minimum of one third (1/3) 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 Committee 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 7. Notice of Meetings. Notice of each regular and special meeting of the Board, stating the time, place and purpose, shall be given personally, by electronic means designated by the Board and/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 8. Informal Procedure. To the extent permitted by law, the Board, Executive Committee and Council of Presidents Committee may act by mail, telephone, or other methods as requested by Chairperson of the Board, or Secretary acting in place of the Chairperson, to transact its business. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Section 9. Executive Committee. The Executive Committee shall consist of the Chairperson, Secretary, Treasurer, Chief Executive Officer/President (non-voting) and a minimum of 3 other directors as determined by the Board. The operational implementation of the Board's goals, directions, and policies as funded by the Board shall be conducted by the Executive Committee. The Executive Committee shall be empowered to act on the behalf of the Board as a whole between meetings of the whole Board. Actions of the Executive Committee are subject to the approval of the Board as a whole.

Section 10. Council of Presidents Committee. The Council of Presidents Committee includes the Council Presidents, the Chairperson, Secretary, Treasurer, and Chief Executive Officer/President (non-voting). The Chairperson presides over the committee. Each Council President may select a person to act on his/her behalf in his/her absence. The Council of Presidents primary objective is to implement grass root education and conservation activities and lead fly fishing related activities as defined in the organization mission and vision within their respective councils. The specific role of the Council of Presidents is to:

- a. Lead grass root conservation and education activities within the councils for the benefit of the council and organization as a whole.
- b. Draft policy for the organization based on the education and conservation needs of the councils, member clubs and members for board review.
- c. Foster communication and sharing within the councils and clubs.
- d. Administer the Awards Program.

e. Serve as the Nominating Committee.

Section 11. 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. A quorum for action taken to remove a Director shall be two thirds (2/3) of the Board of Directors.

Section 12. Vacancies. Vacancies in the Board by Directors caused by death, resignation, removal, increase of the number of Directors, or any other cause, shall be filled by appointment from the Chairperson with the advice and consent of the Board for the unexpired portion of the term.

ARTICLE VIII - OFFICERS

Section 1. Officers. The officers of the Federation will be a Chairperson, a First Vice President 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 Chairperson, Secretary and Treasurer.

Section 2. Election and Term of Office. The Chairperson, Secretary, and Treasurer of the Federation will be elected by the Board for three year terms at the regular annual meeting of the Board. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board. All officers will hold office for three years or until their successors are elected.

Section 3. Other Officers and Employees. The Board may elect or appoint such other officers and employees as it deems desirable, such officers and employees to have the authority, and to perform the duties prescribed, from time to time by the Board. The Board shall fix the compensation for any paid officer, employee, or agent of the Federation and may require any officer, employee, or agent to be bonded to secure the faithful performance of their duties. The expense of this bond shall be borne by the Federation. The Board may delegate to any executive officer or to any committee the power to appoint any such other officers and employees and to fix their compensation.

Section 4. Removal. Any officer of the Federation may be removed at any time, by resolution adopted by a majority 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 Chairperson, because of death, resignation, removal or any other cause, shall be filled by nomination of the Chairperson with the approval of the Board for the unexpired portion of the term. In the event of a vacancy in the office of the Chairperson, the Secretary shall assume that office.

Section 6. Chairperson of the Board. The Chairperson shall preside at all meetings of the members, the Board of Directors, the Executive Committee, and the Council of Presidents Committee at which the Chairperson is present. The Chairperson shall see that all orders and

resolutions of the Board are carried into effect. The Chairperson may sign, with the Secretary or any other proper officer of the Federation 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 Federation; and in general the Chairperson will perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time.

Section 7. First Vice President. The Board shall designate a First Vice President to serve on the Board of Trustees of the Federation of Fly Fishers Foundation, Inc.

Section 8. Treasurer. The Treasurer will have charge and custody of and be responsible for all funds and securities of the Federation; shall prepare an annual budget for the Federation; receive and give receipts for monies due and payable to the Federation from any source whatsoever, and deposit all such monies in the name of the Federation 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 Chairperson or by the Board. The Treasurer shall also serve on the Board of Trustees of the Federation of Fly Fishers Foundation, Inc.

Section 9. Secretary. The Secretary shall keep the minutes of all meetings of the members, the Board, and Executive Committee; 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 and of the seal of the federation and see that the seal of the Federation is affixed to all documents, the execution of which on behalf of the Federation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; 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 Chairperson or by the Board of Directors. In the temporary absence or disability of the Chairperson, the Secretary shall perform the duties and execute the powers of the Chairperson.

ARTICLE IX - COMMITTEES

Section 1. Committees of Directors. The Board may designate and appoint one or more committees, each of which shall consist of three or more Directors, which committees, to the extent defined by the Board, shall have and exercise the authority of the Board in the management of the Federation. Actions of these committees shall be ratified by the Executive Committee 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 Federation may be appointed in such manner as may be designated by a resolution adopted by the Board or Executive Committee. Except as otherwise provided in such

resolution, members of each such committee shall be members of the Federation, and the Chairperson of the Board 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 Federation shall be served by such removal.

Section 3. Nominating Committee. The Nominating Committee shall be the Council of Presidents Committee. The Nominating Committee shall forward the director nominations to the Secretary for placing on a mail-in ballot to be sent to the membership. The Nominating Committee shall present a list of nominees for Chairperson, Secretary, Treasurer, and such other officers as desired by the Board to be elected at the Annual Board Meeting of the Federation Directors.

ARTICLE X - COUNCILS

Section 1. Establishment. The Board may establish regional organizations as extensions of the Federation for the purpose of closer cooperation and more effective action at the local level. Such regional organizations shall be called "Councils" and will operate under the supervision and control of the Federation. The criteria and requirements for establishing a Council will be as determined by the Board. The Board may grant temporary exemptions from the requirements.

Section 2. Non-profit Status. Councils in the United States will be established as non-profit organizations for the purposes described in Article II of these bylaws. These Councils will have organizing instruments of either articles of incorporation, constitutions, or articles of association. Councils established outside the United States may be organized to conform with and take advantage of their country's provisions for non-profit organizations subject to approval under Section 4 of this Article.

Section 3. Council Governing Documents. Each Council's governing document(s) shall meet a minimum standard as set forth by the Board of Directors of the Federation. These documents shall contain the intent of the Federation's corresponding document. Councils may add information to address their unique local situations.

Section 4. Approval of Council Documents. Each Council's governing document(s) and subsequent amendments must be presented to the Federation Board of Directors for approval. The Board shall be the final arbitrator of any question concerning such documents and any conflict which may arise will be controlled and decided in favor of the Federation of Fly Fishers, Inc.

Section 5. Financial Statements. All Councils shall submit financial statements to the Federation at such time and in such a manner as determined by the Board to enable the Federation to file a Group 990 tax return. Councils will have the same accounting period as the Federation and will use acceptable methods of accounting and enough detail to show how all activities are financed.

Section 6. Limitations. The Councils shall not engage in any activity which is inconsistent with the purposes of the Federation, nor shall they infringe upon the charter or franchise of any affiliate club, association, league or other entity.

Section 7. Organization. The officers of each council shall consist of President, Vice

President(s), Secretary and Treasurer, reflecting and continuing a line of communications from the Federation Structure. The members of each Council who serve on the Federation Board of Directors as described in these bylaws shall also serve as voting members on their Council's Board of Directors. All Council Directors shall be members of the Federation in good standing.

Section 8. Finances. Operating expenses for the Council shall be born by the Council. Financial support for specific projects and programs will be provided by the Federation to the extent that funds are available.

Section 9. Federation Assistance. The Federation will provide to the Councils such assistance as is within its capabilities, and it shall rely on the Councils for regional coordination and the furtherance of local programs and projects to the extent feasible.

Section 10. Forming a New Council. Should an existing Council desire to divide its geographic area, it may do so with a majority vote of Council members as defined in Article III and by petitioning the Federation Board of Directors.

Section 11. Requests for Exemption. Any Council may file a formal written request for exemption to portions of the bylaws. These requests will be handled by the Federation Board or its designated agent(s).

ARTICLE XI - CHARTER CLUBS

Section 1. Establishment. The Board may establish local organizations as extensions of the Federation. Such local organizations shall be called "Charter Clubs" and shall be formed with the requirement that all members will be individual members of the Federation and any other requirements as established by the Board. Charter Clubs shall operate under the supervision and control of the Federation and its Councils.

Section 2. Non-profit Status. Charter Clubs in the United States will be established as non-profit organizations for the purposes described in Article II of these bylaws. These Charter Clubs shall have organizing instruments of either articles of incorporation, constitutions, or articles of association. Charter Clubs established outside the United States may be organized to conform with and take advantage of their country's provisions for non-profit organizations subject to approval under Section 4 of this Article.

Section 3. Charter Club Governing Documents. Each Charter Club's governing document(s) shall meet a minimum standard as set forth by the Board of Directors of the Federation. These documents shall contain the intent of the Federation's corresponding document. Charter Clubs may add information to address their unique local situations with approval of the Federation..

Section 4. Approval of Charter Club's Documents. Each Charter Club's governing document(s) and subsequent amendments must be presented to the Federation Board of Directors or its designated agent(s) for approval. The Board shall be the final arbitrator of any question concerning such documents and any conflict which may arise will be controlled and decided in favor of the Federation of Fly Fishers, Inc.

Section 5. Financial Statements. All Charter Clubs shall submit financial statements to the Federation at such time and in such a manner as determined by the Board to enable the Federation to file a Group 990 tax return. Charter Clubs will have the same accounting period as the Federation and will use acceptable methods of accounting and enough detail to show how all activities are financed.

Section 6. Limitations. The Charter Clubs shall not engage in any activity which is inconsistent with the purposes of the Federation.

Section 7. Finances. Operating expenses for the Charter Club shall be born by the Charter Club. Financial support for specific projects and programs will be provided by the Federation and its Councils to the extent that funds are available.

Section 8. Federation Assistance. The Federation will provide to the Charter Clubs such assistance as is within its capabilities, and it shall rely on the Charter Clubs for the furtherance of local programs and projects to the extent feasible.

Section 9. Requests for Exemption. Any Charter Club may file a formal written request for exemption to portions of the bylaws. These requests will be handled by the Federation Board or its designated agent(s).

Section 10. Suspension or Termination of Charter Club. The Board of Directors acting in accordance with Article VII, Section 6. may suspend or expel a Charter Club. Upon suspension or expulsion, the Charter Club's right to use the Federation's trademarks, service marks, trade names, or other indicia shall terminate forthwith. The Charter Club shall not thereafter, directly or indirectly, identify itself in any manner as a Federation organization, or publicly identify itself as a former Federation organization or use any of the Federation's materials constituting part of the Federation's organization.

ARTICLE XII - 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 Federation. Such resignation shall take effect at the time specified, or if no time is specified, at the time of receipt.

ARTICLE XIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Federation, 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 Federation, 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 Federation, shall be signed by such officer

or officers, agent or agents of the Federation 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 Federation.

Section 3. Deposits. All funds of the Federation 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 Federation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Federation.

ARTICLE XIV - OFFICES, BOOKS AND RECORDS

Section 1. Offices. The principal office of the Federation 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 Federation at whatever place or places it deems to be expedient.

Section 2. Books and Records. The Federation 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 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 Federation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XV - SEAL

The Board shall provide a corporate seal, which shall be in the form of a circle and shall bear the name of the Federation and words and figures indicating the year and state in which the Federation was incorporated and such other words or figures as they may approve and adopt.

ARTICLE XVI - FINANCE

Section 1. Fiscal Year. The fiscal year of the Federation shall be as determined by the Board.

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

Section 3. Expenditures. No part of the net earnings of the Federation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the Federation 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.

ARTICLE XVII - 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 XVIII - INDEMNIFICATION

It shall be the policy of the Federation to provide indemnity to its officers and directors who acted in good faith and reasonably believed that their conduct in their capacity as such officers or directors of the Federation, or in the case of all other conduct, was at least not opposed to the best interest of the Federation, and in the case of criminal proceedings had not reasonable cause to believe that the conduct was unlawful. Such indemnity pertains to any action or proceeding in which an officer or director is made a party by virtue of holding an office or position as director of the Federation. Indemnification is limited and effective only to the full extent permitted by law. Indemnification is prohibited if the officer or director is found to be liable to the corporation or adjudged to have received personal benefit from the transaction. All requests for indemnity shall be submitted to the Board of Directors of the Federation and shall be considered in the manner provided in '8.55 of the Revised Model Nonprofit Business Corporation Act.

In compliance with this bylaw the Board of Directors shall to the extent lawful and feasible (considering cost and the resources available to the Federation) purchase insurance to protect the officers and directors from liability for their action as officers and directors of the Federation. The foregoing indemnity provision shall in no way limit the extent of any insurance coverage purchased for such purpose.

ARTICLE XIX - AMENDMENTS

These bylaws may be amended at any annual or special meeting of the Board of Directors. The affirmative vote of two thirds (2/3) 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.

ARTICLE XX - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Federation of Fly Fishers, 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 XXI - SENIOR ADVISORS

Section 1. The title of "Senior Advisor" shall be given to the individuals who have shown outstanding leadership in the Federation, or in the art, science, literature or conservation of our fisheries resources.

Section 2. A Senior Advisor shall serve for a term of five years.

Section 3. Candidates for Senior Advisor shall be nominated by the President and elected by the Board.

Section 4. Candidates shall be a member of the Federation in good standing.

ARTICLE XXII - RULES OF ORDER

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

As amended July 26, 2006