

BY-LAWS OF
THE INLAND EMPIRE FLY FISHING CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS that the following By-Laws have been approved by majority vote of the membership of the above-entitled corporation on the 14th day of November, 1967, and subsequently amended November 8, 1983, November 14, 1995 and December 12, 2006 at Spokane, Washington.

ARTICLE I. Membership and Dues

1. There shall be three (3) types of membership: Regular, Associate and Honorary. There will be 135 regular memberships and may be any number of associate or honorary members.

2. The initiation fee for regular members shall be \$25.00 or such other amount as may be hereafter approved by the Board of Directors. Annual dues for regular members shall be \$30.00 or such other amount as may be hereafter approved by the Board of Directors, dues for members who join after July 1 of each year shall be one half of the regular annual dues.

3. Membership Chairman and Membership Committee

a. The Secretary of the Corporation shall be the Membership Chairman who shall preside over a membership committee which shall consist of two members appointed by the president.

b. The membership committee shall accept and consider all applications for membership. The committee shall personally interview all applicants and apprise each applicant of the benefits, requirements and obligations of membership, including the obligation that new members are expected to take an active part in the service work of the club.

c. As memberships become available, and only after the membership process prescribed by these By Laws is completed, the Chairman will present properly submitted membership applications for consideration by the Board of Directors which shall then vote to approve or disapprove the application.

d. The Board of Directors, in its discretion, may grant priority status to any former regular member who has maintained associate member status. All other approved applicants will be admitted by seniority of their application.

e. The Board of Directors will recommend the expulsion of any regular member for conduct unbecoming club membership. Any such member shall be notified in writing of the Board's recommendation and given the opportunity to explain any circumstances at the next general meeting following the notification. At this time the member shall be stricken from the membership by a two-thirds majority vote of those regular members attending that meeting.

4. Qualifications:

a. Regular membership -- Any male of good character, over twenty-one (21) years of age, who attends at least three (3) meetings in a calendar year by invitation of a regular member, is eligible to apply for membership. Membership applications are to be filled out by a current regular member.

Applicants must be sponsored by two (2) regular members. Sponsors shall give an assessment of the applicant's qualifications for membership.

b. Associate membership -- Associate memberships include club mailings, but no voting rights and are made available to persons outside the Spokane commuting area or those unable to regularly attend club meetings and participate in club functions. Any male of good character, over twenty-one (21) years of age is eligible for membership. Sponsorship, initiation fees, annual dues, and approval by the Board of Directors are the same as for regular membership.

c. Honorary membership -- Honorary membership may be granted for any designated length of time by the Board of Directors to such persons the Board shall deem deserving of the honor. Honorary memberships will be reviewed at the request of any member.

5. Membership dues are due January 1 and shall become delinquent March 1. Delinquent members shall forfeit all privileges of membership after March 1. Membership may be reinstated by payment of dues, plus any additional costs incurred by the Club in arranging and making provision for payment of late dues, not to be less than \$10.00. Membership can only be reinstated if the membership is less than 135 regular members.

6. Regular members upon acceptance of membership shall be provided a membership packet to include such items as a club patch and membership roster.

ARTICLE II. Officers and Directors and Their Election

1. The officers of this organization shall be a President, Vice-President, Secretary, Treasurer and Sergeant at Arms. The officers are elected for a one year term commencing in January. Members at large of the Board of Directors shall serve three year terms which shall be staggered so that one at large position on the board is vacated at the end of each calendar year.

2. There shall be seven members on the Board of Directors. The Board of Directors shall consist of the four (4) officers, excluding the Sergeant at Arms, and three directors at large. Election of officers and board members at large shall take place at the December business meeting

3. Each year at the December business meeting the nominating committee shall nominate regular members to stand for election to the offices of President, Vice President, Treasurer and Secretary and shall also nominate regular members to stand for election to any open position(s) for Director at large on the Board of Directors. Any other member may be nominated from the floor at this meeting as an additional candidate. A majority vote of the membership present shall elect.

ARTICLE III. Meetings and Quorum

1. Meetings shall be held once per month, provided, however, the meetings may be dispensed with during the months of June, July, and August if agreed upon by the Board of Directors.

2. There shall be 25 % of the members present to constitute a quorum for both regular and special meetings.

3. Special meetings may be called by the President or by the Board of Directors. If a special meeting is called, there shall be at least three (3) days written notice of such fact to the membership.

4. The annual meeting of the corporation shall be held in December of each year.

ARTICLE IV. Board of Directors: Quorum, Time and Place of Meetings and Vacancies

1. Five (5) members of the Board of Directors shall constitute a quorum for conducting business.

2. Three consecutive, unexcused absences from Board meetings by a Board member shall constitute a vacancy on the Board. The presiding officer shall determine the validity of the excuse.

3. The Board of Directors shall have the power to fill all vacancies on the Board of Directors and vacancies in office, with exception of the Presidency, in which case the Vice-President shall fill the vacancy.

4. The Board of Directors shall meet at a time and place decided upon by the President or any five (5) members of the Board.

ARTICLE V. Committees and Affiliations

1. Committees shall be appointed by the President and shall consist of two types, standing and temporary.

2. Standing committees shall include Program, Membership, Publications, Projects, Christmas Raffle and Legacy. Temporary committees may be formed at the discretion of the President or the Board of Directors.

a. The Membership Chairman shall be responsible for processing new members to the club as prescribed in Article I, Section 3 and shall also include maintaining application forms, putting the new members names on the club mailing list, furnishing the membership list to the Publications committee for the Club Roster and/or any related jobs specified by the Board of Directors.

b. The Vice President shall be the Chairman of the Program Committee, and shall be responsible for arranging the monthly programs.

c. The Nominating Committee shall include the out-going President and three (3) most recent, available past Presidents.

d. The Publications Committee shall be responsible for the monthly publication of the "FLY LEAF" during the months meetings are scheduled. The committee shall also publish a Club Roster, from the list furnished by the Membership Chairman, of the entire membership prior to the April meeting.

3. This organization may be affiliated with other organizations, as approved by majority vote of the members.

ARTICLE VI. Parliamentary Authority

Roberts' Rules of Order shall govern the proceedings of this organization and its meetings, provided, however, that if any conflict arises between the Articles of Incorporation and By-Laws of this corporation, as opposed to Roberts' Rules of Order, then such Articles and/or By-Laws of the corporation shall be controlling.

ARTICLE VII. Duties of Officers and Board

1. The duties of the officers and Board of Directors of this organization shall be as follows:

a. President. The President shall preside at all regular and special meetings and at all Board meetings, and shall determine the time and place of board meetings.

The President shall represent the IEFFC at all official functions.

Immediately upon taking office, the President shall appoint a member for a one year term to the special office of "Poacher". The Poacher shall relate stories of fellow members at club meetings, for the amusement of all members. Such stories may be false or true. The Sergeant at Arms shall then collect a fine not to exceed One Dollar (\$1.00), or such other amount as may be from time to time specified by the President, from such accused member. The accused may then defend himself, provided the defense is amusing. If the members find that the defense is not sufficiently amusing, the accused shall pay a double fine.

b. Vice-President. The Vice-President shall be the Chairman of the Program Committee and shall do all things required of the President in the absence of the President. The Vice-President shall also perform any duties delegated to him by the President.

c. Secretary. The Secretary shall be the Chairman of the Membership Committee and shall keep the membership records together with a complete record of the minutes of all Board meetings and other meetings as directed by the President; he shall give the books to the incoming Secretary within a reasonable time after election; he shall have available a copy of the By-Laws and Articles of Incorporation at all meetings.

d. Treasurer. The Treasurer shall be the custodian of all money and shall be bonded by the organization; he shall keep a record of all paid members and delinquent members; he shall not pay any bills unless they are approved within his budget or approved by the Board of Directors. He shall make deposits to a bank agreed upon by the Board of Directors; the Treasurer shall be prepared to give a receipts and disbursements record at any general, special or Board meeting, upon the request of any member. The Treasurer shall be authorized to sign checks. At the request of the President at any time, the Treasurer will provide the club's financial records for review and/or audit by any individual or organization specified by the President.

e. Sergeant at Arms. The Sergeant at Arms shall perform any duties delegated to him by the President; he will also check proper credentials of any member attending meetings, if such is desirable under the circumstances; he shall have the duty of welcoming any guests or visitors to the meeting; he will assist the Poacher in collecting fines.

f. Board Members. The duty of the Board of Directors shall be to attend all board meetings, take an active part in the control and management of club affairs and perform any duties delegated to them by the President. Provided further, the Board of Directors shall have the following special duties:

2. Appointments. The Board of Directors shall be empowered to make special appointments of members to the offices of President Emeritus and Fly Fisherman of the Year.

a. President Emeritus. The post of President Emeritus is to be made to one member at a time and shall be conferred for the lifetime of the individuals so appointed. This appointment is NOT

mandatory and shall be left to the good judgment and discretion of the Board. Recipients of the appointment to the honorary post of President Emeritus shall be presented a lapel pin bearing the Club's insignia and an appropriate inscription.

b. Fly Fisherman of the Year. The appointment of a Fly Fisherman of the Year shall be mandatory and shall be done before the membership at the December meeting, following election of officers. Members receiving this honor shall receive a trophy which shall bear an appropriate inscription.

ARTICLE VIII. Grievance Committee

1. A Grievance Committee and chairman thereof shall be appointed by the President whenever he deems it necessary, or at such time as any member requests in writing that one be appointed. Not less than three (3) members shall comprise the committee, one of which will be the club secretary.

2. Any member feeling aggrieved may state such grievance in writing, and submit his written grievance to the Grievance Committee.

3. When a written grievance is received by the committee chairman, such chairman shall call a meeting of the committee, within 10 days of receiving the written grievance. The committee shall consider such grievance, and in writing, either reject the grievance, or within 20 days, call a hearing on the grievance. The aggrieved member shall present at such hearing and be prepared to testify or give other evidence as may be requested by the committee. If such grievance involves another member or members, such other member(s) shall be advised of the grievance, and may appear and present evidence, if such member desires.

4. Upon completion of the hearing, the committee shall make findings, in writing, and recommendations, in writing. Such findings and recommendations shall be submitted to the Board of Directors for action. Any action by the Board shall be appropriate and in keeping with the purposes of the club, it's Articles of Incorporation, it's By-Laws, and/or the laws of the State of Washington, and in addition, may include expulsion of any member or members. Any action taken by the Board shall be final.

5. The Secretary shall keep accurate reports of the proceedings of the hearing, and the final action of the Board.

Attested and Approved this 14th day of
November, 1967.

Gene Lorensen, President

Hardy H. Kruse, Vice-President

Everett E. Caryl, Secretary

E. Leon Buckles, Treasurer

The foregoing By-Laws were read and approved by unanimous vote of the membership of the regular business meeting of said club held on the 10th day of October, 1967, and at said time and place the Articles of Incorporation were read and approved by unanimous vote and were to be prepared for signing by the members at the regular club meeting to be held on the 14th day of November, 1967.

As amended by a vote of the membership, November 8, 1983.

As amended by a vote of the membership, November 14, 1995.

As amended by a vote of the membership, December 12, 2006.