

VIRGINIA COASTAL FLY ANGLERS

BYLAWS

ARTICLE 1

Name and Purpose

Section 1. Name of Organization

This organization shall be known as Virginia Coastal Fly Anglers, Inc. trading as Virginia Coastal Fly Anglers and/or VCFA (VCFA”).

Section 2. Mission Statement

The Purpose of the VCFA shall be to encourage the development of fly fishing in Virginia and North Carolina waters, and to promote conservation,

ARTICLE II

Officers

Section 1. Officers

The Officers of this organization shall consist of a President, Vice President, Secretary and Treasurer, who shall serve with a Board of Directors as set in Article III.

Section 2. President

It shall be the duty of the President to preside at all meetings of the organization and the Board of Directors. The President shall appoint all committees, subject to the approval of the Board of Directors; countersign checks; and at annual meeting, make a full and complete report of the activities of the organization. The President shall serve as the registered corporate agent in the absence of a legal appointment.

Section 3. Vice President

In the absence of the President, the Vice President shall preside and perform all the duties of the President. The Vice President shall be in charge of membership and other related duties. The Vice President shall assist and advise the President in all things as directed.

Section 4. Secretary

It shall be the duty of the Secretary to make and keep a complete record of the proceedings of all meetings of the organization and to maintain the files and conduct the correspondence. In the absence of the Secretary, the President shall appoint a member to act as Secretary for the meeting in question. The Secretary shall assist the President and the Board of Directors as directed. The Secretary may countersign checks when requested. The Secretary shall send out the monthly newsletter to all current members.

Section 5. Treasurer

It shall be the duty of the Treasurer to receive and safeguard the funds and securities of the organization and to prepare and report to the Board of Directors at each meeting the receipts and disbursements since the previous meeting. The Treasurer shall countersign all checks, keep records so they may be audited upon request, and prepare a complete report to be given at the March annual meeting or at such other meeting as requested by the Board of Directors. 2 | Page

Section 6. Elections of Officers and Directors (shall be approved by a majority vote of members present at the November general meeting)

Beginning in November 1998, Officers and one-half the non-officer members of the Board of Directors shall be elected annually. Election shall be by majority vote of those members present at the club's regular November meeting of members, and annually thereafter. Newly elected Officers and Directors shall assume office at the club's January celebration. Nominations for all board positions, officers and members at large, shall be presented to the membership at the September and October general meeting.

Officers and Directors may be re-nominated as long as they continue to be willing to serve.

ARTICLE III

Directors

Section 1. Board of Directors

The Board of Directors shall consist of thirteen (13) members of the organization. The thirteen (13) members shall include the four (4) duly elected officers as set out in Article II, along with eight (8) additional members and the immediate past President of the organization.

Section 2. Powers

The Board of Directors shall have the responsibility and power to manage the affairs, funds and records of the organization and shall meet as often as they deem necessary. It shall be the special duty of the Board of Directors to: (a) act upon all applications for membership, and (b) suspend or expel any member for failure to pay dues or for conduct which, in the sole judgment of the Board of Directors, may endanger the welfare, interests, good order or reputation of the organization, provided that such member may appear before the Board of Directors prior to suspension to explain such behavior.

Section 3. Vacancies

Any vacancies of officers or directors occurring in the interim between annual elections shall be for the unexpired term by a vote of a majority of the Board of Directors.

Section 4. Compensation

No member of the Board of Directors shall receive any compensation for service as a member of the Board of Directors.

Section 5. Board Quorum

Six (6) members of the Board of Directors shall represent a quorum of the Board of Directors ("Board Quorum"). Except as otherwise provided in these Bylaws, the Board of Directors shall act upon a simple majority vote of the Board Quorum. The President shall have the power to break any tie vote.

Section 6. Suspension of Members

If a member of the Board of Director, without sufficient cause, fails to attend the regular meetings of the Board of Directors for three consecutive meetings, or fails to perform the duties required of an officer or as a member of the Board of Directors, that member's position may be declared vacant by vote of a majority of a Board Quorum provided that the officer or director is given a reasonable opportunity to appear before the Board of Directors before such action is taken. The vacancy shall be filled as set forth in Article III, Section 2 above.

Section 7. President Pro Tem

In the absence of the President and the Vice President, the Board of Directors shall appoint a President Pro Tem.

Section 8. Limitation of Liability

Any person who serves as an officer, director or advisor to the Board of Directors of the organization shall be exempt from personal liability for all acts or omissions taken in such capacity so long as such acts or omissions do not amount to willful misconduct or a knowing violation of criminal law.

ARTICLE IV Membership

Section 1. Eligibility

Any person subscribing to the objectives of this organization may become a member upon acceptance of his application and payment of the dues set forth in Article V, Section 1, below.

Section 2. Types of Membership

Membership types will be set forth as the Board of Directors deem appropriate for each calendar year.

Section 3. Honorary Lifetime Membership

An Honorary Lifetime Family Membership will be given to any member who is seventy (70) years of age or older, provided that the member has been a member in good standing for the preceding five (5) consecutive years.

Section 4. Honorary Membership

The Board of Directors may elect to Honorary Membership any person they deem worthy.

ARTICLE V Dues

Section 1. Rates

Membership dues will be determined by the board of directors for each calendar year.

The Board of Directors may increase dues. Additional tariffs may be levied by the Board of Directors for special events or to be charged for the sale of club or promotional items.

Section 2. Due Dates

Dues shall be renewed for each year on or before January 1st of the current calendar year. Tariffs shall be due when assessed. New members joining after October 1 through December 31st will be considered in good standing through the following year .

Section 3. Suspension for Failure to Pay

Members with dues or tariffs in arrears for three months shall be dropped from the roll and lose the privileges of membership. Members suspended for non-payment of dues may be reinstated upon payment of current dues and outstanding tariffs.

ARTICLE VI Meetings

Section 1. Annual Meeting

The annual meeting (“Annual Meeting”) if this organization shall be held in the month of march of each year. At this meeting the officers shall make their annual reports.

Section 2. Special Meetings

Special meetings may be called any time upon the request of the President, six members of the Board of Directors, or written request of twenty (20) members in good standing. A notice for such special

meetings shall, where possible, be given by mail ten (10) days before the special meeting. Only such business as designated in the notice of the special meeting may be considered at any special meeting.

Section 3. Quorum

Twelve (12) members in good standing present at any regular, special or annual meeting shall constitute a quorum (“Quorum”). The President may declare a quorum at his or her discretion.

Section 4. Rules of Order

Unless otherwise provided, “Roberts Rules of Order” shall govern conduct at all a/meetings of this organization. A copy of those rules shall be provided upon request.

ARTICLE VII

Privileges

Section 1. Privileges

It shall be the privilege of any member in good standing to offer a motion for the recall at any regular meeting of any previously transacted business conducted at a meeting of the Board of Directors of the organization. If the motion carries, the entire subject matter contained therein shall be open for discussion by the membership.

Section 2. Attendance at Board of Directors’ Meetings

Any member in good standing may attend the meetings of the Board of Directors. Any member attending a meeting of the Board of Directors may not speak or otherwise participate in the discussion unless granted permission to do so by the President or the Board of Directors. The Board of Directors shall have, in their sole discretion, the power to close part or all of any board meeting and exclude any member who is not a member of the Board of Directors.

ARTICLE VIII

Permanent Committees

Section 1. Committees

The board of directors shall have the responsibility of appointing all committees it deems necessary. The President shall designate the Chairman of all committees

- (a) Education
- (b) Programs
- (c) Communications
- (d) Ways & Means
- (e) Prize Fish
- (f) Audit
- (g) Nomination

Section 2. Education Committee

It shall be the duty of the Education Committee to gather, prepare and disseminate to members information and materials related to saltwater fly-fishing, including but not limited to, information about species, locations, calendar, tools and techniques which increase members’ skill level and improve their chances of success.

Section 3. Programs Committee

It shall be the responsibility of the Programs Committee to organize and conduct regular meetings for members featuring speakers or presentations designed to increase the knowledge of members about matters relating to their sport, and improve their skills.

It shall further be the responsibility of the Programs Committee to organize periodic, regular fishing trips and events for club members to enhance their fly-fishing skills and general enjoyment of the sport.

Section 4. Communications Committee

It shall be the responsibility of the Communications Committee to conduct all club communications with members, public, other clubs and media, including, but not limited to, producing the club's regular monthly newsletter, publicizing club events and activities to the public, other recreational sporting and conservation clubs, as well as general and fishing media, producing recruiting and marketing materials, providing information about the club and its activities to Internet web sites and other communications which explain and promote club activities to all those with a legitimate interest in the development of saltwater fly-fishing in the lower Chesapeake Bay and adjacent coastal waters.

Section 5. Ways & Means Committee

It shall be the duty of the Ways and Means Committee to serve as a Planning/Executive Committee of the Board of Directors to set broad, long-term objectives, strategy and policy for the club with respect to growth, scope of activities and functions further be the responsibility of the Ways & Means Committee, working with the club Treasurer, to determine how the club and its specific programs and activities are to be funded; to develop an annual budget to be presented for approval of members at the club's annual meeting; and to develop and execute fund-raising activities in support of club programs.

The President and Treasurer shall be ex-officio members of the Ways & Means Committee.

Section 6. Prize Fish Committee

It shall be the duty of the Prize Fish Committee to receive and evaluate all fish entries, make awards, keep rules current and advise the Board of Directors on matters relating to the responsibilities of this committee.

Section 7. Audit Committee

It shall be the duty of this committee to review the financial affairs of the organization upon the request of a Board Quorum and to meet with the Treasurer during February of each year for the purpose of completing a review of the organization's financial affairs.

Section 8. Nomination Committee

It shall be the responsibility of this committee to select a qualified slate of officers and members of the Board of Directors for the ensuing year and present at the October general meeting.

ARTICLE IX
Amendments

Section 1. Amendment

These Bylaws may be amended at any regular or special meeting, provided that: (a) the notice of the meeting states that amendments to the Bylaws will be considered, (b) the notice contains the proposed amendment, and (c) the notice is given by mail at least ten (10) days before the meeting at which the Bylaws are to be amended.

Section 2. Approval

All amendments to the Bylaws shall be in writing and approved by a two-thirds vote of a Quorum of the membership.

Section 3. Consistent with the Laws of Virginia

No amendment or addition to these Bylaws may be inconsistent with or contrary to the purpose of this organization or laws of the Commonwealth of Virginia.

Section 4. Current Bi-Laws

The procedures set forth in this document will be recognized to replace all previous versions of VCFA Bi-Laws