Draft: 12/16/2025

PENOBSCOT FLY FISHERS BYLAWS

GENERAL:

The Penobscot Fly Fishers is established as a nonprofit Club chartered by the State of Maine and Section 501(c) (3) of the Internal Revenue Code as it may be amended.

STATEMENT OF PURPOSE:

The purpose of the Penobscot Fly Fishers is to promote fly fishing and conservation through education, volunteer services, outreach and personal conduct, and to promote collegiality and social engagement among its members.

ARTICLE I: MEMBERSHIP

All members shall agree to support the purpose and objectives of the Penobscot Fly Fishers. The Board of Directors may, by ~~two-thirds affirmative vote of all~~ a vote of at least seven members of the Board suspend or expel a member for due reason.

ARTICLE II: DUES

Dues will be payable by June 1st of each year. Dues may be changed by an affirmative vote of at least seven members of the Board of Directors. Members who have not paid their dues by the October General Meeting will be dropped from the membership list. Dues for new members joining after January 1 will ~~extend~~ be considered paid through to May 31 of the following year.

ARTICLE III: MEETINGS

Meetings shall be conducted in accordance with Roberts Rules of Order, except as specified by these Bylaw

Section A: General Meetings

General meetings will typically be held on the first Wednesday of each month with the time and place published in the monthly newsletter. A quorum will consist of ~~the~~ those members present. When held on a date other than the first Wednesday of the month, notice shall be given to the members of the meeting date via Club newsletter or by email no later than three days prior to the scheduled meeting.

Section B: Board of Directors Meetings

Board of Directors meetings will typically be held on the third Wednesday of each month with the time the time and place to be decided at the previous Board meeting. A quorum will consist of at least ~~5~~ five[or six?] members of the Board present in person or by

telephone or video. Special meetings of the Board may be called by the President or the Secretary upon request of any three Board members. Notice of special meetings of the Board shall be given to Board Members via Club newsletter or by email no later than three days prior to the special meeting date and shall contain a brief statement of the purpose of the special meeting.

ARTICLE IV: OFFICERS

Officers of the Penobscot Fly Fishers will be elected for a 2-year term. Officers may be elected to the same position for a maximum of two successive terms.

Section A: President
The president will preside at all regularly scheduled and special meetings and has overall responsibility for Club affairs, as directed by the Board. The President will be authorized to sign Club checks and make transactions in the Club savings accounts.

Section B: Vice President
The Vice President will be ~~chair of the Membership Committee and/or other~~ responsible for such duties as assigned by the President, and will assume the duties of the President in ~~his/her~~ the President's absence. The Vice President will be chair of the Membership Committee.

Section C: Secretary
The Secretary will keep ~~keeps~~ Club records and minutes of meetings, will typically handle ~~normally handles all~~ Club correspondence, and will archive ~~archives~~ Club records. The Secretary is a member of the Membership Committee.

Section D: Treasurer
The Treasurer ~~is~~ will be responsible for all Club finances, preparing and keeping the financial records of the Club. The Treasurer will prepare ~~prepares~~ annual budgets for review by the Board of Directors followed by approval at a General Meeting each May and will prepare ~~prepares~~ monthly financial status reports for Board Meetings. The Treasurer is authorized to issue payment of any amount on approved budgeted items. Payments for u~~U~~nbudgeted items over $500 but less than $1,000 must be signed by Treasurer and one other ~~authorized~~ officer. Unbudgeted payments exceeding $1,000 shall be made only upon a majority vote of the Board of Directors. ~~The Treasurer will be authorized to sign Club checks up to $1,000 Checks in any higher amount~~ All checks exceeding $1,000 shall be signed by the Treasurer and one other officer. The Treasurer will make transactions in the Club savings accounts and shall maintain Club financial records for at least the prior six consecutive ~~past~~ years.

ARTICLE V: BOARD OF DIRECTORS

Section A: Board of Directors

The Board of Directors shall control the business and affairs of the Club and will be permitted to expend up to ~~$300.00~~ $750 in unbudgeted funds for the Club purchases without approval ~~by~~ of the general membership. The Board ~~shall~~ will consist of four elected officers, ~~the immediate past President~~ and seven elected members. The ~~six~~ seven elected members shall have terms of three years each, with two members to be elected each of the first two years and three in the third year.

Section B: Vacancies

A ~~V~~vacancy on the Board, other than the President, will be filled by nomination ~~by~~ of the President with the approval of the Board of Directors for the unexpired portion of the term. In the event the President leaves office, the Vice President will assume the Presidency for the unexpired portion of the term. In the event the President and the Vice President are unable to execute the office of the President, the Secretary will assume the Presidency for the unexpired portion of the term. In the event the President, the Vice President and the Secretary are unable to execute the office of the President, the Board of Directors will assume the President's responsibilities for the unexpired portion of the term. ~~In the event the immediate Past President leaves that office, it shall remain unfilled.~~ Any member of the Board may be removed from office for malfeasance, failure to execute Club policies, nonmember status, and/or negligence of duties including fiduciary responsibility by at least two-thirds vote of all members of the Board of Directors.

ARTICLE VI: ELECTIONS

Prior to the November General Meeting, the Nominating Committee will select from the membership list a slate of candidates for all Officers and Directors whose terms will expire. At the November General Meeting, the Nominating Committee will present its slate of Officers and Directors to the members and further nominations will be accepted from the floor. All nominations will be published in the Club Newsletter and the election will be held at the December General Meeting. All elected Officers and Directors will assume their duties at the January General Meeting.

ARTICLE VII: COMMITTEES

Section A: Nominating Committee

A three person ~~committee~~ Nominating Committee will be appointed by the President by the June General Meeting to serve for a two year term. Duties of the committee will be to ~~select~~ solicit nominees for Officers and Directors. No member of the Nominating Committee shall be eligible to be a candidate for Officer or Director.

Section B: Membership Committee
The purpose of the Membership Committee is to grow the organization and recruit new members. The Committee will consist of the Vice President, who shall act as the Committee's chair, the Secretary and any other members of the Penobscot Fly Fishers as appointed by the President.

Section C: Other committees
The President may establish and appoint members to other standing and *ad hoc* committees at any time in order to better serve the functions and needs of the Club.

ARTICLE VIII: DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Penobscot Fly Fishers, assets shall be distributed by the Board of Directors to one or more organizations with tax exempt purposes within the meaning of Section 501 (c)(3) of the U.S. Internal Revenue Code, or corresponding sections of any tax code subject to any order of a court of competent jurisdiction. The Board shall give priority in distribution to those organizations whose purpose most closely aligns with those of the Penobscot Fly Fisher.

ARTICLE IX: AMENDMENTS TO THE BYLAWS

These Bylaws may be amended at any General Meeting of the ~~Club~~ Penobscot Fly Fishers. The affirmative vote of ~~2/3~~ two-thirds of the members present will be required for the adoption of any amendment. Notice of the proposed amendment will be published in a Club Newsletter at least 30 days prior to the General Meeting at which the vote will be taken.

~~Review/revised/approved November 1, 2023~~