

Buckeye United Fly Fishers, Inc.

2022 Bylaws of Buckeye United Fly Fishers, Inc

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Article I. Incorporation and Purpose

Section 1.01 Name

The name of the corporation is Buckeye United Fly Fishers, Inc., also known as BUFF in these Bylaws.

Section 1.02 Legal Structure and Responsibility

BUFF is an Ohio non-profit, domestic corporation organized exclusively for educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, 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 the corresponding section of any future federal tax code. No part of the net earnings shall benefit any member.

As an Ohio non-profit corporation, the corporation shall be governed by Ohio Revised Code Title 17. These Bylaws shall comply with Chapter 1702 of ORC Title 17 for non-profit corporations. Where not otherwise specified, the corporation shall follow ORC 1702.

Section 1.03 Purpose

The purposes for which it is organized are as follows:

- A. To promote Fly Fishing through education as the most enjoyable and sporting method of fishing, and the method most consistent with the preservation, conservation and environmentally conscious use of our fishing waters and fish.
- B. To assist in the protection and improvement of natural resources which have a direct relationship to the sport of fly fishing.
- C. To publicize the best practices and techniques of fly fishing, fly tying, fly casting and other fly fishing related subjects.
- D. To be a voice of organized fly fishers, maintaining liaison with other conservation and sporting organizations, and with governmental agencies involved in all aspects of the sport of fly fishing.

Article II. Membership

Section 2.01 Membership Types

There shall be three types of BUFF Memberships: Individual, Student and Family.

1. An Individual Membership shall be comprised of one (1) person, who is a BUFF member individually and not a part of a Family Membership.
2. A Student membership shall be comprised one (1) person who is age 24 years or younger and matriculated in an accredited program.
3. A Family Membership shall be comprised of a head of household, spouse or partner, minors

and extended family that all share the same residence.

All members who are of Legal Age as defined in Section 2.040 below, whether Individual Members, Student Members or Family Members, shall have voting rights, except on certain issues as described in Section 8.04 in which the voting is specifically limited by these Bylaws to one (1) vote for each Membership.

Section 2.02 Eligibility

Any person interested in fly fishing shall be eligible for BUFF membership, subject to other provisions set forth in the entirety of these Bylaws.

Section 2.03 Non-Discrimination Policy:

BUFF's membership is open to all persons interested in fly fishing and related activities regardless of race, color, national origin, gender, religion, sex, familial status, military status, disability, sexual orientation, or political affiliation. No discriminatory policies or actions shall be established.

Section 2.04 Legal Age and Policy on Minors:

The following items describe and limit the rights of minors:

- Persons who have achieved the age 18 are considered of 'Legal Age'.
- Persons under the age of 18 attending a BUFF function, whether members or guests, must be accompanied by a parent, legal guardian, or other supervising adult.
- The parent, legal guardian, or other supervising adult of a member or guest under 18 years is responsible for that person's conduct and safety.
- Persons under 18 years of age may be BUFF members as a part of a family membership or a student but are not permitted to vote or hold office.

Section 2.05 Application Process

Applicant must submit an application and dues to the Membership Director of BUFF or submit via online method. Upon verification of payment of appropriate member dues and satisfaction of any outstanding fees per Section 2.07, the applicant shall be admitted to membership in BUFF and be entitled to all the privileges of BUFF membership.

Section 2.06 Life Membership Awards

The Board may award any member, or other individual, the status of Lifetime Membership per the purpose, criteria, and intentions established by the Board. Lifetime Members shall be entitled to all the rights and privileges of regular members and shall not be required to pay any dues or assessments.

Section 2.07 Resignations, Termination, Renewal, Suspension

A member may resign by written or verbal notification to the Secretary of BUFF or BUFF Membership Chairman and the resignation shall become effective immediately thereof. Such member shall forfeit all dues and assessments previously paid.

A member or memberships may be terminated if dues are not current and said member fails to submit annual renewal fee prior to the third scheduled monthly membership meeting of the fiscal year.

A member may be terminated for failure to pay any indebtedness to BUFF after more than seventy-five (75) days from any agreement due date.

At a future date, the terminated member or members may re-apply for BUFF membership after satisfying any financial obligations. Said reapplying member shall be accepted as a “Member” and must pay the appropriate single, student, or family membership fee.

The Board may suspend a member at any time for infraction of any BUFF Rule, or for other causes if the Board shall deem such action to be in the best interest of BUFF. The Board shall immediately notify the member, so suspended, of its action in writing or email to the address on file. The suspended members shall thereafter be entitled a reasonable opportunity to be heard by the Board or a committee appointed by the Board within thirty (30) days of the member’s suspension date. The Board may thereafter continue for a definite term, terminate, or rescind the suspension of the aforementioned member and the Board’s decision shall be final. If the member is terminated, the terminated member shall not be permitted future membership in BUFF.

Section 2.08 Members in Good Standing

A member in Good Standing are those members who have not resigned, been suspended, or terminated by an action of the Board and whose dues are current.

Section 2.09 Membership Rights and Powers

All rights and powers of BUFF shall be vested in the members. These rights and powers shall be subject to exercise or change by the members at a Regular Meeting or a duly called Special Meeting of BUFF.

Article III. BUFF Membership Meetings

Section 3.01 Membership Meeting Venue

Regular and Special meetings of BUFF may be conducted either at a physical location, a contemporaneous or virtual means, such as Zoom, or a combination of the two (2) venues, hereafter called the venue. The venue, date and time shall establish the Meeting.

Section 3.02 Regular Meetings

Regular Meetings of BUFF shall be held each month at a venue, date and time as designated by the Board. The dates, times and venues for BUFF meetings shall be published in the monthly newsletter and posted on the BUFF website.

Section 3.03 Special Meetings

Special Meetings of BUFF shall be held whenever such meeting is deemed necessary by either:

- The Board or,
- A majority vote of BUFF members in Good Standing that are present at a Regular Meeting.

The dates and venue for such Special Meeting must be communicated to BUFF membership via their Email address on file and posting a Special Meeting Notice on the home page of BUFF website, no less than thirty (30) days prior to the scheduled Special Meeting date.

Section 3.04 Voting

To vote, BUFF members shall be present at the Regular or Special Meeting, be in Good Standing and of Legal Age. No proxy or absentee vote shall be accepted. Voting may be voice vote, show of hands, or secret ballot as determined in these Bylaws. If the Meeting venue includes an electronic means of contemporaneous communication or a Virtual session, then votes may be accepted by electronic means available. Except for a special vote on an Assessment as provided under Section 8.04, each member in Good Standing is accorded one (1) vote providing member has reached Legal Age whether an individual member, student member, or member by virtue of a Family Membership as identified on the family membership application.

Section 3.05 Majority

Every decision requiring a vote of the members at either a Regular or Special Meeting shall be by a majority vote, unless otherwise required by these Bylaws.

Section 3.06 Rules of Order

BUFF Special Meetings shall be conducted by the procedures set forth in Roberts Rules of Order as required for the orderly conduct of the meeting or to resolve an issue of procedure.

Section 3.07 Smoking Policy

Smoking shall not be permitted inside the meeting place at any Regular or Special Meeting.

Article IV. Officers and Directors of BUFF

Section 4.01 Officers of BUFF

The membership shall annually elect or re-elect, from the eligible members of BUFF, the following Officers:

- President
- Vice President
- Secretary
- Treasurer

Section 4.02 Directors of BUFF

The membership shall annually elect or re-elect from the eligible members of BUFF, the Directors as are appropriate to meet the needs of BUFF for the next fiscal year, as anticipated by the Board. Each Director may have responsibility for one (1) or more functions such as Education, Conservation, Membership, etc. as outlined by the Officers.

Section 4.03 Terms of Office

The term of office for all Officers and Directors shall be nominally one (1) year.

Section 4.04 Eligibility

Any member of BUFF, in Good Standing and of Legal Age, is eligible to be elected to the office of an Officer or Director of BUFF.

Section 4.05 Duties of Officers

President: The President shall exercise general authority over the activities of BUFF, including all duties required by these Bylaws and delegated by the Board.

Vice President: The Vice President shall fulfill all the duties assigned by the President or the Board. In the absence of the President, the Vice President shall assume the role and responsibility of President.

Secretary: The Secretary shall be responsible for recording all Board, Special or Emergency meetings, clerical work pertaining to the business of BUFF or other specific duties as assigned by the President or the Board. In the absence of the President and Vice President, the Secretary shall assume the role and responsibility of President.

Treasurer: The Treasurer shall be responsible for all financial activities of BUFF including the receipt and deposit of all monies in a Board approved financial institution and maintaining all BUFF

financial records. In the absence of all other officers, the Treasurer shall assume the role and responsibility of President.

Section 4.06 Duties of Directors

The Directors shall be responsible for the specific duties implied by their title, such as Club Education, Membership, and Website, and those additional duties assigned by the President or the Board.

Section 4.07 Committee Formation

The Board may create permanent or ad hoc committees to fulfill certain tasks throughout the fiscal year. A clear purpose and scope of operation shall be set forth for the Committee by the Board.

Committees may be initiated to handle tasks such as fundraising, the fly show, governance, public relations, the annual banquet, and other activities, as needed. The Board Chairman, as defined in Section 5.01, appoints all committee chairpersons, when required.

All BUFF members are encouraged to volunteer for at least one (1) committee. The Committee Chairperson may request as many volunteers as needed to participate in the committee task, along with non-BUFF members, if needed.

Section 4.08 BUFF Board Authority

BUFF Officers, assisted by the Directors, comprise the Board of Directors, referred to as the Board, and shall manage, direct, control and administer the property, affairs, and business of BUFF. In addition, the Board shall put into effect all guidelines, policies, directions, and instructions adopted at meetings of BUFF and shall act for BUFF in all matters within the jurisdiction and authority granted by these Bylaws.

Section 4.09 BUFF Contract and Financial Obligations

The Board shall authorize contracts and govern the expenditure of all funds as per Article VIII

Section 4.10 Vacancies

Should a vacancy occur in any BUFF Board position, other than because of a regular expiration of a term of office, the Board shall be responsible to fill the vacancy by the appointment of a BUFF member to fill the unexpired term of the vacancy. This member becomes a current Board member once sworn into office by the President or his delegate.

Section 4.11 Impeachment

Proceedings to relieve an Officer or Director of an elected office shall take place only at a Special Meeting called in accordance with the provisions of Section 3.03. The motion to relieve an Officer or

Director of an elected office shall require a concurring vote of no less than two-thirds (2/3) of the members present at such Special Meeting.

Section 4.12 Compensation

Members of the Board shall not receive any compensation for their services as Officers or Directors.

Article V. Board of Director Meetings

Section 5.01 Board Chairman

There shall be a Board of Directors, chaired by the President, or his designee, as selected from current elected Officers and Directors. The Board Chairman shall be responsible to hold and conduct the Board meetings.

Section 5.02 Meeting Time and Place

Board meetings shall be conducted monthly unless an extraordinary situation exists as agreed to by the Board. Regular and Emergency meetings of the Board may be conducted either at a physical location, an electronic contemporaneous communication, or virtual means, such as Zoom, or a combination of the physical and virtual venues, hereafter called the venue. The venue, date and time shall establish the Board Meeting. Notice of the Board Meeting shall be published in the monthly newsletter and on the BUFF website. Any change in the Board Meeting shall be communicated via email to the Board and via the BUFF website to the membership. Any member of BUFF may attend any Board meeting.

Section 5.03 Emergency Board Meetings

Decisions needing a Board vote that cannot be held over for a regularly scheduled Board meeting may be accomplished via emergency meeting. Emergency Board meetings may be called, as necessary, by the President or Officers of BUFF. The Emergency Board Meeting shall be communicated via email to the Board and via the BUFF website to the membership.

Section 5.04 Rules of Order

BUFF Regular or Emergency Board Meetings shall be conducted by the procedures set forth in Roberts Rules of Order as required for the orderly conduct of the meeting or to resolve an issue of procedure.

Section 5.05 Quorum and Decisions

A simple majority of current Board members shall constitute a quorum at all Board Meetings. The quorum shall be established prior to discussion and voting at each meeting. A current Board member is an Officer or Director who has not resigned or otherwise been removed from office and was sworn

into the Board over the past twelve (12) months. All decisions of the Board shall be considered final by simple majority vote of the Board members in attendance either i) physically or ii) contemporaneously or virtual, as per Section 5.02 above, at a meeting in which a quorum has been established.

Section 5.06 Smoking Policy

Smoking shall not be permitted inside the meeting place at any Regular or Emergency Board Meeting.

Article VI. Board of Director Elections

Section 6.01 Nominations and Election Slate

The Board shall present an election slate of members in Good Standing who are interested in a Board position in BUFF. The nominations from the membership for Officers and Directors for the next year shall be received in writing, commencing at the November Regular Meeting. This election slate of proposed candidates shall be presented to membership at the December Regular Meeting. Additional nominations may be submitted in writing and shall be accepted up to December 31st of the current year.

Section 6.02 Election

At the Regular January meeting, election of Officers and Directors shall be held.

If a position for Officer or Director has only one (1) nominee, the voting process shall be accomplished by voice vote or show of hands for those attending the meeting in person as well as by contemporaneous or virtual means for those attending virtually as cited in Section 3.04 above.

When two (2) or more members have been nominated for the same position, ballots shall be physically distributed to BUFF members attending the meeting and provided electronically for those attending virtually for conducting a secret ballot as cited in Section 3.04 above.

Two (2) BUFF Board Members shall be appointed by the Board Chairman, or his designee, to count the ballots and declare a winner.

Section 6.03 Refusal

Any nominee shall have the right to refuse nomination and may withdraw his/her name.

Section 6.04 Taking Office

Newly elected Officers and Directors shall be sworn in and formally take office at a scheduled BUFF Regular Membership Meeting, Special Membership Meeting or Board meeting no later than April 1st of the new year. The outgoing President shall administer the Oath of Office to the incoming President. In turn, the new President shall administer the Oath of Office to the incoming Board. The President shall administer the Oath of Office with these words:

“I swear or affirm, before these witnesses, that I shall, to the best of my abilities, faithfully discharge the duties of this office, as defined in the Bylaws, of the Buckeye United Fly Fishers”.

In the event that the Incoming President is also the Outgoing President, then any previously elected Officer may administer the Oath of Office to the returning Incoming President.

Article VII. Guidelines and Policies

The Board shall establish, enforce, and maintain Guidelines and Policies that further direct or restrict the action(s) of the Board or the BUFF members. These Guidelines and Policies shall establish reasonable, appropriate, and consistent guidelines and policies with respect to the Purposes of BUFF as stated in these Bylaws. Establishment, enforcement, maintenance and changes to the Guidelines and Policies shall be approved by a simple majority of the Board at a meeting where a quorum exists.

If a conflict arises between the Bylaws and the Guidelines, the Bylaws shall take precedence.

Any member of BUFF may object to a Guideline or Policy within ninety (90) days of an announced new or changed Guideline or Policy. This member may request in writing or via email to the Board that a full vote of the membership be obtained regarding any Guideline or Policy. Vote by the members on such Guideline or Policy shall be held at a Regular or Special Meeting of BUFF. Such Meeting shall be communicated to BUFF membership via their email address, monthly newsletter and posted on the BUFF website no less than thirty (30) days prior to such meeting.

Any BUFF Guideline or Policy may be suspended by a majority vote of the membership. The Board reserves the right to amend such Guideline or Policy to overcome the objections of the membership. In this case, the Board shall announce the amended Guideline or Policy to the membership. Additional objections may be raised by the membership to the amended Guideline or Policy and the Board shall decide to either resolve the objection through amendment or suspend the change(s) to the Guideline or Policy.

Article VIII. Finances

Section 8.01 Fiscal Year

The fiscal year of BUFF shall begin on January 1st and end on December 31st of the same calendar year.

Section 8.02 Dues Payable

All yearly membership dues shall be for one (1) full year covering January 1 through December 31 and shall become due and payable in full on January 1st of the membership year.

Renewal payments shall be accepted starting in November for the upcoming year. New members joining and paying in November or December shall be considered paid through the upcoming year.

Section 8.03 Amount of Dues

The amount of yearly membership dues for the next fiscal year for each type of membership shall be established by the Board before the end of October in the current fiscal year. No refund of paid membership dues shall be made under any circumstance.

Section 8.04 Assessments

An assessment may be imposed on all members by a vote of not less than two-thirds (2/3) of the membership present at a Regular or Special Membership meeting where the membership is notified in advance by no less than thirty (30) days using email and website communications.

The vote on an assessment shall be one (1) vote per Membership type providing the member is in Good Standing and is of Legal Age. Likewise, the assessment shall be one (1) assessment per each Membership, regardless of whether it is an Individual Membership, Student Membership, or a Family Membership.

The vote on an assessment shall be by secret ballot. The Board Chairman, or his designee, shall appoint two (2) BUFF Board Members to count these ballots and announce the result.

Notice shall be given, stating the amount thereof, the necessity, the reasons thereof, the date payable and the time within the assessment shall be paid before the member shall be in default. This notification shall be communicated to BUFF membership via their email address provided to BUFF, the monthly newsletter and posted on the home page of the BUFF website no less than thirty (30) days prior to the meeting at which the vote is to be taken. The assessment shall be within any fiscal year and shall not exceed the amount of the annual dues required to be paid by the Memberships that year.

Section 8.05 Annual Budgets

The Officers shall prepare a Proposed Annual Budget for BUFF, itemizing and setting forth the anticipated income and expense for the coming year for submission to the Board no later than the December Board Meeting. The Board shall then review and discuss the Proposed Budget and, by a simple majority vote of the Board, approve or disapprove the Annual Budget as submitted or as modified by the Board after discussion no later than December 31st.

Section 8.06 Contracts & Expenditures

No Officer, Director or other BUFF member may incur any financial obligation to BUFF without prior approval of the Board.

No member, Officer or other BUFF member shall have any authority to contract any obligation for BUFF or expend any money of BUFF unless the contract or commitment has been authorized by the Board or by a specified resolution of the membership voting at a Regular or Special Meeting of BUFF, and the Board has made the appropriation of funds for that purpose.

Every expenditure and liability of BUFF shall be evidenced by a voucher, or other appropriate document signed by a BUFF member(s) properly authorized to incur such expenditure or liability.

The President and one (1) additional Officer shall sign contracts and legal documents.

The President, at his discretion, may delegate contract signing and management of the activities to the Chairperson(s) of a Committee that was created under Section 4.07. This Chairperson(s) shall sign contracts and manage allocated budgets consistent with Committee's approved purpose and scope in order to conduct business, manage community relations and other tasks to facilitate and complete the special activity or activities.

The Treasurer shall establish a petty cash and temporary currency fund accounts as directed by the Board. The petty cash and temporary currency fund accounts shall be confirmed in the annual audit.

Section 8.07 Check Writing

The Treasurer, President and the Vice-President are authorized to sign checks for BUFF. If a financial conflict arises with one (1) of these Officers, then the President may authorize another elected Officer or Director to sign checks.

Section 8.08 Special Funds

The Board, or the membership at a Regular or Special Meeting, may establish Special Funds to be allocated for specific purposes and make appropriate deposits of monies to such Special Funds from time to time. No expenditures shall be made from such Special Funds other than for the purpose designated when a given Special Fund was established.

BUFF may, by a concurring two-thirds (2/3) votes of the members present at a Regular or Special Meeting, borrow monies from such Special Fund. The notice of the intention to borrow against the Special Fund shall state the amount and reason(s) thereof along with the method and time of repayment. This notice to borrow shall be communicated to the BUFF membership via their email address, in the monthly newsletter and posted on the BUFF website, no less than thirty (30) days prior to the Regular or Special Meeting of BUFF at which the proposal is to be voted on.

BUFF may, by the concurring two-thirds (2/3) votes of a membership at a Regular or Special Meeting, eliminate a Special Fund and request the fund monies be reallocated. Such notice of intent to eliminate a Special Fund shall state the amount and reason(s) for which the monies are to be eliminated and shall be communicated to the BUFF membership via their email address, in the

monthly newsletter and posted on the BUFF website, no less than thirty (30) days prior to the Regular or Special Meeting at which the proposal is to be voted on.

Section 8.09 Books and Records

The corporation shall keep complete books and records of account according to guidelines detailed in Section 501 (c) (3) of the Internal Revenue Code and Section 1702.15 of the Ohio Revised Code. Non-financial records, such as legal or historical records of BUFF, and Minutes of the proceedings of the Board may be kept in perpetuity, as needed, at the discretion of the Officers and Directors.

Article IX. Miscellaneous Provisions

Section 9.01 Endorsements

No part of any BUFF activity, or activities, shall be for disseminating propaganda, participating in or intervening in any political campaign, including, and not limited to, publishing or distributing materials, on behalf of any candidate for public office. There shall be no urging of the public to contact members of a legislative body for the purpose of influencing legislation. BUFF may provide information and a voice on issues related to its Purpose if this effort is a minor emphasis within the scope of BUFF activities.

Section 9.02 Relations with Other Organizations

BUFF shall have no financial interest in the property, assets, or liabilities of any other Organization, such as Fly Fishers International (FFI), in which BUFF members in good standing may hold membership or be affiliated with, unless specifically agreed upon in writing by both parties and approved by the Board.

BUFF may participate in and/or promote activities with other organizations that promote fly fishing, conservation and/or well-being that is reasonably achievable through fly fishing activities and that such activities are consistent with the Purpose of BUFF.

Section 9.03 General Activities

Notwithstanding any other provisions of these Bylaws, BUFF shall not engage in any other activities which are not permitted to be engaged in by:

1. A Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or
2. A Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article X. Amendments to the Bylaws

These Bylaws may be amended at any meeting of BUFF. Each proposed amendment shall be accompanied by the purpose and reason for each amendment and shall be communicated to the BUFF membership via their email address, the monthly newsletter and posted on the BUFF website no less than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be voted upon. A concurring vote of two-thirds (2/3) of the members present shall constitute acceptance of the amendment(s).

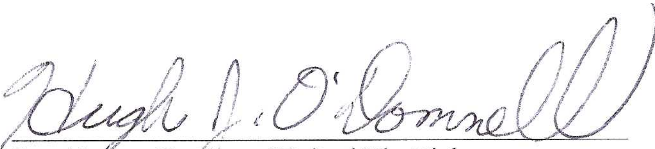
Article XI. Distribution of Assets upon Dissolution

Upon dissolution of BUFF, all assets shall be distributed for one (1) or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, subject only to any order of a court of competent jurisdiction.


ADOPTION OF BYLAWS

We, the undersigned, witness and approve the foregoing as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Membership on this 20 day of April, 2022.



President – Buckeye United Fly Fishers



ATTEST: Secretary – Buckeye United Fly Fishers