BYLAWS

SANTA LUCIA FLYFISHING CLUB, INC.

ARTICLE I

# PRINCIPAL OFFICE

Section 1.01 The Santa Lucia Flyfishing Club shall be known as the Santa Lucia Flyfishers (hereinafter the “Club”).

Section 1.02 The principal office of this organization is fixed and located in the City of-San Luis Obispo, County of San Luis Obispo, California. The Board of Directors, however, is granted full power and authority to change the principal office from one location to another within the named county. Any change shall be noted by the secretary opposite this Article I, but shall not be considered an amendment of these Bylaws.

SECTION 1.03 The mission of the Santa Lucia Fly fishers is to promote and support fly fishing through fellowship, conservation, education, and participation. To fulfill our mission our Club will: promote and share fly fishing opportunities for the enjoyment of our members; encourage and support conservation efforts which preserve, protect, and enhance fisheries; improve our own members fly fishing skills through workshops and clinics; support membership diversity; welcome new members interested in enjoying the fly fishing experience and heritage; and facilitate the broader community’s awareness of fly fishing.

ARTICLE II

MEMBERS

Section 2.01 Classes of Members and Rights. The Club shall have four (4) classes of members as follows: (1) Regular Members; (2) Life Members; (3) Junior Members; and (4) Honorary Members. Regular, and Life Members shall have full rights and privileges of this organization with one (1) voting right each.

Section 2.02 Qualifications.

1. Any person, , who is interested in the goals, objectives and purposes of this organization, shall be qualified to become a Regular

Member, Junior Member or a Life Member, with no other qualifications or conditions.

1. Any person who has paid the Life Membership Fee as prescribed in

Section 2.04 of Article II of these Bylaws, or who has paid dues as a Regular Member, as prescribed in Section 2.04 of Article II for twenty (20) consecutive years, shall be a Life Member and shall be required to pay no further dues. Any person under the age of eighteen (18) is qualified to become a Junior Member, but such membership terminates on January 1 of the year following the Junior Member’s eighteenth (18th) birthday. Thereafter, a Junior Member shall be qualified to become a Regular or Life Member. (d) Any person, other than a Regular, Life or Junior Member, is qualified to become an Honorary Member (1) on nomination by any Director or member of the Club (2) adoption of a resolution by a majority of the voting members of the Club present at any meeting of members at which a quorum, as defined in Section 3.06 of Article III of these Bylaws, is present.

Section 2.03 Admission. An applicant shall be admitted to membership on making application therefor in writing on forms prescribed and furnished by this Club , and payment of the first annual dues as herein specified, without other formal requirements.

Section 2.04 Fees, Dues, and Assessments.

APPLICATION FEE

1. No fee shall be charged for making application for membership in the Club.

DUES

1. The Board of Directors shall determine the annual dues from year to year. Annual dues shall be payable in advance on the first day of January in each calendar year. Annual dues for Junior Membership shall be one half of a Regular Member’s dues and a Life

Member’s fee shall be ten times Regular Member’s dues. Each Life

Member shall pay a single sum payable with his or her application for such membership, and no additional or future payments shall be required of him. No fees, dues, or assessments of any kind shall be required of, or levied against, Honorary Members. The first annual dues shall be payable and submitted in full with the application for membership.

ASSESSMENTS

1. Memberships shall be non-assessable.

Section 2.05 Number of Members. There shall be no limit on the number of members the Club may admit.

Section 2.06 Nonliability of Members. No member of this Club shall be personally liable for any debts, liabilities, or obligations of the Club except for payment of his or her own dues.

Section 2.07 Transferability of Membership. Membership in the Club is nontransferable and non-assignable.

Section 2.08 Termination of Membership and Reinstatement.

By Resignation and Death

(a) The membership of any member of the Club shall automatically terminate (1) on his or her written request for such termination delivered to the Board of Directors; or (2) on his or her death.

By Nonpayment of Dues

(B) The membership of any member who fails to pay his or her dues when they become due and within thirty (30) days thereafter may be terminated at the discretion of the Board of Directors after giving written notice of pending termination.

(c) Reinstatement. Any member whose membership is terminated as provided in this section, may be readmitted to membership by meeting the requirements and complying with the provisions applicable to the admission of new members.

Section 2.09 Expulsion. A member may be expelled from membership in the Club for cause. Failure to carry out his or her assignments, refusal to comply with these Bylaws, or conduct which is likely to reflect unfavorably upon this organization, may be deemed cause for expulsion.

ARTICLE III

# MEETINGS OF MEMBERS

Section 3.01 Regular Meetings. Regular meetings of the members shall be held normally monthly, at such time and place as shall be set by the Board of Directors, with due advance notice being given to all members. Such regular meetings shall normally be set at the same time each month.

Section 3.02 Annual Meetings. The last regular meeting of each calendar year shall be known as the Annual Meeting. At such annual meetings, Directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the powers of the members.

Section 3.03 Special Meetings. Special meetings of the members may be called at the discretion of the Board of Directors, whenever the Directors deem such meeting of sufficient importance and benefit to the Club, with a special advance notice being given to all members as provided in Section 3.05 of this Article III.

Section 3.04 Adjourned Meetings. If at any Annual or Special (but not

Regular) meeting of the members, no quorum is present, as provided in Section 3.06 of this Article III, the meeting shall be adjourned to a date not less than seven (7) nor more than fifteen (15) days thereafter, and upon the convening of such Adjourned Meeting those members eligible to vote who are present, regardless of number, shall constitute a quorum for the transaction of Club business.

Section 3.05 Notice of Meetings. Written or printed notice of the time and place of every Special and Adjourned meeting shall be sent to each member, entitled to vote, by United States mail, postage prepaid, or by email or personal phone call at least seven (7) days prior to such meeting. The notice shall be addressed to the member at his or her address as shown on the records of the Club and shall be deemed given at the time it is deposited in the mail or email has been sent or phone call made. The notice shall be given by the Secretary or other person designated by the President. Once the time and place of the Regular meetings have been set by the Board of Directors, notice of such meetings, including annual meetings, shall be dispensed with, except where such meeting falls on a legal holiday and is therefore held on a different day than previously designated by the Directors. Each notice shall specify the place, the day, and the hour of the meeting and, in the case of Special meetings, the general nature of the business to be transacted.

Section 3.06 Quorum. At any Regular, Annual, or Special meeting of the members the presence of ten (10) members entitled to vote shall constitute a quorum for transacting business.

Section 3.07 Voting Rights.

1. Each Regular, and Life Member is entitled to one vote on each matter submitted to a vote of the members. Junior Members and Honorary Members are not entitled to vote on any matter. Voting at duly held meetings shall normally be by voice vote, Election of Directors, shall be by voice vote unless a member entitled to vote demands that election be by ballot, in which event the election shall be by secret ballot.
2. Notwithstanding the provisions of Paragraph (a) hereof, any vote, including the election of Directors, may be conducted by mail or by such other means as the Board of Directors shall determine. In no case shall a member entitled to vote have more than one (1) vote. Members shall not be permitted to vote or act by proxy.

Section 3.08 Conduct of Meetings. Meetings of members shall be presided over by the President of the Club or in his or her absence, by a Director. The Secretary of the Club shall act as Secretary of all meetings of members, provided that in his or her absence the presiding Director shall appoint another person to act as Secretary of the meeting.

ARTICLE IV

# DIRECTORS

Section 4.01 Number and Qualification. The Club shall have at least five (5) and up to twelve (12) Directors. Any Regular or Life Member of the Club who has paid his or her current dues shall be qualified to be elected a Director as provided by these Bylaws

Section 4.02. Use of Terms "Directors” and "Board". The words "Directors" and "Board," as used in the Articles of Incorporation of this Club or in these Bylaws in relation to any power or duty requiring collective action, mean "Board of Directors."

Section 4.03 Term of Office. Members of the Board of Directors shall serve for a term of two (2) calendar years. To encourage members’ participation in club governance, it shall be the club’s policy that Directors will be eligible for election to three consecutive terms without a break in service provided they continue to meet the qualifications required by Section 4.01. An officer may continue to serve on the Board of Directors until his or her successor is elected.

Section 4.04 Election. Directors shall be elected at the annual meeting as defined in Section 3.02 hereof and the candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

Section 4.05 Meetings; Notice. Regular meetings of the Board of Directors shall be held at such time and place as requested by the President. The President, or, in his or her absence, the Vice President, may call a special meeting of the Board of Directors at any time, and shall do so on written, email or verbal request of any three (3) Directors. Notice of meetings of the Board of Directors shall be given in such manner as the Board may, by resolution, prescribe. Meetings shall be governed by ROBERT'S RULES OF ORDER, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Club or with law.

Section 4.06 Quorum. At any meeting of the Board of Directors, a majority of the total number of members of the Board (or 50% if there are an even number of members of the Board), as set forth in Section 4.01 of this Article IV, shall constitute a quorum for the transaction of business at that meeting.

Section 4.07 Order of Business. The order of business of any meeting of the Board of Directors of this Club shall be:(a) Roll call or registration of those present; (b) Reading and approval, or correction of, minutes of last meeting; (c) Report of the Directors; (d) Report of the Treasurer; (e) unfinished business; (f) New business, other than election (g) Elections (Annual meetings); (h) Adjournment.

Section 4.08 Removal of Directors. The entire Board of Directors, or any individual Director, may be removed from office at any time by the vote of a majority of the voting members of the Club. If any or all Directors are so removed, new Directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 4.10 of this Article IV.

Section 4.09 Absence. Unless duly excused by the President, the office of a Director shall be declared vacant if he or she is absent from three (3) consecutive regular meetings of the Board of Directors, and the vacancy shall be filled as prescribed in Section 4.10 of this Article IV.

Section 4.10 Vacancies. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director. Any vacancy shall normally be filled by majority vote of the remaining Directors. A Director so elected shall hold office until the next annual election.

Section 4.11 Powers of the Board. Subject to any limitations of the

Articles of Incorporation and of the General Nonprofit Corporation Law of California on action to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the Board of Directors shall control the business and affairs of the Club. Without prejudice to these general powers, but subject to the same limitations, it is expressly declared that the Directors shall have the following powers:

1. To conduct, manage, and control the affairs and business of the Club, and to make such rules and regulations as are not inconsistent with law, with the Articles of Incorporation, or with the Bylaws, as they may deem best.
2. To fix the amount of annual dues for each class of members, as prescribed by Section 2.04 of Article II of these Bylaws, and to suspend or waive the payment of dues at their discretion.
3. To borrow money in the name of the Club and to incur indebtedness for Club purposes, subject to the provisions of the Articles of Incorporation, and upon direction by the majority vote of a Special meeting of the members called for that purpose.
4. To call Special meetings of the members.
5. To manage in the manner they may deem best all funds and property, real and personal, received, acquired, or earned by the Club, and to Distribute or dispense them.
6. To adopt, make, and use a corporate seal and to alter the form of the seal from time to time as in their judgment they may deem best, provided the seal shall at all times comply with the provisions of law.
7. To expel members for cause. A member so expelled may appeal from the decision of the Board of Directors at a Special or Regular meeting of the members, called to consider such appeal. The Directors shall call such Special meeting of the members if a request is made by the expelled member.
8. To adopt amendments to these Bylaws as prescribed in Section 9.02 of Article IK of these Bylaws, and to perform such other duties as may be prescribed by these Bylaws, or amendments thereto.
9. To submit to the members, for voting by mail or otherwise, any matter which in the judgment of die Directors requires or justifies such handling.
10. To appoint Special Representatives for a period of one (1) year, from time to time, to represent this organization in specified regions or areas.

Section 4.12 Nonliability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Club.

Section 4.13 Advisory Board. To retain the benefit of select member’s knowledge and experience in our club and sport, we will have a non-voting advisory board consisting of up to 5 members. Members of the advisory board will be selected by the Board of Directors and shall not have a term limit.

ARTICLE V

Section 5.01 Number and Titles. The officers of the Club shall be a

President, a Vice President, a Secretary, and a Treasurer, The Club may also have, at the discretion of the Board of Directors, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed by the Board of Directors.

Section 5.02 Qualification, Election and Term of Office. Any Regular, or Life Member of the Club who holds the office of a Director is qualified to be an officer of the Club. Officers, other than those appointed pursuant to Section 5.01 of this Article V shall be elected biannually by the Board of Directors at the annual meeting as prescribed in Section 3.02 of Article III of these Bylaws, or at the first regular meeting of the Board following the election of Directors and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 5.03 Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board and such officer shall be removed should he or she cease to be qualified for the office as herein required. Any officer may resign at any time by giving notice to the Board of Directors or to the President or Secretary of the Club. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.04 Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors for the un-expired portion of the term. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

Section 5.05 Duties of President. The President shall preside at all meetings of the members and of the Board of Directors. Subject to the control of the Board of Directors, he or she shall have general supervision, direction, and control of the affairs of the Club. At the annual meeting of members, as prescribed in Section 3.02 of Article III of these Bylaws, he or she shall make a report of the general business of the Club during the previous year. The President shall nominate all standing committees in accordance with these Bylaws, subject to the approval of the Board of Directors, and shall be an ex officio member of all committees.

Section 5 .06 Duties of Vice President. The Vice President shall, in the absence of disability of the President, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

Section 5.07 Duties of Secretary. The Secretary shall keep the Articles of Incorporation, corporate seal, a copy of the Bylaws, prepare and maintain full and complete records of all meetings of the members, and of the Board of Directors, and shall maintain a membership roster for the Club showing the name and address of each member. The Secretary shall give or cause to be given, in the manner prescribed in these Bylaws, due notice of all meetings of the members, and shall perform other duties prescribed by the Board of Directors.

Section 5.08 Duties of Assistant Secretary, An Assistant Secretary, if so appointed by the Board of Directors, shall, in the absence of the Secretary or in the event of his or her inability to act, perform all the duties of the

Secretary and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the Secretary. The Assistant Secretary shall perform such other duties as from time to time may be assigned to him by the Board of Directors or by the Secretary.

Section 5.09 Duties of Treasurer. The Treasurer shall have general charge of the financial records and accounts of the Club, and shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Club, and an account of its cash and other assets. He or she shall deposit all moneys of the Club with such depositaries as are designated by the Board of Directors, and shall disburse the funds of the Club as may be ordered by the Board of Directors. He or she shall prepare and submit to the Board of Directors, after the close of each month, a statement of the financial conditions of the Club, in such form and detail as the Board may require.

Section 5.10 Duties of Assistant Treasurer. The Assistant Treasurer, if so appointed by the Board of Directors, shall be empowered to perform any and all of the duties of the Treasurer, at the discretion of the Board, and may act as Treasurer during the absence or disability of the latter.

ARTICLE VI

# COMMITTEES

Section 6.01 The Club shall have such committees with such members, to perform such functions as shall be designated from time to time by the Board of Directors.

ARTICLE VII

# EXECUTION OF INSTRUMENTS DEPOSITS, AND FUNDS

Section 7.01 Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Club to enter into any contract or execute and deliver any instrument in the name of and cm behalf of the Club, and such authority may be general or confined to specific instances. Unless so authorized no officer, agent or employee shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

Section 7.02\_ Checks and Withdrawals. Except as otherwise specifically determined by resolution of the Board of Directors, as provided in Section 7.01, or as otherwise required by law, checks, or other withdrawals from Club accounts shall be signed by the Treasurer, Assistant Treasurer, President or Vice President of the Club.

Section 7.03 Deposits. All funds of the Club shall be deposited in accounts from time to time in the name of the Club to the credit of the Club in such banks, trust companies, or other depositaries as the Board of Directors may select.

ARTICLE VIII

# FISCAL YEAR

The fiscal year of the Club shall begin on the first day of January and end on the last day of December in each year.

Section 9.01 Effective Date of Bylaws. These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall become effective immediately on their adoption unless the Board of Directors or members, in adopting them as hereinafter provided, provide that they are to become effective at a later date.

Section 9.02 Amendment. Subject to any provision of law applicable to the amendment of Bylaws of a nonprofit corporation, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

By Directors

Subject to the power of the members to change or repeal them, by

the vote of a majority of Directors present at any special or regular meeting of Directors at which a quorum is present, provided that written notice of such meeting and of the intention to change the Bylaws thereat is delivered to each Director in such manner as the Board of Directors may prescribe.

By Members

(b) By the vote or written assent of a majority of the members (entitled to vote), or the vote of a majority of a quorum at a meeting duly called and noticed for the purpose in accordance with Section 3.05 of Article III of these Bylaws.

ARTICLE X

# DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

Notwithstanding any other provision in these Bylaws the Club shall be subject to the following limitations and restrictions:

1. The Club shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
2. The Club shall not engage in any act of self-dealing as defined in Section 4941(d) ~~of~~ the Internal Revenue Code.
3. The Club shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
4. The Club shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.
5. The Club shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.
6. No member, director, officer, employee or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, the assets of the corporation, after all debts have been satisfied, shall be distributed to a California registered non-profit.

ARTICLE XI CONSTRUCTION

Section 10.01. As used in these bylaws:

1. The present tense includes the past and the future tenses, and the future tense includes the present.
2. The masculine gender includes the feminine and neuter.
3. The singular number includes the plural, and the plural number includes the singular.
4. The word "shall" is mandatory and the word "may" is permissive.
5. The words "Directors" and "Board" have the meaning stated in Section 4.02 of these Bylaws.

CERTIFICATE OF ADOPTION OF AMENDED BYLAWS

OF SANTA LUCIA FLYFISHING CLUB, INC., A CALIFORNIA CORPORATION

Adoption by Board of Directors. The undersigned members of the Board of Directors hereby assent to the foregoing amended bylaws and adopt said amended bylaws as the bylaws of the corporation.

Dated: October 13, 2022

See Santa Lucia Fly Fishers Board of Directors Minutes of October 13, 2022

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Certificate by Secretary of Adoption by Directors

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting secretary of the above named corporation and that the above and foregoing Bylaws were adopted as the Bylaws of said corporation as amended on the date set forth by the directors of said corporation.

In Witness Whereof, I have hereunto set my hand this \_13\_\_ of \_\_October\_\_\_, 2022.

\_\_Don Wheeler\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Secretary