

MAGIC CITY FLY FISHERS
CHAPTER 582 OF TROUT UNLIMITED
AFFILIATE FEDERATION OF FLY FISHERS
BILLINGS, MT
(Revised April 3, 07)

BY-LAWS

PREAMBLE

The Magic City Fly Fishers Chapter of Trout Unlimited is officially organized as of January 6, 1990, in Billings, Montana. The Chapter advocates the sound management, preservation, conservation, and public access to Montana's fisheries. We support the pursuit of various fish species by any legal means, with particular emphasis on the sport of fly fishing as the means to maximize individual skill and enjoyment.

ARTICLE I. AFFILIATION

The Magic City Fly Fishers (MCFF) is Chapter 582 of Trout Unlimited, and an affiliate club of the Federation of Fly Fishers. MCFF may affiliate with other groups and organizations that the membership deems beneficial and is consistent with these by laws, and may also affiliate with other groups that the membership deems beneficial.

ARTICLE II. MEMBERSHIP AND DUES

Any individual who is a member in good standing of Trout Unlimited and has been assigned to Chapter 582 or is a member in good standing of the Federation of Fly Fishers is considered a member in good standing of MCFF. Any individual who makes an annual voluntary donation to MCFF is also considered a member in good standing even if he or she is not a member in good standing of either Trout Unlimited or the Federation of Fly Fishers.

ARTICLE III. DIRECTORS AND OFFICERS

Section 1. Officers and Duties

A. Board of Directors

(1) The Board of Directors shall establish the policies of the chapter and its committees, approve financial transactions, and call regular and special meetings as needed. Actions shall require a simple majority of a quorum of the serving directors. The Board shall conduct periodic meetings on a schedule agreed to by the Directors.

(2) The Board of Directors shall be composed of a minimum of nine (9) members in good standing, elected at the April general meeting during an election year, from the membership of the chapter as prescribed in Section 2 below. The newly elected Directors shall take office immediately following the election.

B. Officers

At the first meeting of the Board of Directors following the annual election, the Board of Directors will elect from its membership the following officers: President, Vice-President, Secretary, and Treasurer and Information Officer; who shall also be the officers of the chapter. These officers shall serve for a period of three (3) years.

C. Duties of Officers

(1) President. The President shall conduct chapter and board meetings, enforce all provisions of these by laws, and perform such duties as may be prescribed by the Board of Directors. The President or the Secretary shall sign documents of the chapter with the exception of those pertaining to financial transactions which shall be signed by both the President and the Treasurer. The President shall appoint committee chairpersons and members with the approval of the Board of Directors.

(2) Vice-President. The Vice-President shall serve on the membership committee, perform other duties as assigned by the Board of Directors, and perform any and all duties of the President when the President is absent or incapacitated. In the event of the resignation, death, or long term incapacity of the President, the Vice-President shall

succeed him or her for the remainder of the President's term of office.

(3) Secretary. The Secretary shall keep minutes of the chapter and board meetings and perform other duties as assigned by the Board of Directors.

(4) Treasurer. The Treasurer shall be custodian of the chapter's monetary assets, accept and deposit monies, and issue receipts for monies accepted. All disbursement of funds shall be by numbered checks drawn by the Treasurer. In the event of the absence or temporary incapacity of the Treasurer, the President, Vice-President, or Secretary is authorized to draw checks on the chapter's account. No disbursement of funds shall be made without specific approval of the Board of Directors, except that the President and Treasurer together may approve the payment of bills for routine expenses such as utilities, postage, and supplies.

(5) Information Officer. The Information Officer shall be responsible for the editing, production and up-keep of all printed and electronic materials and publications of the Chapter to include, but not limited to, the newsletter and web site.

Section 2. Election of Directors

A. Elections shall be held every three (3) years. At that time, an entire slate of Directors shall be elected for three year terms. There are no term limits for serving on the Board.

B. At the December meeting of the Board during an election year, the Board shall appoint a nominating committee consisting of three (3) members and designate the number of Directors to be elected at the April meeting.

C. At the January general meeting of the Chapter during an election year, the President shall notify the membership of the three members appointed to the Nominating Committee and will announce the number of Directors to be elected at the April meeting.

D. At the March general meeting of the Chapter during an election year, the Nominating Committee will present a slate of candidates to be elected at the April meeting of the Chapter. Directors whose terms are expiring may stand for reelection if selected by the nominating committee. At this meeting, the President will call for nominations from the floor. Any member in good standing may nominate, with his or her consent, any member in good standing as a candidate for Director.

E. At the April meeting of the Chapter during an election year, members will vote for the number of Directors to be elected from those candidates nominated by the Nominating Committee and those candidates nominated from the floor. Nominations from the floor may also be made at this meeting. If the total number of nominees is equal to or less than the number of directors to be elected, a voice vote of the members may be taken. If the number of nominees exceeds the number of directors to be elected, a vote by secret ballot shall be held.

Section 3. Removal of Directors and Officers

A. Any director or officer of the chapter who misses three (3) consecutive regular meetings of the Board of Directors may be removed by a two-thirds (2/3) vote of a quorum of the Board. Any director or officer subject to such removal shall be afforded the opportunity to state his or her case prior to a vote by the Board.

B. Any director or officer of the chapter may be removed from office by the general membership by a two-thirds (2/3) vote of a quorum at any regular or called general membership meeting, provided that a minimum of two (2) weeks written notice is given to the membership of the chapter giving the reasons for the proposed removal and the subject director or officer is given an opportunity to state his or her case prior to a vote by the members present at the meeting.

C. A director or officer removed by a vote of the general membership of the chapter may be reinstated by a majority vote of a quorum at the next regular or called general membership meeting.

Section 4. Vacancies

A. Any vacancy on the Board of Directors shall be filled by appointment from the membership of the chapter by the remaining members of the Board of Directors. The appointment shall be for the remainder of the unexpired term. A vacancy caused by removal of a director or officer by a vote

of the general membership of the chapter may not be filled by that person unless he or she has been reinstated by the membership as provided in Section 3C above.

B. Any vacancy among the officers of the chapter, with the exception of the President, shall be filled by election from the members of the Board of Directors following the filling of the unexpired term as prescribed in Section A above. A vacancy in the office of the President will be filled by the Vice-President.

ARTICLE IV. COMMITTEES

Section 1. Standing committees of the chapter shall include but are not limited to, Membership, Legislative, Conservation, Activities, Community Affairs and Education, Programs, Nominations, Information, and Banquet/Expo. The duties and composition of each standing committee shall be determined by the Board of Directors.

Section 2. Ad Hoc committees may be appointed by the President with approval by simple majority of the Board of Directors.

ARTICLE V. FOUNDATION

The Billings Magic City Fly Fishers Foundation will be administered by a separate Board appointed by the Board of Directors and governed by separate by laws as adopted by Board of Directors.

ARTICLE.VI MEETINGS

Section 1. Board and chapter meetings shall be governed by the latest edition of Robert's Rules of Order, Newly Revised.

Section 2. Meetings

A. The monthly general membership meetings during the months of September through May will be held on a date as determined by the Board of Directors at the start of the Chapter year, except specific meetings may be changed by the Board of Directors. The Chapter year runs from July 1st through June 30th of the following year. The general membership meetings during June, July and August will be held on dates determined by the Board of Directors.

B. Special general membership meetings may be called by the President, by the majority of the Board of Directors, or a petition by ten (10) or more members in good standing.

C. Members will be notified by mail, and/or electronic means, in advance, of the place, date, and time of all general membership meetings of the chapter. Notice of special called membership meetings will be published in advance, and include the purpose for which the meeting is being called.

D. Meetings of the Board of Directors will be held no more than ten (10) days following the general membership meeting each month, at the call of the President, or by petition by a majority of the Directors.

E. For the purpose of transacting official business, a quorum at a general membership meeting shall consist of at least ten (10) members in good standing, either present or represented by written proxy. A quorum of a Board of Directors meeting shall consist of one half the total number of Directors plus one.

F. At any regular or special members meeting, a member entitled to vote there may do so by proxy executed in writing by the member provided that such proxy votes shall only be authorized on those specific questions or proposals which are set forth in the notice sent to the members relative to such meeting. No proxy shall be valid after eleven (11) months from the date of its execution.

G. All meetings of the Board of Directors shall be open to any member of the chapter in good standing. However, when the Board is to discuss legal matters or a matter of a personal nature pertaining to a chapter member, the Board may discuss the matter in closed session provided that no vote or other action shall be taken except in open session.

ARTICLE VII. FISCAL YEAR

The fiscal year of MCFF shall be the same as Montana Trout Unlimited and Trout Unlimited.

ARTICLE VIII. AMENDMENTS

Section 1. These bylaws may be amended by the following procedures:

A. Amendments may be presented at any regular general meeting by any chapter member in good standing for consideration by the membership at the next regular meeting. Members will be specifically notified per Article VI, Section 2C above that a proposed amendment(s) is to be considered at a meeting.

B. Subject to a quorum as prescribed in Article VI, Section 2E above, a two-thirds (2/3) majority of the Chapter members in good standing present at the next general meeting is necessary to ratify an amendment.

CERTIFICATE OF ADOPTION OF BYLAWS

We the undersigned, a majority of the directors. Do hereby certify that the above and foregoing Bylaws were adopted this date and the same now constitute the Bylaws of this organization.

Dated: _____, 2007

