

Bylaws of the Texas Women Fly Fishers

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1 **Article I - Name**

2 The name of the organization is Texas Women Fly Fishers, also known as TWFF.

3 **Article II - Purposes**

4 **Section 1. Objectives of TWFF.**

5 TWFF is a non-profit membership corporation established under the laws of the State of
6 Texas as a regional extension of the Federation of Fly Fishers, Inc. (hereinafter referred
7 to as the Federation) to:

- 8 a. Cultivate and advance the art, science and sport of fly fishing as the most sporting
9 and enjoyable method of angling and the way of fishing most consistent with the
10 preservation and use of game fish resources;
- 11 b. Be a voice for organized fly fishing;
- 12 c. Promote conservation of recreational resources;
- 13 d. Facilitate and improve the knowledge of fly fishing;
- 14 e. Elevate the standard of integrity, honor and courtesy of anglers;
- 15 f. Cherish the spirit of fellowship among anglers everywhere;
- 16 g. Establish and maintain liaison with other organizations of anglers and
17 conservationists and governmental agencies concerned with the sport of angling;
18 and
- 19 h. Keep its members informed of developments of interest to the membership.

20 **Section 2. Activities.**

- 21 a. The mission of Texas Women Fly Fishers is to create opportunities, encourage,
22 educate and mentor women's responsible participation in the recreational sport of
23 fly fishing. We support the policies/goals of the Federation of Fly Fishers. TWFF
24 will accomplish its mission and objectives through the organization of outings,
25 classes and other organized fly fishing activities.
- 26 b. TWFF is established as a non-profit domestic corporation to be organized
27 exclusively for educational purposes within the meaning of Section 501 (c) (3),

28 including for such purposes, the making of distributions to organizations that
29 qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue
30 Code, or corresponding section of any future federal tax code.

31 c. Avoidance of Political Activity. No substantial part of the activities of TWFF
32 shall be the carrying on of propaganda, or otherwise attempting to influence
33 legislation, and TWFF shall not participate in, or intervene in (including the
34 publishing or distribution of statements) any political campaign on behalf of any
35 candidate for public office.

36 d. General Activities. Notwithstanding any other provisions of these articles, TWFF
37 shall not carry on any other activities not permitted to be carried on by: (a) a
38 corporation exempt from federal income tax under Section 501(c)(3) of the
39 Internal Revenue Code, or corresponding section of any future tax code; or (b) a
40 corporation, contributions to which are deductible under Section 170(c)(2) of the
41 Internal Revenue Code, or corresponding section of any future tax code.

42 **Article III - Membership**

43 **Section 1. Provisions of Membership**

44 TWFF activities and programs are open to any individual regardless of race, national
45 origin, creed, gender, political affiliation, sexual orientation, age, and mental or physical
46 condition.

47 **Section 2. Membership Categories**

48 TWFF membership includes Regular, Family, and Honorary members. All members age
49 eighteen (18) or over are entitled to all privileges of TWFF membership, including full
50 voting rights and eligibility to hold office, except as otherwise restricted in these bylaws.

51 (a) **Regular** membership comprises all adults age eighteen (18) or over
52 who are not eligible for one of the following membership categories.

53 (b) **Family** membership is available to all members of one household with
54 one subscription per address. Each member eighteen years and over are
55 eligible for full membership rights.

56 (c) **Honorary** membership is awarded to members that the TWFF
57 Executive Board formally recognizes for outstanding contributions to
58 TWFF.

59 **Section 3. Membership Dues**

60 Membership categories, membership terms, dues and/or special levies are established and
61 may be modified by the Executive Board of the organization. Dues shall be payable
62 annually on January 1 or upon such other date as determined by the Executive Board. The
63 Executive Board may waive membership dues for honorary members for one or more
64 years.

65 **Section 4. Non-Solicitation of Members**

66 TWFF does not permit any member or non-member to use the mailing/telephone/e-mail
67 list of TWFF members. Any mail or email communication to the member list shall be
68 sent by a member of the Executive Board for explicit TWFF purposes.

69 **Section 5. Suspension or Termination of Membership**

70 TWFF Executive Board may censure or expel any member who violates the purpose,
71 bylaws, or policies of TWFF. Such membership termination may be appealed as provided
72 in Article VI, Section 6.

73 **Section 6. FFF Membership**

74 TWFF members are encouraged, but not required, to join the Federation of Fly Fishers.

75 **Article IV - Executive Board**

76 **Section 1. Structure**

77 The Executive Board of TWFF shall comprise the Board of Directors for the
78 organization. The Executive Board of TWFF is comprised of eight officers, the President,
79 First Vice-President, Second Vice President, Secretary, Treasurer, and three (3) Trustees.

80 The Executive Board provides general management of the affairs of the organization,
81 supervises the activities and programs between membership meetings, schedules
82 meetings and outings, proposes recommendations to the TWFF membership, and
83 performs such other duties as specified in these bylaws or as deemed beneficial to the
84 organization. The Board is subject to the orders of TWFF as a whole, and none of its acts
85 shall conflict with official action taken by the TWFF as a whole.

86 **Section 2. Officers**

87 Officers must maintain current TWFF membership status. A general description of the
88 responsibilities of each officer is listed below. Officers may delegate authority, but not
89 overall responsibility, for any function of the office. As necessary, officers may take

90 responsibility for other duties and special projects as required for the best interests of
91 TWFF.

92 In addition, each officer serves as a member of the Executive Board. Each officer is a
93 voting member of TWFF as a whole and of the Executive Board. An officer is required to
94 notify the President of absence from TWFF meetings and TWFF executive meetings
95 whenever possible.

96 (a) **President.** The President presides at all regular membership meetings
97 and executive board meetings of TWFF. The President serves as member
98 ex-officio on all committees and as the overall liaison with the FFF and
99 other organizations. The President represents TWFF as the presiding
100 executive officer of the organization with general charge and supervision
101 of the affairs and business of TWFF. The President guides the officers and
102 committees in planning and carrying out the objectives of the association
103 and enforces the provisions of the bylaws and policies of TWFF.

104 (b) **First Vice President (Speakers, Raffles & Banquets).** The Vice
105 President plans and coordinates Speakers, Raffles, and Banquets. At the
106 request of the President or in the President's absence, the Vice-President
107 may perform the duties of the President.

108 (c) **Second Vice President (Membership).** The Vice President maintains
109 the membership database containing contact information for all members
110 and coordinates club publicity and new member solicitation.

111 (d) **Secretary.** The Secretary manages the official records for TWFF. The
112 Secretary oversees minutes of all TWFF meetings, correspondence,
113 official notices, and elections. The secretary responds to appropriate
114 requests for copies of organizational records.

115 (e) **Treasurer.** The Treasurer oversees the financial activities for TWFF in
116 accordance with general accounting principles and sound banking
117 practices. The Treasurer maintains financial records and provides financial
118 reports to the Executive Board and coordinates financial planning and
119 forecasting, insurance, and bonding programs as directed by the Executive
120 Board.

121 (f) **Trustees.** Three Trustees shall be elected by the general membership to
122 serve as members of the Executive Board to assist the other officers in
123 conducting the general business of TWFF.

124 **Section 3. Nominating Committee and Election Procedures.**

125 The Nominating Committee provides a slate of candidates for election on an annual basis.
126 The Nominating Committee shall include the current President and two additional
127 members selected by the Executive Board. The slate of candidates shall be presented to
128 the membership with additional nominations solicited via the club newsletter and/or from
129 the floor in a scheduled or called meeting. The election will be held at the subsequent
130 scheduled or called meeting, or by email or mail within 60 days.

131 **Section 4. Terms of Office**

132 The officers of the Executive Board shall be elected on an annual basis as scheduled by
133 the Executive Board. The term for each officer is for two calendar years and until her
134 successor is elected. Officers are mandated to work with their elected successors to
135 ensure a smooth transition and prevent disruption in club business affairs, and to
136 promptly turn over all club materials and records connected with their office to their
137 elected successors. To provide for staggered terms, the President, Second Vice President
138 and Secretary shall be elected/re-elected on alternate years from the First Vice President
139 and Treasurer.

140 **Section 5. Resignations**

141 Any officer wishing to resign her position must submit a resignation in writing to the
142 Executive Board. An officer who misses two (2) consecutive Executive Board meetings
143 without advance notification to the Executive Board may be considered to have resigned
144 from office. A resigning officer is mandated to promptly turn over all club materials and
145 records connected with her office to the Executive Board to minimize disruption of club
146 business affairs.

147 **Section 6. Vacancies**

148 Executive Board vacancies will be filled for the remainder of the term by appointment by
149 the President and confirmed by vote of the Executive Board. In the event that the position
150 of President becomes vacant, the position shall be filled by the First Vice-President, or as
151 determined by the Executive Board.

152 **Article V - Committees**

153 TWFF recognizes that committee members help the organization accomplish worthwhile
154 projects, develop leaders, and spread the workload among volunteers. TWFF may recruit,
155 as needed, committee members and chairs or co-chairs for standing committees, officer
156 committees and ad hoc committees.

157 **Section 1. Standing Committees**

158 Standing committees shall be utilized by TWFF to carry out its objectives and activities.
159 Such committees may include Conservation, Greeter, Historian, Newsletter, Website, and
160 other committees as deemed necessary by the Executive Board. The committee chairs
161 and members of standing committees are appointed by the President. Each committee
162 chair may appoint chairs of sub-committees as needed. All chairs and sub-committee
163 chairs must be confirmed by vote of the Executive Board. The chairs of all standing
164 committees are ex-officio members of the Executive Board with voice but no vote at
165 Executive Board meetings.

166 **Section 2. Officer Committees**

167 Each officer oversees the appropriate committee or committees as needed for the
168 functions under the officer's jurisdiction. Committee chairs are appointed by the
169 appropriate officer and confirmed by vote of the Executive Board.

170 **Section 3. Ad Hoc Committees**

171 Ad hoc committees and committee chairs may be appointed by the President and
172 confirmed by vote of the Executive Board.

173 **Article VI - Governance**

174 **Section 1. Quorum**

175 A majority of filled officer positions shall comprise a quorum for Executive Board
176 meetings. Twenty five percent (25%) of the eligible voting members in good standing
177 shall comprise a quorum for TWFF general meetings.

178 **Section 2. Votes**

179 Each member shall have one vote. To help ensure deliberation of issues, voting by proxy
180 is not allowed. Except as otherwise provided by law or by these bylaws, all matters which
181 require action by ballot shall be decided by a majority of votes cast at a meeting in
182 compliance with Article VII, or by mail or email.

183 **Section 3. Meetings**

184 **a. Executive Board.** The Executive Board shall meet as required to conduct the
185 business of TWFF. Meetings shall be announced in advance when possible, and all
186 members are welcome to attend.

187 **b. General Membership.** General meetings may be scheduled and published by the
188 Executive Board. These meetings may be held in conjunction with TWFF outings and
189 will be announced in the newsletter and on the website.

190 **c. Special Meetings.** A Special Meeting may be called by the President, the
191 Executive Board, or by written request of at least five (5) voting members. A minimum
192 of fifteen (15) days notice by submitted meeting announcement, phone call, mail, e-mail,
193 fax, or hand to the contact information listed in the most recent membership list is
194 required for a Special Meeting to be deemed as having proper notice.

195 **d. Notice.** Any meeting must have proper notice before official actions may be
196 taken. General membership meetings shall be announced by advance publication in the
197 TWFF newsletter and/or by email to members. Notice of each meeting of the Executive
198 Board, stating the time, place and purpose, shall be given personally, by first class mail or
199 by email to each officer and committee chair. Notice need not be given to any
200 officer/chair if such notice shall be waived by that person. Business may be transacted by
201 the Executive Board at a meeting at which every member of the Board shall be present,
202 although it be held without notice.

203 **e. Informal Procedure.** To the extent permitted by law, the Executive Board and
204 committees may act by mail, telephone, email or other methods to transact its business in
205 a timely manner. Participation in a meeting pursuant to this Section constitutes presence
206 in person at the meeting.

207 **Section 4. Conflict of Interest**

208 Any conflict of interest between TWFF interests and any organizational representative,
209 officer, or chair shall be disclosed and recorded prior to election, appointment, or service.
210 Where a potential exists for any organizational representative, officer, or chair to benefit
211 financially or personally from an action of the club, he or she may state an opinion or
212 information but must refrain from voting on the action.

213 **Section 5. Sponsorship and Endorsement of Products.**

214 TWFF through its Executive Board may seek sponsorship of its activities in order to
215 provide additional funding for the club. Sponsorship rates shall be set by the Executive
216 Board and the Executive Board may decide at its discretion whether to accept any offered
217 sponsorship. By majority vote, the Executive Board reserves the right to deny promotion
218 or publicity of products, services, or vendors that represent potentially unsafe or unethical
219 practices.

220 TWFF recognizes that networking and information pertaining to fly fishing products and
221 services are beneficial for the membership. However, TWFF does not endorse specific
222 products, services, or vendors to the exclusion of other products, services, or vendors.

223 **Section 6. Parliamentary Authority**

224 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall
225 govern TWFF, to which the rules are applicable and in which the rules are not
226 inconsistent with law, with these bylaws, and with any special rules of order that TWFF
227 may adopt.

228 **Section 7. Appeals**

229 All members are encouraged to directly communicate and resolve issues with other
230 members prior to filing a complaint or grievance to the Executive Board.

231 An action of a member, committee, or chair may be appealed to the Executive Board. The
232 complainant must demonstrate that the action is germane to TWFF before appeals will be
233 considered. An action of the Executive Board may be appealed to the general
234 membership after the member has addressed the issue in writing or in person at an
235 Executive Board meeting.

236 Written notice containing specific complaints must be presented or delivered to the
237 membership in accordance with these bylaws at least thirty (30) days prior to an official
238 action at a membership meeting. A two-thirds majority of the votes cast by the
239 membership is required to overturn any decision of the Executive Board except where
240 otherwise specifically stated in these bylaws.

241 **Section 8. Recall**

242 Any elected official or chair may be recalled by the TWFF membership. A recall motion
243 shall be made in accordance with Roberts Rules of Order Newly Revised.

244 Written notice containing specific complaints must be presented or delivered to the
245 Executive Board or to the membership at least thirty (30) days prior to the presentation of
246 a recall motion at a meeting in compliance with these bylaws. A two-thirds majority of
247 the votes cast shall sustain the recall.

248 **Section 9. Amendments**

249 Bylaws may be amended, including adoption and repeal, after the amendment has been
250 submitted, in writing, to all members at least fifteen (15) calendar days prior to the vote
251 as sent by announcement or newsletter through posted mail, e-mail, or fax to the contact
252 information as provided in the most recent update of the membership list. A two-thirds
253 majority of votes cast shall sustain the amendment.

254 **Section 10. Dissolution**

255 TWFF shall use its funds and other assets exclusively to advance the mission and
256 purposes stated in these bylaws. TWFF may be dissolved only upon the approval of two-
257 thirds majority of the voting membership of TWFF. Upon dissolution of the association,
258 any remaining funds or other assets shall be distributed to one or more nonprofit 501-c-3
259 organizations established with purposes similar to those of TWFF and selected by the
260 voting membership of TWFF to be the legal recipient(s) of such funds and other assets.

261

262 The foregoing bylaws were adopted at a meeting of members held on
263 September 15, 2002, at which a quorum was present, and the bylaws received at
264 least two-thirds of the votes which members present or represented by proxy
265 were entitled to cast.

266 Texas Women Fly Fishers

267 By CONSTANCE WHISTON
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