

**BYLAWS  
OF  
Mission Peak Fly Anglers, Inc.  
A CALIFORNIA PUBLIC BENEFIT  
CORPORATION**

Federal Tax I.D. 94-3159977  
California Corporation 1080537

Approved by MPFA Board June 4, 2003  
Approved by MPFA Membership June 25, 2003  
Revised by vote of MPFA Membership April 28, 2010  
Approved by vote of MPFA Membership January 17, 2018

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**This Bylaw as dated on page 1 is derived from the required text for A California Public Benefit Corporation as published in the 9<sup>th</sup> Edition of NOLO's Law for All. *The Bold Italic text is the text changed to be specific to the Mission Peak Fly Anglers*, the balance of the text is "boiler plate or standard legal required text" text not specific to the *Mission Peak Fly Anglers*. The table of contents below, indicate where the MPFA specific text is located.**

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**ARTICLE 1  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located in *the Secretary's residence within Alameda* County, California.

**SECTION 2. CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date via *notification in the newsletter*, and such changes of address shall not be deemed an amendment of these Bylaws:

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE 2  
PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

The primary objectives and purposes of this corporation shall be: *Promote the sport of Fly Fishing, the Art of Fly Tying, and the practice of conservation of fisheries and fisheries habitat.*

**ARTICLE 3  
OFFICERS& BOARD DIRECTORS**

**SECTION 1. NUMBER**

The corporation shall have a total of *5 officers and 4 Board members*. Collectively they shall be known as the Board of Directors. *For the purpose of these Bylaws either an Officer or Board Member may be referred to as "director"(s.)* The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

**SECTION 2. POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by

the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### SECTION 3. DUTIES

It shall be the duty of the **Board of** directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or **electronically distributed** to them at such addresses shall be valid notices thereof.

### SECTION 4. TERMS OF OFFICE

Each Officer shall hold office until the next annual meeting for the election of Officers, as specified in these Bylaws, The term of office begins at the February BoD meeting. A Board Member will hold office for two (2) years with two (2) Board Members elected on alternating years and until the next annual meeting for the election of Officers. The term of office begins at the February BoD meeting

### SECTION 5. COMPENSATION

Officers and **Directors** shall serve without compensation.

### SECTION 6. RESTRICTION REGARDING INTERESTED BOARD MEMEBERS

*This section is not applicable and has been left intentionally blank.*

### SECTION 7. PLACE OF MEETINGS

Meetings shall be held **within Alameda County at a location designated** by the board of directors unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication (**electronic mail**), or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all **Directors** participating in the meeting are able to hear one another. Participation in a meeting through use of **electronic mail** communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each **Director** participating in the meeting can communicate with all of the other **Directors** concurrently;

b) Each **Director** is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;

c) The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are **Directors** of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by **Directors** and not by persons who are not **Directors**.

## **SECTION 8. REGULAR AND ANNUAL MEETINGS**

Regular meetings of **Board of Directors** shall be held monthly on the 1<sup>st</sup> Wednesday of the month at a time set by the Board of Directors.

The annual meeting of **Board of Directors shall be held concurrent with the regular November membership meeting. Officers and Board Members (directors)** shall be elected by the **membership** in accordance with this section. Cumulative voting by **Directors** for the election of **Directors** shall not be permitted. The candidates receiving the highest number of votes up to the number of **Directors** to be elected shall be elected. Each **Director** shall cast one vote, with voting being by ballot only.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairperson of the board, the President, the Vice President, the Secretary, or by any two **Directors**, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting.

## **SECTION 10. NOTICE OF MEETINGS**

**The board of Directors shall establish a 12 month schedule of board of directors meetings annually by the February board of directors meeting. This schedule shall be published in the March newsletter, and monthly reminders shall be published in the newsletter.** Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or electronic mail. If sent by mail or electronic mail, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the electronic mail company. Such notices shall be addressed to each **Director** at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent **Directors** if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to **Directors** absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

## **SECTION 11. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

## **SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each **Director** not present signs a

waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

### **SECTION 13. QUORUM FOR MEETINGS**

A quorum shall consist of **any 5 members of the Board of Directors**.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the **Directors** present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The **Directors** present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of **Directors** from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

### **SECTION 14. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the **Board of Directors** present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a **Director** has a material financial interest (Section 5233) and indemnification of **Directors** (Directors) (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

### **SECTION 15. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the **Board of Directors** present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by **Roberts 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 corporation, or with provisions of law.

### **SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested **Director**" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation

Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the **Directors**. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without

a meeting and that the Bylaws of this corporation authorize the **Board of Directors** to so act, and such statement shall be prima facie evidence of such authority.

## **SECTION 17. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any **Officer or Board Member**, and (2) whenever the number of authorized **Officers or Board Members** is increased.

The Board of Directors may declare vacant the office of a **Officer or Board Member** who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

If this corporation has no members, **Officers or Board Members** may be removed without cause by a majority of **Directors** then in office.

**Any Officer or Board Member may be removed either, with or without cause by the membership at any time.** Any **Officer or Board Member** may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No **Officer or Board Member** may resign if the corporation would then be left without a duly elected **Officer or Board Member** in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board may be filled by approval of the board or, if the number of **Directors** then in office is less than a quorum, by (1) the unanimous written consent of the **Directors** then in office, (2) the affirmative vote of a majority of the **Directors** then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining **Officer or Board Member**. If this corporation has members, however, vacancies created by the removal of an **Officer or Board Member** may be filled only by the approval of the members. The members, if any, of this corporation may elect an **Officer or Board Member** at any time to fill any vacancy not filled by the **Board of Directors**.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

## **SECTION 18. NON-LIABILITY OF DIRECTORS**

The **Officers or Board Members** shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

To the extent that a person who is, or was, a **Board Member**, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **SECTION 20. INSURANCE FOR CORPORATE AGENTS**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a **Board Member**, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 4 OFFICERS**

### **SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer.

### **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any **voting member (as defined in Article 12, Section 2)** may serve as officer of this corporation. Officers and **Board Members** shall be elected by the **membership as defined in Article 3, Section 8**.

- a) The officers shall be elected for a 1 year term each.**
- b) Two Board Members shall be elected each year and shall serve for two years.**
- c) The immediate past President shall serve as the ninth member of the Board of Directors.**

### **SECTION 3. SUBORDINATE OFFICERS**

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the **membership**, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.



## SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. 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. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

## SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

## SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall 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. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

***The Vice President shall Create and Maintain a calendar of club events, separate from the Fishout Calendar.***

## SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at such other place as the board may determine, a book of minutes of all meetings of the **Board of Directors**, and, if applicable, meetings of committees of **Board of Directors** and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law.

Be custodian of the records and all duly executed documents, the execution of which on behalf of the corporation is authorized by law or these Bylaws.

Keep a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times, to any **Director** of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the **Board of Directors** of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 9. DUTIES OF TREASURER**

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies **in excess of \$300** due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation **within the limitations of the budget or** as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any **Director** of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President or any **Director**, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

***Provides to the Secretary an up to date list of members on a quarterly basis.***

***Prepare and submit to the Board of Directors an annual budget by the March Board of Directors Meeting.***

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 10. COMPENSATION**

***See Article 3. Section 5.***

## **ARTICLE 5 COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

***This section is not applicable and has been left intentionally blank.***

## **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

## **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

# **ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

## **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, 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 corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation ***(or Vice President if the President is incapable or unavailable)***.

## **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## **SECTION 5. SUPERVISION OF FUNDS**

***The Board of Directors shall approve an annual budget at the March Board of Directors meeting.***

***Supervision of all funds shall be the duty of the Board of Directors. They shall approve all non-budgeted expenditures in excess of \$100.***

## **ARTICLE 7 CORPORATE RECORDS and REPORTS**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep:

- (a) Minutes of all meetings of ***Board of Directors***, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

### **SECTION 2. CORPORATE SEAL**

***This section is not applicable and has been left intentionally blank.***

### **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every ***Director*** shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

***The Board of Directors shall appoint an audit committee of two or more members to perform an audit of the financial books in May of each year, one of which may be an Officer or Board Member. Their report shall be declared at the June general meeting.***

### **SECTION 4. MEMBERS' INSPECTION RIGHTS**

***Given that*** this corporation has members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote

for the election of **Directors** as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the latter of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

## **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## **SECTION 6. ANNUAL REPORT**

The board shall cause an annual report to be given at the **June** general meeting, the report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, during the fiscal year;
- (c) The revenue or receipts of the corporation for the fiscal year;
- (d) The expenses or disbursements of the corporation for the fiscal year;

The annual report shall be accompanied by an audit report thereon of two or more members at large selected by the board, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation has members, then, if this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from **or certification from an audit committee composed of two voting member of the corporation who are neither officers or director or** certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

## **SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS**

***This section is not applicable and has been left intentionally blank.***

## **ARTICLE 8 FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on the **1<sup>st</sup> day of January** and end on the **last day of December in** each year.

**ARTICLE 9  
AMENDMENT OF BYLAWS**

**SECTION 1. AMENDMENT**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of **Directors** of the corporation, the maximum or minimum number of **Directors**, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

(b) By approval of the members, if any, of this corporation.

***(c) A committee of 3 or more members at least one of which shall be an officer shall be formed every five years beginning in the year of 2005 for the purpose of reviewing the applicability of these Bylaws.***

**ARTICLE 10  
AMENDMENT OF ARTICLES**

**SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS**

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

**SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS**

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

**SECTION 3. CERTAIN AMENDMENTS**

Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 11  
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

**SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, **Board Member**, 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 operations 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 in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of 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, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

## ARTICLE 12 MEMBERS

### SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have **Four Classes** of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

1. **Family Membership**: *Shall include, spouse/significant other who shall have all rights & privileges, and children under 18 years of age. Children under the age of 18 shall not have voting rights but otherwise has all rights and privileges.*
2. **Individual Member**: *Shall be 18 years or older and shall be a voting member with all rights and privileges.*
3. **Associate Member**: *Shall not be a voting member but otherwise have all rights and privileges.*
4. **Junior Member**: *Shall be less than 18 years of age & shall not be a voting member but otherwise has all rights and privileges. Junior Members must be accompanied on all outings by a regular member, parent or guardian.*

### SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows:

***Any person having an interest in Fly Fishing, Fly Tying, fisheries or fisheries habitat conservation is qualified to become a member of this corporation as follows:***

**Family Membership**: *Persons of an immediate family shall include:*

1. *A spouse/significant other*
2. *Children (under the age of 18)*

**Individual Members shall be;**

1. *18 years of age or older.*

**Associate Membership** *is available to those persons living 100 or more miles from Fremont, or as approved by the board of director's.*

**Junior Membership** is for those under the age of 18 years of age who;

- 1) Are not immediate family of a regular member and;
- 2) Otherwise meet the requirements of a regular member except for age.

### **SECTION 3. ADMISSION OF MEMBERS**

Applicants shall be admitted to membership ***upon completing the membership application and upon payment of the dues, as specified in the following section of the Bylaws.***

### **SECTION 4. FEES, DUES AND ASSESSMENTS**

(1) The following fee shall be charged for making application for membership in the corporation:

***The Board of Directors shall determine the application/ fee from time to time and such changes shall not be deemed an amendment of these Bylaws***

(2) The annual dues payable to the corporation by members shall be:

- a. ***The Board of Directors shall determine the annual dues no later than the March Board of Directors meeting and such changes shall not be deemed an amendment of these Bylaws. These dues shall become effective for the succeeding year.***
- b. ***Dues shall be payable annually no later than March 1<sup>st</sup> for the calendar year or the membership lapses. If a membership does lapse a new membership application and initiation fee must be submitted for continuing membership.***
- c. ***New member dues shall be prorated on a quarterly basis according to the date of acceptance.***

(3) Memberships shall be non assessable.

### **SECTION 5. NUMBER OF MEMBERS**

There is no limit on the number of members the corporation may admit.

### **SECTION 6. MEMBERSHIP BOOK**

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any ***Director*** or member of the corporation during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

### **SECTION 7. NONLIABILITY OF MEMBERS**



A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

#### **SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

#### **SECTION 9. TERMINATION OF MEMBERSHIP**

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) Upon his or her notice of such termination delivered to the President *or* Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
- (3) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30)-day period following the member's receipt of the written notification of delinquency.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

- (1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
- (2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
- (3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.
- (4) If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be pro-rated to return only the accrued balance remaining for the period of the dues payment.

#### **SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP**

All rights of a member in the corporation shall cease on termination of membership as herein provided.

## SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

## ARTICLE 13 MEETINGS OF MEMBERS

### SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

### SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet annually on *the 3rd<sup>h</sup> Wednesday of November in each year, at time set by the Board of Directors and approved by the members, for the purpose of electing officers and Board Members and transacting other business as may come before the meeting. This meeting shall be concurrent with the annual Board of Directors meeting.* Cumulative voting for the election of *Officers or Board Members* shall not be permitted. The candidates receiving the highest number of votes up to the number of *Officers or Board Members* to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing *Officer and Board Members* shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

If the day fixed for the annual meeting or other regular meetings falls on a legal holiday, such meeting shall be held at the *a time and place designated by the Board of Directors.*

### SECTION 3. SPECIAL MEETINGS OF MEMBERS

(a) Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

### SECTION 4. NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by email, mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given

at the time when delivered personally or deposited in the mail, **electronic mail**, Newsletter or other means of written communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which **Officers or Board Members** are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by **electronic mail** to the Chairperson of the Board, President, Vice President or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless one third (1/3) membership vote on the proposal and approved by one third (1/3) of the votes cast by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Removal of **Officers or Board Members** without cause;
2. Filling of vacancies on the Board by members;
3. Amending the Articles of Incorporation; and
4. An election to voluntarily wind up and dissolve the corporation.

## SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of one third (1/3) membership of the voting members of the corporation.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this Article, if this corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

## **SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

## **SECTION 7. VOTING RIGHTS**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote or written ballot. Election of **Officer's & Board Members**, however, shall be by ballot.

## **SECTION 8. PROXY VOTING**

Members entitled to vote **shall** be permitted to vote or act by proxy. If membership voting by proxy is not allowed by the preceding sentence, no provision in this or other sections of these Bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

If membership voting by proxy is allowed, members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the corporation, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. In any case, however, the maximum term of any proxy shall be three (3) years from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 of the California Nonprofit Public Benefit Corporation Law.

If membership voting by proxy is allowed, all proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of **Officers or Board Members**, shall list those persons who were nominees at the time the notice of the vote for election of **Officers or Board Members** was given to the members. In any election of **Officers or Board Members**, any proxy which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of **Officers or Board Members** is withheld shall not be voted either for or against the election of an **Officer or Board Member**.

If membership voting by proxy is allowed, proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall

also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

## **SECTION 9. CONDUCT OF MEETINGS**

Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson, by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by **Roberts 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 corporation, or with any provision of law.

## **SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING**

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written or **electronic mail** ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of **Officers or Board Members**, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

**Officers or Board Members** may be elected by written ballot. Such ballots for the election of **Officer or Board Members** shall list the persons nominated at the time the ballots are mailed or delivered **with a space included for write in candidates**. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of **Officer or Board Members** is withheld, they shall not be counted as votes either for or against the election of an **Officer or Board Member**.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

## **SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES**

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of **Officers or Board Members** by members. Such procedures shall be reasonable given the nature, size and operations of the corporation, and shall include:

- (a) A reasonable means of nominating persons for election as **Officers or Board Members**.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

Generally, any person who is qualified to be elected to **an office or to** the Board of Directors shall be nominated at the annual meeting of members held for the purpose of electing **Officers and Board Members** by any member present at the meeting in person or by proxy. However, if the corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the Board of Directors.

If this corporation has five thousand (5,000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this corporation in nominating and electing persons to the Board of Directors.

## **SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

## **SECTION 13. RECORD DATE FOR MEETINGS**

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

**WRITTEN CONSENT OF OFFICER'S & BOARD MEMBERS ADOPTING BYLAWS**

We, the undersigned, are **the current Board of Directors majority for The Mission Peak Fly Anglers**, a California nonprofit corporation, and, pursuant to the authority granted to the **Board of Directors** by these Bylaws to take action by **majority** written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of **22 PAGES**, as the Bylaws of this corporation.

Dated: **JANUARY 17, 2018**

\_\_\_\_\_  
Gene Kaczmarek - **President**

\_\_\_\_\_  
Chuck Oden - **Board Member**

\_\_\_\_\_  
Paul Tavers - **Vice President**

\_\_\_\_\_  
George Bouvain - **Board Member**

\_\_\_\_\_  
Dave Hayes – **Secretary**

\_\_\_\_\_  
Tlaloc Mednia - **Board Member**

\_\_\_\_\_  
Dean Lewis – **Treasurer**

\_\_\_\_\_  
Jan Van Zandt - **Board Member**

\_\_\_\_\_  
**Past President**

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors **and Membership** of said corporation on the date set forth below.

Dated: \_\_\_\_\_

\_\_\_\_\_  
**Dave Hayes – Secretary**