

CONSTITUTION AND BY-LAWS
OF
GREEN COUNTRY FLYFISHERS

RESTATED AS OF JANUARY 6, 2009

We, in conclave assembled, out of a firm and abiding conviction that fly fishing as a way of angling gives to its followers the finest form of outdoor recreation and natural understanding, do hereby join in common effort to maintain and further the support of fly fishing, and, inspire its angling literature, advance its brotherhood and broaden the understanding of all anglers in the spirit of true sportsmanship.

Article I

Name

- A. The organization shall be called THE GREEN COUNTRY FLYFISHERS, hereinafter called GCF. Its principal address shall be P.O. Box 1053, BARTLESVILLE, OKLAHOMA, 74005, or until changed by the board of directors.
- B. The GCF news letter "Fly Line", shall be the official communication of business, to be published and distributed monthly to each of the four (4) classes of membership, and in addition, to those individuals or organizations so designated by the president.

Article II

Purpose

- A. As a non-profit membership organization, the purpose and objectives of GCF are as follows:
 - 1. To promote, cultivate, and advance the art, science and sport of fly fishing as the most sportsmanship-like and enjoyable form of fishing and the method most consistent with the preservation of and sound use of our game fish resource.
 - 2. To promote conservation of recreational resources insofar as these recreational resources affect the sport of fly fishing.
 - 3. To promote and enhance the philosophy of fly fishing, and the techniques of fly fishing, fly tying, fly casting, and related subjects

through teaching, programs, and seminars especially including the youth.

4. To enhance the standards of integrity, honor, and courtesy of fisherman and cherish the spirit of brotherhood among anglers everywhere.
5. To support other clubs, associations, leagues, or organizations whose purpose is consistent with that of GCF.
6. To maintain liaison with other sportsman's and conservation organizations and governmental agencies concerned with the sport of angling and to inform the general membership of GCF of developments of interest.

Article III

Membership and Dues

A. Classes of Membership

Membership shall not be restricted and will be divided into four (4) categories:

1. Youth – Available to all individuals under eighteen (18) years of age and entitles those individuals to all benefits and privileges of GCF with exception of the right to vote.
2. Regular – Available to all individuals eighteen (18) years of age and over, or heads of households, and entitles those individuals to all rights, privileges, and benefits of GCF. The head of household may be defined as a husband and/or wife of a family unit. In addition, membership of a head of household in GCF entitles his/her family unit to membership in GCF, except that only the registered member and his/her spouse, if holding elective office, will have the right to vote. A family unit may be defined as one (1) set of parents and their children under age eighteen (18).
3. Supporting – Available to all individuals eighteen (18) years of age and over who cannot or choose not to actively participate in the projects or programs of GCF, but desire to support these activities monetarily, and entitles those individuals to all rights, privileges and benefits of GCF.
4. Honorary Lifetime – may be granted only by the board of directors to individuals deemed worthy of this honor, and entitles those individuals to all the rights, privileges, and benefits of GCF.

B. Dues

Dues for each class of membership of GCF as outlined in Section A shall be as follows until changed by the board of directors:

Youth - \$6.00 annually

Regular	-	\$12.00 annually \$100.00 lifetime
Supporting	-	\$25.00 minimum, annually
Honorary	-	Free

Dues are due and payable on January 1st of a given calendar year. Dues for a new member of any class of membership may be pro-rated quarterly in the calendar year and to include the quarter in which he/she becomes a member.

C. Suspension and Termination of Membership

All members shall subscribe to the purpose of GCF and membership of any class may be suspended or terminated by the board of directors for conduct or activities inconsistent with this purpose.

Article IV

Meetings

A. Schedule and Location

1. Regular Meetings – a meeting of the general membership shall be held monthly at a time and place to be designated by the board of directors with the exception that an annual dinner meeting shall be held as the last regular meeting of the calendar year at a time and place to be designated by the board of directors. Adequate notice shall be given each member of such place and time.
2. Special Meeting – a special meeting of the general membership of GCF may be called at the discretion of the board of directors at a time and place to be designated by them and adequate notice of such special meeting shall be given each member.
3. Board Meetings – a meeting of the board of directors of GCF may be held at anytime but not less frequently that once each calendar quarter. Board meetings will be at a place and time to be designated by the chairman of the board and adequate notice of such place and time shall be given members of the board.

B. Quorum

1. A roster of members and directors shall be distributed to each voting member so that a quorum may be determined.
2. An interim membership is assumed until new membership is established.
3. Regular and Special General Membership Meetings – a quorum for the transacting of GCF business shall be a minimum of one third (1/3) of the voting membership whose residence is within a twenty-five (25) mile radius of the meeting place and it shall be the duty of

the secretary of GCF to determine if a so designated quorum is present at such meetings. In the absence of such a designated quorum, the secretary shall declare the business portion of the meeting adjourned thirty (30) minutes after the announced starting time for that meeting and said business will be conducted at the next meeting at which a so designated quorum is present.

4. Board Meetings – a quorum for the transaction of business of the board of directors of GCF shall be a simple majority of the members of the board. In the absence of a so designated quorum, the meeting shall be adjourned and all such business shall be conducted at the next meeting of the board at which a so designated quorum is present.

C. Voting

At all meetings, a quorum being present, matters to be decided by a vote of the membership of GCF shall be decided by a simple majority of those voting members present and those members qualified to vote absentee. A voting member may vote absentee if said member requests an absentee ballot from the secretary and such absentee ballot is completed and received by the secretary prior to the meeting at which said vote is to be held. All votes of the membership shall be by a show of hands unless a written ballot is demanded by a voting member present at the meeting at which said vote is being held or when directed by the presiding officer of the meeting.

Article V

Officers

A. Qualifications and Selection

Any member in good standing, who during a given calendar year is vested with the right to vote, shall be qualified to serve as an officer of GCF. An executive officer may but does not have to be a director. The duly elected officers of GCF shall include the members of the board of directors hereinafter called directors, and the executive offices of president, vice-president, secretary, and treasurer. All officers shall be duly selected by a nominating committee and voted upon by the general membership of GCF at a general meeting held at least one month prior to the annual dinner meeting. To promote continuity within the office of president the immediate past president shall serve as a non-voting member of the board of directors for two years.

B. Duties and Responsibilities

1. Board of Directors – the board of directors shall consist of six (6) duly elected directors and the president who will serve as the

seventh (7th) member of the board during his/her term of presidency. It shall be the duty of the board of directors to control and direct the activities and all affairs of business of GCF and the board shall be limited in scope only by exceptions in the by-laws and the board is vested with the power and authority to effect such control.

2. President – It shall be the duty of the president to preside at all meetings of GCF, to administer the activities and affairs of business of GCF as directed by the board of directors, to preside at meetings of the board of directors, and the president shall be vested with the power and authority to effect such administration and shall be responsible only to the board of directors.
3. Vice-President – It shall be the duty of the vice-president to act in the capacity of the president in the absence of the president and shall be responsible only to the board of directors and/or the president.
4. Secretary – It shall be the duty of the secretary to duly record the activities and affairs of business of GCF and to maintain and control such records, and to be responsible only to the board of directors and/or the president.
5. Treasurer – It shall be the duty of the treasurer to collect, disburse, and account for all monies of GCF and to be responsible only to the board of directors and/or the president.
6. Except that one member can hold both the secretary and the treasurer offices.

C. Terms of Office

There shall be no limit to the number of terms a director or an executive officer may serve in office.

1. Board of Directors – The term of office of a director shall be for a period of three (3) years commencing January 1st and ending December 31st, with two (2) directors being duly elected each calendar year except as follows:
Any director of GCF at the time of ratification of these by-laws shall have the option of continuing as a director and member of the board after December 31, 1976. Any vacancy therefore created will be filled as specified in Article V, Section A, in the year 1976. On or immediately after January 1, 1977, the directors will draw lots to determine the length of their respective terms with two (2) directors serving for a term of one (1) year, two (2) directors serving for a term of two (2) years, and two (2) directors serving for a term of three (3) years.
2. President, Vice-President, Secretary and Treasurer – The term of office of the president, vice-president, secretary, and treasurer shall

be for a period of two (2) years commencing January 1st of a given calendar year and ending December 31st of the next calendar year.

D. Vacancies and Removal

1. Vacancies – vacancies on the board of directors, with exception as noted in Section C, Paragraph 1 of this article, will be filled by appointment by the president with the approval of the majority of the board of directors, and any director so appointed shall serve the remaining term of the vacating director. Vacancy of the office of president shall be filled by the vice-president assuming the office of president and he/she shall serve the remaining term. Vacancies of the offices of vice-president, secretary, and treasurer shall be filled by appointment by the president with the approval of the majority of the board of directors. In the event the current president is also a director, the board of directors will select a person from the general membership to serve on the board during the president's term of office.
2. Removal – any director or officer whose membership in GCF is suspended or terminated shall be automatically removed from office, and in addition, any director or officer whose conduct is unbecoming of his/her respective office or in any way jeopardizes the standing of GCF will be subject to removal by a unanimous vote of the board of directors.

Article VI

General

A. Committee

The president shall be responsible for the establishment of all standing committees and all ad hoc committees, and the appointment of their respective members and chairman. No committee of any type shall be comprised of less than three (3) members. All standing committees shall endure until such time as the board of directors disbands the committee. All ad hoc committees shall disband automatically at the conclusion of their stated purpose. All committees shall report directly to the board of directors with their particular recommendations.

B. Fiscal Year

The fiscal year of GCF shall commence January 1st of a given calendar year and end December 31st of the same calendar year.

C. Property

All property, whether real or personal, received by GCF shall be used exclusively for charitable, educational, scientific, or conservation

purposes, and in the event of the dissolution of GCF, said property shall be distributed exclusively for said purposes by the board of directors. None of such property shall inure to the benefit of any member of GCF or any other private individual.

D. These by-laws shall become effective upon ratification by the membership and shall be retroactive to January 1, 1976. These by-laws may be amended when recommended by the board of directors, by a majority vote of the membership at any regular or special meeting when the purpose for the amendment and the intent to call for a vote has been listed in the call for the meeting. These changes will take effect at the next regularly scheduled meeting after approval.

E. Rules of Order

All meetings of any type of affairs of business of GCF shall be conducted according to Robert's Rules of Order unless otherwise excepted in these by-laws.

