

Bylaws

Bella Vista Fly Tyers Club, Inc.

Article I

The name of this nonprofit corporation shall be the Bella Vista Fly Tyers Club, Inc., hereafter referred to as FTC (for The Bella Vista Fly Tyers Club, Inc.). The governing authority shall be the Board of Directors.

Article II

1. The Board of Directors shall consist of seven (7) members which shall be the four Officers and three Directors, all selected from the membership.

2. Initially, the President shall appoint three (3) Directors, who along with the Officers shall serve until January 1, 1986 - in order to have staggered terms, three (3) Directors shall be elected in December, 1985 with one for a single year, one for a two year term, and one for a three year term. Thereafter, one director shall be elected each year for a three year term. All Officers and Directors shall serve with the privilege of re-election.

3. LOCATION - the principle office of FTC shall be Riordan Hall, Bella Vista, Arkansas, 72715, unless otherwise provided.

4. THE PURPOSE AND FUNCTIONS OF FTC for which the corporation is organized is to engage in the promotion and educational programs pertaining to conservation and preservation of wildlife of all kinds and species, including educational programs pertaining to all types of fishing methods and skills.

5. EFFECT OF THESE BYLAWS - nothing in these Bylaws shall be deemed to impair any act or proceedings heretofore undertaken by or on behalf of FTC.

6. AMENDMENT - The Bylaws in effect at any time may be amended, provided:

- a) The proposed amendment(s) in writing, accompanied by an explanatory note, is/are first submitted to a regular business meeting of the FTC, and
- b) The proposed amendment(s) is/are again submitted to the next monthly business meeting for vote, and
- c) A quorum is present, and
- d) At least two-thirds of the members present vote in favor of the amendment(s), failing which, the proposed amendment(s) is/are ineffective.

Article III

MEMBERSHIP

Membership in FTC is open to any person who wishes to become a member and agrees to conform to and comply with the Bylaws now and hereafter in effect. Members shall respect the rights of others and shall be responsible for the decorum of their guests and their compliance with the rules of FTC. Honorary members may be elected to FTC by a majority vote at a regular business meeting. Such elected honorary members will not pay annual dues. Voting privileges shall be accorded to all members and honorary members.

Article IV

GUESTS

All of the FTC meetings are open to all members of the Bella Vista Property Owners Association and their guests. Such non-members and guests shall conduct themselves in an orderly manner and comply with the rules of FTC. Non-members and guests are not allowed to cast a vote on any matter.

Article V

MEETINGS

1. The place for holding FTC meetings shall be Riordan Hall, Bella Vista, Arkansas, unless otherwise provided.
2. Regular meetings of FTC shall be held each Thursday from 10:00 AM to 12:00 noon, unless canceled or postponed by the President and/or Officers of FTC. The first Thursday of each month shall be a business meeting. All other meetings shall be instructional, educational, or informative, except at the discretion of the Membership.
3. Special meetings may be called at the President's discretion by giving not less than 24 hours notice to the membership.
4. QUORUM - Members attending any regular or properly called special meeting of FTC, in numbers not less than 40 members, shall constitute a quorum. The affirmative vote of a majority of the members present, at any time a quorum is present, shall constitute the act(s) of FTC, except when amending the Bylaws as provided in Article II.

Article VI

DUES

The annual dues for membership in FTC, due in January, shall be \$10.00, payable annually, with no proration of such dues. However, for any new member joining FTC on or after October 1st, the \$10.00 dues pays for the balance of the calendar year and for all the following year. The fiscal year for the nonprofit corporation is from January 1 through December 31. Notice of any proposed change in the annual dues may be made at the September business meeting and voted upon by the membership at the next regular business meeting in October.

Article VII

OFFICERS AND DIRECTORS

1. The Officers, in order of rank, shall be the President, Vice President, Secretary and Treasurer, whose duties and responsibilities are hereinafter delineated. They shall have such power and authority as are customary and usual and shall have such other powers and duties as may from time to time be assigned to them by the FTC, and without limiting the generality of this grant, or except as otherwise provided in these Bylaws, the concerns, direction and management of the affairs and funds of the FTC shall be vested in the Board of Directors, including, but not limited to:

2. PRESIDENT - The President, along other elected Officers shall be responsible for:

- a) Making, or cause to be made, all preparations and arrangements for all meetings and FTC activities; and the President shall be responsible for the conduct in all other matters.
- b) Appointing members to committees and to form other committees and define their duties as in his/her discretion and judgment may seem advisable. The President may make recommendations to the members for the various committee functions of FTC.
- c) Serving as ex-officio member on all committees.
- d) Fill the office of Vice President, Secretary, Treasurer, Director, or in any committee membership by appointment, should such vacancy occur for any reason.
- e) Appoint one person to assist the Treasurer and/or Secretary as required with the duties and responsibilities of the assistant to be determined by the Treasurer and/or Secretary.
- f) Serve as Chairman of the Board of Directors.

3. VICE PRESIDENT - The Vice President shall perform the duties assigned by the President and, in the case of the President's absence or disability, shall serve in his/her stead. If the

office of President should become vacant for any reason whatsoever, the Vice President shall succeed to the Presidency for the balance of the President's term. The Vice President shall serve as the program chairman and may recruit such assistance from the members of the club as required. The Vice President should strive for a program at all meetings except the monthly business meeting.

4. SECRETARY - The Secretary shall perform the duties assigned by the President, including, but not limited to:

- a) Recording the proceedings of all Board meetings, business meetings, and matters of importance to the FTC at all other meetings including, but not limited to, the wording, authorship, and voting outcomes of all motions.
- b) Keeping in an orderly manner all files and records of the FTC.
- c) Giving proper and timely notice of FTC matters to the membership as, and when, required.

5. TREASURER - Shall:

- a) Handle all funds of FTC from whatever source, identifying same.
- b) Maintain a bank account for the deposit of receipts, in the name of FTC.
- c) Disburse funds by check or cash, and then only after approval of the President or Vice President, and keep receipts and documentation in sufficient detail to permit review of the financial transactions and careful audit of accounts.

6. BOARD OF DIRECTORS - Shall:

- a) Be the governing body of FTC.
- b) The Board of Directors shall meet quarterly during the calendar year and at such other time as deemed necessary or desirable by the Board Chairman.

7. Club Officers shall be elected for a period of one year with the privilege of reelection.

8. Directors shall be elected for three years with the privilege of reelection.

Article VIII

NOMINATION AND ELECTIONS

1. The President shall appoint a nomination/election committee to be composed of three (3) members, not subject to instructions, one of which shall be named by the President to serve as chairman. This committee is to be appointed at the business meeting in September.

2. The nomination/election committee shall report to the members at the business meeting in November the slate of Officers and Directors for the coming year as selected by their committee.

3. Nomination for Officers may be made from the floor by any member. The election of Officers shall, at the discretion of the President, be by show of hands, or by written ballot. The election shall take place prior to the end of November.

4. The new Officers and Directors shall be announced at the business meeting in December and take office on January 1.

Article IX

AUDIT

The President shall, during his/her last month in office, arrange for an impartial audit of the books and records of the Treasurer. The results of such examination shall be reported to the FTC at the March business meeting

Article X

COMMITTEES

COMMITTEE ASSISTANCE - Committees may be formed to augment the purpose and objectives of the FTC. The purpose of such individual committees will be defined by a statement of the committee's objectives, which will serve as a guide for all activities within their scope of operations. Members of such committees will be appointed by the club president. Each committee member is expressly authorized and empowered to enlist the service of other FTC members of their choosing to perform assigned or specialized tasks. The Board of Directors will have authority and responsibility for all committee actions. FTC committees may include, but are not limited to, the following:

- a) Conservation Committee
- b) Nominating Committee
- c) Auditing Committee
- d) Scholarship Committee

PURPOSE AND OBJECTIVES CONSERVATION COMMITTEE

1. The purpose of the conservation committee is to engage in the promotion of conservation and educational programs pertinent to conservation.
2. The Conservation Committee was originally formed in 1991, primarily to add Crappie to the Bella Vista lakes. The stocking of Crappie was to continue until such time as a self sustaining population was established or until the Committee deemed it no longer practical. Activities of the committee have since been expanded to include a wide variety of conservation related projects.
3. The Conservation Committee shall consist of six (6) members appointed by the President.

PURPOSE AND OBJECTIVES NOMINATING COMMITTEE

1. The purpose of the nominating committee is to canvas the membership and select a slate of candidates for office in accordance with Article VIII, Nominations and Elections.
2. The committee will consist of three (3) members appointed by the President to act independently in selection of candidates for election.

PURPOSE AND OBJECTIVES AUDIT COMMITTEE

1. The purpose of the audit committee is to oversee the audit of the books and records of the club treasury
2. The committee will consist of at least one (1) but no more than three (3) members appointed by the President during his/her last month in office in accordance with Article IX.

PURPOSE AND OBJECTIVES SCHOLARSHIP COMMITTEE

1. So long as it is practical and affordable, the FTC may sponsor one or more scholarships/internships in the fields of study related to FTC objectives as set forth in the FTC Bylaws, Article II, Purpose and Functions. The Scholarship Committee will review all scholarship/internship applications submitted and make recommendations to the Board of Directors regarding the awarding of FTC funds for scholarships/internships. Any scholarship/internship recommendations must have approval of a majority of the Board of Directors and a majority of a quorum of the general membership present at the FTC meeting when the vote is taken regarding scholarship/internship award(s).
2. The Scholarship Committee will consist of four (4) members appointed by the President.

Article XI

MISCELLANEOUS

FAILURE TO PERFORM - Failure on the part of any officer, director, or committee member to perform assigned or designated duties in a cooperative, conscientious, and competent manner shall deem to constitute the resignation of such person from the office, directorship, or committee membership held. In which event the Board of Directors, at their discretion, may declare, by majority vote, such office, directorship or committee membership vacant.

APPOINTIVE OFFICES - The term of office of all persons holding appointive positions shall be co-terminus with the elected Officers, except for the appointment of a member of the Board of Directors. The President shall appoint a director to fill the unexpired term of the vacant directorship.

PARLIAMENTARY - Parliamentary procedures of FTC shall be conducted in accordance with Roberts Rules of Order.

MEMORIALS - The FTC shall make a memorial gift to the family of a deceased FTC member in an amount of \$50.00. The memorial gift shall be reported to the FTC membership at any meeting.

PROCEEDINGS - The proceedings of the FTC business meetings shall follow this order of business: (1) Call to order and pledge of allegiance ; (2) Reading of minutes; (3) Treasurer's Report; (4) Announcements and recognition of birthdays and anniversaries; (5) Committee Reports; (6) Old Business; (7) New Business; (8) Open Forum; (9) Adjournment. The President may, with the consent of a majority of the members present, suspend the rules.

DISBURSEMENTS – No question regarding disbursements of FTC funds shall be put to the general membership for approval without prior discussion and approval of the Board of Directors. Disbursements up to a total of \$100 (one hundred dollars) can be made with the approval of the FTC President or Vice President. Disbursements up to a total of \$250 (two hundred and fifty dollars) can be made with the approval of a majority of the Board of Directors. Any disbursement exceeding \$250 (two hundred fifty dollars) must have approval of the majority of the Board of Directors and a majority of the general membership present at the FTC meeting when the disbursement vote is taken.

Article XII

EFFECTIVE DATE

The Bylaws of FTC, as herein altered, amended, and revised, shall immediately become effective upon receiving a two-thirds majority vote of the FTC members as provided by Article II of the original set of FTC Bylaws, now in effect.

The effective date of these altered, amended and revised Bylaws shall be this 5th day of May, 2016.

The Corporate - Seal of the nonprofit corporation as impressed hereon is hereby adopted as the Corporate Seal. The Secretary shall be responsible for possession of the seal.

EXPLANATORY NOTES/HISTORY

These FTC Bylaws are hereby altered, amended and revised to comply with Bella Vista Fly Tyers Club changing from an Association to a Nonprofit Corporation as authorized by the State of Arkansas on 28 day of May, 1985.

This set of Bylaws include the altered, amended and revised Bylaws adopted October 2, 1980 and effective November 6, 1980 and as amended on February 11, 1982; August 5, 1982; May 3, 1984; May 28, 1985; February 4, 1988; January 5, 1989; October 5, 1989; December 6, 1990; April 1, 1993; March 6, 1997; June 2, 2011, February 4, 2016 and May 5, 2016.

PROPOSED CHANGE TO FLY TYERS BYLAWS – Adopted by Membership vote on 05/05/2016

Background and Rationale

The current wording indicates that the FTC will sponsor a scholarship each year, but in recent years the FTC has awarded more than one scholarship. Also, there has been no assurance that scholarship recipients actually pursue studies and/or a degree program in areas that meets the Purpose and Functions of the FTC (Article II), “to engage in the promotion and educational programs pertaining to conservation and preservation of wildlife of all kinds and species, including educational programs pertaining to all types of fishing and skills.”

The revised wording expands the Committee’s ability to ability to seek qualified candidates by awarding internships and/or scholarships to qualified candidate(s) that meet FTC’s stated objectives and clarifies that, regardless of finances, scholarships/internships will not necessarily awarded each year. In addition, wording is added to clarify the process for approving recommendations made by the Committee.

CURRENT WORDING IN BYLAWS (P. 10, PURPOSE AND OBJECTIVES OF THE SCHOLARSHIP COMMITTEE)

1. So long as it is practical and affordable, the club will sponsor a scholarship in the fields of study related to FTC objectives as set forth in the FTC bylaws, Article II, purpose and functions. The scholarship committee will review all scholarship applications submitted and make recommendations to the board of directors regarding the award of FTC funds for scholarships.

PROPOSED WORDING

1. So long as it is practical and affordable, the FTC may sponsor one or more scholarships/internships in the fields of study related to FTC objectives as set forth in the FTC Bylaws, Article II, Purpose and Functions. The Scholarship Committee will review all scholarship/internship applications submitted and make recommendations to the Board of Directors regarding the awarding of FTC funds for scholarships/internships. Any scholarship/internship recommendation must have approval of a majority of the Board of Directors and a majority of a quorum of the general membership present at the FTC meeting when the vote is taken regarding scholarship/internship award(s).

PROPOSED CHANGE TO FLY TYERS BYLAWS-Adopted by Membership vote on 02/04/2016

Background and Rationale

Virtually every week there are legitimate and necessary expenditures and reimbursements of \$100 or less that are necessary in conducting FTC activities and business. Examples include expenditures for: Fly Tyer store/Fly Tying class supplies, miscellaneous supplies, stamps, guest speaker lunches, name tag supplies, bait/tackle for kids fishing, and refreshments. It is impractical to convene a quorum of the Board of Directors to vote and document approval of these expenditures in meeting minutes. In all of these cases, upon approval of the Board of Directors, the FTC Treasurer obtains a valid receipt for the expenditure, signed by the person receiving the reimbursement for the expenditure, and obtains signed approval from the President or Vice President.

Likewise, several times a year there are occasions where the FTC spends up to \$250 for sponsored activities and recognition when it is impractical or untimely to convene a quorum of the FTC membership. Examples of these expenditures include: Purchasing large quantity purchase of Fly Tyer Store/Fly Tying class supplies, Conservation Award, Past President plaque, memorial plaques, updating wall displays past President and other wall displays, small contributions to guest speaker museums/programs and contribution to Riordan Hall staff Christmas. In all of these cases, upon approval of the Board of Directors, the FTC Treasurer obtains a valid receipt for the expenditure, signed by the person receiving the reimbursement for the expenditure, and obtains signed approval from the President or Vice President.

This revised delegation of authority to disburse FTC funds maintains the security and documentation of FTC expenses while allowing the FTC Officers and Board of Directors to more efficiently conduct FTC business.

CURRENT WORDING IN BYLAWS (P. 11, DISBURSEMENTS)

DISBURSEMENTS – No question regarding disbursements of funds shall be put to the general membership for approval without prior discussion and approval of the Board of Directors. Disbursements up to a total of \$100 (one hundred dollars) can be made with the approval of majority of the Board of Directors. Any disbursement exceeding \$100 (one hundred dollars) must have approval of the majority of the Board of Directors and the general membership.

PROPOSED WORDING

DISBURSEMENTS – No question regarding disbursements of FTC funds shall be put to the general membership for approval without prior discussion and approval of the Board of Directors. Disbursements up to a total of \$100 (one hundred dollars) can be made with the approval of the FTC President or Vice President. Disbursements up to a total of \$250 (two hundred and fifty dollars) can be made with the approval of a majority of the Board of Directors. Any disbursement exceeding \$250 (two hundred fifty dollars) must have approval of the majority of the Board of Directors and a majority of the general membership present at the FTC meeting when the disbursement vote is taken.