

**AMENDED AND RESTATED
CONSTITUTION AND BY-LAWS
OF
TEXAS FLYFISHERS**

These Amended and Restated Constitution and Bylaws were adopted on the date indicated below to express more completely the purposes and intentions of the organization, and replace in their entirety the Constitution and By-Laws dated September 30, 1997.

ARTICLE I - NAME

The name of the organization shall be the **Texas FlyFishers** (and may also be referred to as the "TFF").

ARTICLE II - PURPOSES

- A. The organization is formed exclusively for charitable, educational, and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code", which term shall also refer to the corresponding section of any replacement federal income tax code). Its purposes include, without limitation, providing education to its membership and the public on topics affecting freshwater and marine natural resources and gamefish populations.
- B. The organization does not contemplate pecuniary gain or profit, consistent with Section 501 (c)(3) of the Code.
- C. Notwithstanding any other provision of these Amended and Restated Constitution and Bylaws, the organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.
- D. Upon the dissolution of the organization its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government or a state or local government for a public purpose. Any such asset not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes, or to such organization(s) as such court shall determine, which are organized and operated for such purposes.

- E. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, officers, or other private persons.

ARTICLE III- MEMBERSHIP

- A. There shall be three (3) classes of memberships, all of which shall enjoy the same rights and benefits: student, regular and family. Membership shall be open to all who wish to join. New members need only to complete an application accompanied by the appropriate annual dues.
- B. Because Texas FlyFishers is affiliated with the Federation of Flyfishers, all members are strongly encouraged to become members of the Federation of Flyfishers.
- C. Members shall have the right and privilege to vote in general elections and run for and hold office.

ARTICLE IV - OFFICERS

- A. The affairs of the organization shall be managed by the following officers, who shall have the powers described:
 - 1. President - shall preside over all meetings and direct all official business. The President may appoint, with the approval of the Executive Committee, those Committees necessary to carry out the functions of the organization.
 - 2. Vice-President - shall assist the President, preside in the President's absence or resignation until a special election is held (see paragraph B), and serve as the Program Chairman for the monthly meetings.
 - 3. Secretary - shall maintain accurate minutes of all meetings including Executive Committee minutes and carry out whatever correspondence is necessary between our chapter and the Federation of Flyfishers, and other correspondence as directed by the President. The Secretary shall act as Vice President in the absence or resignation of the vice president until a special election is held (see paragraph B).
 - 4. Treasurer - shall maintain accurate financial records, handle all financial affairs, render a monthly report of the financial affairs of the organization, and prepare and submit such other financial reports as the President may require. A formal summary of the year's financial activities will be reported at the June Executive Committee meeting and published to the membership. The Treasurer shall act as Secretary (and remain Treasurer) in the absence or resignation of the Secretary until a special election is held (see paragraph B). The President shall act as Treasurer in the absence or resignation of the Treasurer until a special election is held (see paragraph B).

- B. Election of Officers - officers shall be elected by the membership at the June meeting, except in the case of resignation of any officer wherein the Executive Committee shall call for a special election at the second general membership meeting following the resignation.
- C. Term of Officers - officers shall serve a term of one year beginning July 1 and ending June 30, except in the case of resignation (see paragraph B). Those elected at a special election will serve from the day of election until the immediately following June 30th.

ARTICLE V - COMMITTEES

- A. Executive Committee - Current Officers, past Presidents, Wind Knots Editor, and Senior Advisors appointed by the Executive Committee shall constitute the Executive Committee. The Executive Committee shall meet as often as is deemed necessary by the President and may act for the organization. The Executive Committee as prescribed in this paragraph are the sole participants in any voting matter before the Executive Committee. The affairs of the Texas FlyFishers will be decided by a simple majority of the voting members present at each Executive Committee meeting.
- B. Nominating Committee - The President shall appoint a nominating committee of three or more members, including a chairman, who shall obtain nominations for office from the membership and present a slate of officers for the coming year at the May meeting.
- C. Senior Advisor' - The Executive Committee may appoint, by no later than the August Executive Committee meeting, members who have shown leadership ability and interest to serve as Senior Advisors to each of the following Committees. The Senior Advisor(s) will obtain volunteers who may serve as Chair and committee members. Any senior Advisor may serve more than one committee.
 - 1. Membership Committee - shall maintain membership applications, offer assistance to prospective new members, recognize new members and follow-up on non-renewals of members.
 - 2. Education Committee – shall organize, develop and conduct all educational activities of the organization.

3. Program & Special Events Committee - shall assist the Program Chairman in selecting program subjects and obtaining speakers as well as setting up a special events committee that shall organize, develop and conduct any special club events~ e.g., picnic and casting tournament, Sunfish Spectacular, Kids Day, Annual Dinner and Awards Banquet, etc.
 4. Outing Committee - shall make recommendations and organize and execute organization outings.
 5. Conservation and Liaison Committee - shall handle all communication and business between the organization and the Federation of Flyfishers, Southern Council and member organizations, as well as other conservation groups.
 6. Auction Committee - shall organize, develop and conduct the organization's annual auction.
 7. Communications Committee - shall maintain a readiness to contact the membership at the direction of the President.
- D. Ad Hoc Committees - Temporary committees may be appointed by the President as deemed necessary.

ARTICLE VI - AMENDING THE CONSTITUTION AND BY-LAWS

A vote of two-thirds of the membership present at any regular monthly meeting is required to amend the Constitution and By-Laws. Proposals to amend the Constitution and By-Laws will be presented at least one month prior to the meeting at which a vote will be held.

ARTICLE VII - DUES

Annual membership dues shall be established by the Executive Committee. Dues are payable September 1st. Those who join after or before September 1st will pay a prorated portion of annual dues.

ARTICLE VIII -MEETINGS

- A. Meeting Dates - The Texas FlyFishers shall conduct meetings on the last Tuesday of the month (with the exception of November and December).
- B. Meeting Time - Registration begins at 7:00 p.m. with the formal meeting commencing at 7:30 p.m.

C. Meeting Place - The Executive Committee shall select the meeting place and publicize it prior to the meeting.

D. Special Events Meetings - The executive committee shall set the meeting place and time for the special events, including the Annual Dinner and Awards Banquet.

These Amended and Restated Constitution and By-Laws were adopted at a regular meeting of membership held on *Oct 31*, 2000.

Dated *Oct 31*, 2000.

By: _____
Michael Eberhard, Its President

and

By: _____
S.P. McDonald, Its Secretary