

# Winter Hatches Fly Fishing Club

## Constitution

### **Article 1 - Name**

The name of the group shall be Winter Hatches Fly Fishing Club (hereinafter referred to as the Club)

### **Article 2 - Purpose**

Purpose of the Club is to:

- Promote the sport of fly-fishing.
- Provide members with an opportunity to benefit from experienced practitioners through clinics, fly tying activities, meetings and outings.
- Provide a forum for members to share their expertise, skills and philosophy in the sport of fly-fishing.
- Provide opportunities for young people and public to take part in club activities.
- Provide members with the opportunity to exchange knowledge and skills with their peers.
- Promote conservation and development of fisheries and fish habitat by supporting existing organizations in their conservation projects.

### **Article 3 - Affiliation**

The Club may choose to affiliate with organizations which have goals consistent with those of the Club.

### **Article 4 - Membership**

Membership in the Club is open to any one who pays the required fees and obeys the rules and the regulations of the Club.

Only fully paid up members may vote at meetings.

### **Article 5 - Fees**

The membership fee shall be set annually.

Membership fees are payable in full at the time when individuals join or renew their membership.

In the event that an individual resigns or is removed from the Club, there shall be no reimbursement of the annual fee.

### **Article 6 - Board of Directors**

The Club's Board of Directors shall be comprised of six members plus the past President and the Chairperson of the Symposium.

The Directors will decide whom, among the elected Directors will fill the following positions:

- President (2 years)
- Treasurer (2 years)
- Secretary (2 years)
- Outings / Events (1 year)
- Correspondence / Newsletter (1 year)
- Director at Large (1 year)

### **Election of the Board of Directors**

At the annual general meeting the Board of Directors shall be elected so as to provide staggered terms of office.

The elected Board of Directors shall take office effective 1st May in the year of election.

The President will be elected by the Board from members who have served at least one year on the Board.

Board members who have served their term of office are eligible for re-election.

The Board of Directors shall establish committees to support the Club purposes.

### **Article 7 - Liability**

The Directors and the Club should have comprehensive general liability limits of at least \$1M.

### **Article 8 - Meetings**

Regular meetings of the Club shall be held, if possible, on alternating Thursdays commencing on the first Thursday of October, at such place as may be announced at a previous meeting or of which prior notice is given, either orally or written by the President or the Secretary.

#### Annual Year (Activities, Membership and Fiscal)

The year shall be from October 1st to September 30th of the following year.

#### Regular Meetings

The Club shall hold a minimum of 10 regular meetings per year.

### **Article 9 - Amendments**

The constitution of the Club may only be amended by a 75% vote of all members present at the annual general meeting or a special meeting called for the purpose of amending the constitution provided that a quorum is present and two weeks advance notice of the amendment (s) and the meeting are given in writing to all members.

## **Article 10 - Rules and Regulations**

The Club may, by-law, make rules and regulations relating to the conduct of its members and general operation and function of the Club.

### **By-laws**

#### **By-law 1 - Duties**

- The duties of the Directors are to organize all matters of the Club and to ensure that every member follows the rules and regulations of the Club.
- The Directors are responsible for conducting meetings and giving proper notice of any special meeting. The quorum for Board meetings shall consist of 5 Directors.
- The President shall preside at all meetings of the Club. Together with the Treasurer be responsible for signing obligations, contracts and other papers for and on behalf of the Club and shall provide general and active management of the Club's business under the direction of the Board of Directors.
- The Treasurer shall have custody of the Club's Funds and securities and shall disburse the same upon order of the Board of Directors or upon a resolution of the Club passed at a meeting thereof, and shall keep full and accurate records and accounts of all receipts and expenditures.
- Cheques must be signed by both the President and Treasurer and / or the Secretary in the absence of the President.
- The Secretary shall have the care and custody of the Club's books, records, membership roster and general correspondence and shall properly keep minutes of all meetings as required by the Club and the Board of Directors.
- The Secretary shall send out notice of special meetings.
- The Past President shall provide a slate of candidates for election to the Board of Directors at the annual general meeting.
- Correspondence Director shall be responsible for the assembly and distribution of the following:
  - The Newsletter (2 publications per year if possible)
  - The program notices
  - Art work when required by the Club
- Outings and Events Director shall arrange and advertise to members all club outings and shall be required to run these events to be self financing, unless directed otherwise by the Board of Directors.

**By-law 2 - Committees**

- The Board of Directors has power of appointment of committees.
- The Heads of committees shall be assistants to the President and shall have general and active management of the committee under the direction of the Board of Directors.

**By-law 3 - Quorum**

For the purposes of this constitution a quorum shall consist of not less than 25% of the members in good standing of the Club who are present at the annual general meeting of the Club, or any other legally constituted meeting.

Special meetings may be called upon eight (8) weeks written notice:

- a) By order of the President
- b) By majority of the Board of Directors at a meeting thereof or
- c) Upon the written request of at least 15 voting members of the Club, who shall notify the Secretary of this request.

The Secretary must make arrangements and notify the membership of the date, time, location and the issues to be discussed along with any other relevant information.

The annual meeting of the Club shall be held in January and the first order of business shall be the annual report by the Board of Directors to the membership, including a financial statement, after which the next item will be election of officers.

**By-law 4 - Dissolution**

If for any reason the Club dissolves all assets are to be dedicated to the sport of fly-fishing at the directive of the outgoing Board of Directors.

**By-law 5 - Elections**

Only members in good standing shall qualify for voting privileges (family membership 2).

Nominations for the Board of Directors shall be submitted by the Past President. Written nominations from the membership will be received up to 1 week prior to the annual meeting. Members in good standing may also propose candidates.

In order to maintain continuity and ensure a progressive succession of experienced members on the Board it is deemed desirable to stagger the terms of membership of the Board of Directors.

- President (2 years)
- Treasurer (2 years)
- Secretary (2 years)
- Program/Outings (1 year)
- Correspondence/Newsletter (1 year)

Director at large (1year)

Should a Director vacate the office during the elected term, an election will be held to elect a member to complete the term of the vacant position. The election will be held at the next meeting following the announcement of the vacancy.

In the event of a tie vote the President will conduct a coin toss to determine the winner.

*This constitution of the Winter Hatches Fly Fishing Club as presented above was passed at February 1, 1996 Meeting of the club at which Forty Four (44) members were present.*

***By-law 6 – Duties of Director at Large***

The Club's Director at Large will also be the Chair of the Winter Hatches Fly-Tying Symposium.

The Club's funds will be administered as one account in the manner prescribed under the By-laws for the continuance of the Club's goals.

*By-law passed at the March 15, 2001 meeting of the Club*