

AMENDED AND RESTATED
CODE OF BY-LAWS
OF
ST. JOSEPH RIVER VALLEY FLY FISHERS CLUB, INC.
ADOPTED
APRIL 17, 2013

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**AMENDED AND RESTATED
CODE OF BY-LAWS
OF
ST. JOSEPH RIVER VALLEY FLY FISHERS CLUB, INC.**

ARTICLE I

DEFINITION OF CERTAIN TERMS

Section 1.01. Club. The term "Club," as used in this Code of By-Laws, shall mean and refer to St. Joseph River Valley Fly Fishers Club, Inc., a nonprofit corporation duly organized and existing under and pursuant to the provisions of The Indiana Not-For-Profit Corporation Act of 1971, as amended. The Club shall be affiliated with the Federation of Fly Fishers.

Section 1.02. Member. The term "Member," as used in this Code of By-Laws, shall mean and refer to a member in good standing of the Club, whether a Voting Member or a Non-Voting Member as defined and provided in Section 3.02 and 3.03 of this Code of By-Laws.

Section 1.03. Board of Directors. The term "Board of Directors," as used in this Code of By-Laws, shall mean and refer to the Board of Directors of the Club.

Section 1.04. Officers. The term "Officers," as used in this Code of By-Laws, shall mean the individuals holding the offices of "President," "Vice-President," "Secretary," "Treasurer," and "Assistant Treasurer," as used in this Code of By-Laws, in their capacities as such.

Section 1.05. Law. The term "Law," as used in this Code of By-Laws, shall mean and refer to The Indiana Not-For-Profit Corporation Act of 1971, as now in force or hereafter amended, and Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder or the corresponding provisions of any subsequent Federal tax laws or any corresponding applicable tax laws or regulations of the State of Indiana.

ARTICLE 2

PURPOSE AND OBJECTIVES

The Club is brought into being by recognition that fly fishing, as a way of angling, gives to its practitioners the finest form of outdoor recreation and personal satisfaction. The need for the angler to understand the environment and act in accordance with its nature and rules is of paramount importance to the survival of our fisheries. No longer can creel limits be the measure of our success, for many species are becoming too rare to only be caught once.

Section 2.01. Charitable, Educational and Conservation Purposes. The Club is a non-profit domestic corporation organized exclusively for charitable, educational and conservation purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.02. Objectives. The Club will pursue the following objectives in its effort to secure quality fishing for all sports fishermen. The Club will:

(a) cultivate and advance the craft and science of fly fishing as the most sportsmanlike form of angling for all species of fish;

(b) promote the conservation, restoration and access to rivers, lakes and streams of the Michiana area;

(c) work with local landowners to secure maximum use and availability of natural cold and warm water resources;

(d) work with local, state and federal governments to restore quality angling to the Michiana area;

(e) work to restore the St. Joseph River and its tributaries as a quality fishery;

(f) teach the various crafts and sciences associated with fly fishing to all Members and others who seek our assistance;

(g) pursue a public education program that will broaden the understanding of the delicate balances that shape our fresh water environment;

(h) maintain liaisons with other conservation and sporting groups involved with governmental agencies having responsibility for matters related to the Club's objectives;

(i) donate money or property to support the foregoing purposes and objectives; and

(j) subject to the limitations set forth in the Articles of Incorporation of the Club, engage in any other lawful activity permitted under the Indiana Nonprofit Corporation act of 1991, as now in force or hereafter amended, and which are permitted to be carried on under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3

MEMBERSHIP

Section 3.01. Eligibility and Classes of Members. Any person who is interested in fly fishing shall be eligible for membership. There shall be two (2) classes of Members: Voting Members and Non-Voting Members.

Section 3.02. Voting Members. Voting Members shall consist of the following:

(a) Regular Members. Regular Members shall be individuals over the age of eighteen (18) years who are current in the payment of dues and who are otherwise in good standing with the Club in accordance with the By-Laws and Rules of the Club as adopted or amended from time to time; and

(b) Life Members. Life Members shall be individuals over the age of eighteen (18) years who have been selected and designated as such by the Board of Directors of the Club in recognition of unique contributions to the purposes, activities, goals of the Club and its Members and who are otherwise in good standing with the Club in accordance with the By-Laws and Rules of the Club as adopted or amended from time to time. Life Members shall not be required to pay dues.

Each Voting Member shall be entitled to one (1) vote.

Section 3.03. Non-Voting Members. Non-Voting Members shall consist of the following:

(a) Junior Members. Junior Members shall be individuals under the age of eighteen (18) years who are sponsored by, and who will attend Club functions with, a Voting Member, and who are otherwise in good standing with the Club in accordance with the By-Laws and Rules of the Club as adopted or amended from time to time; and

(b) Honorary Members. Honorary Members shall be individuals of any age who are selected and designated as such by the Board of Directors of the Club for such period and subject to such terms and conditions as the Board of Directors may determine. Honorary Members shall not be required to pay dues.

Neither Junior Members nor Honorary Members shall be entitled to vote.

Section 3.04. Application for Regular and Junior Membership. All applications to be a Regular Member or a Junior Member shall be on a regulation application blank signed by the applicant and presented to the Membership Chair. The Board of Directors shall have the power to reject from membership any applicant for cause.

Section 3.05. Dues. Dues for Regular Members shall be set annually by the Board of Directors. Dues are payable on January 1 of each year and shall be considered delinquent if not paid by May 1 of that year. The amount of dues shall be determined by a two-thirds (2/3) majority vote of the Board of Directors. If the Board of Directors fails to determine the dues payable for any year, the dues for that year shall be the same as for the preceding year.

Section 3.06. Resignation. A Member may resign at any time by giving written notice of the Member's resignation to the Club. The resignation of a Member shall not relieve the Member from any obligations the Member may have to the Club as a result of obligations incurred or commitments made before a resignation.

Section 3.07. Suspension or Termination by Club. The membership of a Member of the Club may be suspended or terminated for good cause, including, but not limited to, a Regular Member's or Junior Member's failure to pay Club dues, or for activities or conduct detrimental or opposed to the principles or reputation of the Club. The power to suspend or terminate a Member is vested in the Board of Directors. A Voting Member whose membership has been suspended or terminated shall have no right to vote.

Section 3.08. Procedure for Suspension or Termination of Membership. Prior to the suspension or termination of the membership of a Member, the Club shall give the Member not less

than fifteen (15) days written notice of the proposed suspension or termination, the effective date of the proposed suspension or termination, and the reasons for such suspension or termination. The Member shall have the opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the proposed suspension or termination. If the reason for suspension or termination is non-payment of dues, the suspension or termination shall not take effect if the Member pays in full all dues owed prior to the effective date. If the membership of the Member is suspended or terminated for non-payment of dues following such procedure, the membership of such Member shall be reinstated upon the Member thereafter paying in full all dues which were unpaid at the time of the suspension or termination plus dues payable for the next ensuing year.

Section 3.09. Regular Meetings. Regular meetings of the Club shall be held on the third (3rd) Wednesday of each month from September through May, unless prior notice of a change is given to the Members, for the purpose of considering and voting on business that may come before the meeting, provided that a quorum is present at the meeting.

Section 3.10. Annual Meeting. The Annual Meeting of the Club shall be held in November of each year at 7:30 p.m. on a date to be determined by the Board of Directors, for the purposes of receiving a report by the President or the President's designee on the activities of the Club, receiving a report from the Treasurer or the Treasurer's designee on the financial condition of the Club, electing individuals to each open position on the Board of Directors, electing Officers of the Club, acting upon such other questions or matters as are proposed to be submitted to a vote at the meeting, and acting on such further questions or matters as may properly come before the meeting. The Annual Meeting shall be called by the Board of Directors. However, if the Annual Meeting of the Members is not called by the Board of Directors and held by January 1 of the following calendar year, the Annual Meeting may be called by any Member.

Section 3.11. Special Meetings. Special meetings of the Members may be held at any time for the purposes of electing individuals to vacant positions upon the Board of Directors, electing individuals to vacant Officer positions, acting upon such other questions or matters as are proposed to be submitted to a vote at the meeting and acting upon such other questions or matters as may properly come before the meeting. A special meeting of the Members may be called by the President, the Board of Directors, or by not less than one-fourth (1/4) of the Members entitled to vote on the business proposal to be transacted thereat (determined as of the date upon which the special meeting is called). Any such call of a special meeting shall specify the purposes for which such meeting is called and the business to be transacted and no matters shall be acted upon at any special meeting unless specifically stated in the notice of call.

Section 3.12. Place of Meetings. Meetings of the Members shall be held at such locations as may be designated by the President or in the notice of any such meeting transmitted to the Members.

Section 3.13. Procedure for Calling Meetings. Any Annual Meeting of the Members which is called by the Board of Directors shall be deemed to have been duly called upon the adoption of a resolution by the Board of Directors, no fewer than ten (10) days before the date of the meeting, setting forth the time, date, and place of the meeting. Any Annual Meeting which is called by any Members shall be deemed to have been duly called upon delivery to the Secretary, no fewer than ten (10) days before the date of the meeting, of a written instrument executed by one (1) or more of the Members, setting forth the time, date, and place of the meeting. Any special meeting of the

Members which is called by the President or the requisite number of Members or the Board of Directors, as the case may be, shall be deemed to have been duly called upon delivery to the Secretary, no fewer than ten (10) days before the date of the meeting, of a written instrument, executed by the President or by one-fourth (1/4) or more of the Members entitled to vote on the matters to be presented at such special meeting, as the case may be, setting forth the time, date, and place of the meeting and containing a concise statement of the questions or matters proposed to be submitted to a vote at the meeting.

Section 3.14. Fixing of Record Date. For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Board of Directors of the Club may fix in advance a date as the record date for any such determination of Members, provided, however, that the record date for determining the Members entitled to Notice of a Members' meeting, to demand a special meeting, to vote, or to take any other action may not be more than seventy (70) days before the meeting or action requiring a determination of Members. If no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is mailed shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

Section 3.15. Notice of Meetings. Notice of any meeting of Members shall be deemed to have been duly given if no fewer than ten (10) nor more than sixty (60) days before the date of the meeting, a written notice stating the date, time, and place of the meeting, and, in the case of a special meeting of the Members, a concise statement of the questions or matters proposed to be submitted to a vote at the meeting, is delivered by the Secretary or any other officer to each Member entitled to notice of, and to vote at, the meeting. The written notice shall be deemed to have been duly delivered to a Member on the date upon which:

- (a) it is delivered personally to the Member;
- (b) it is deposited in the United States First Class Mail, postage prepaid, addressed to the address of the Member set forth upon the records of the Club; or
- (c) it is sent by fax or e-mail addressed to the fax number or e-mail address of the Member set forth upon the records of the Club.

Written notice of the meeting shall be deemed to have been duly waived by any Member present, in person or by proxy, at the meeting unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. A Member's attendance at a meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented. Written notice of the meeting may be waived by any Member not present, in person or by proxy, at the meeting, either before or after the meeting, by written instrument, executed by the Member, delivered to the Club for inclusion in its minutes of the proceedings of the Members.

Section 3.16. Voting Lists. The Secretary shall, not fewer than five (5) business days before the date of each meeting of the Members, prepare, or cause to be prepared, a complete list of the Members entitled to notice of, and to vote at, the meeting. The voting list shall disclose the names and addresses of those Members, arranged in alphabetical order. The Secretary shall cause the voting list to be available for inspection by any Member entitled to vote at the meeting, beginning five (5) business days before the meeting for which the list was prepared and continuing through the meeting or any adjournment thereof at a place identified in the meeting notice in the city where the meeting will be held. Subject to restrictions permitted by the Law, a Member, or the Member's agent or attorney authorized in writing, is entitled on written demand to inspect and copy the list, during regular business hours and at the Member's expense, during the period it is available for inspection. This requirement may be satisfied by posting the voting list to the Club's website if such website is available to access by the Members.

Section 3.17. Quorum at Meetings. At any meeting of the Members, the presence, in person or by proxy, of twenty-five percent (25%) of the Members entitled to vote (determined as of the record date for the meeting) shall constitute a quorum.

Section 3.18. Voting at Meetings. Any action required or permitted to be taken at any meeting of the Members with respect to any question or matter shall be taken pursuant to the affirmative vote of a majority of the Members present at the meeting who are entitled to vote (determined as of the record date for the meeting), unless a greater number is required by the provisions of the Law, in which event the action shall be taken only pursuant to the affirmative vote of that greater number.

Section 3.19. Voting by Proxy. A Member entitled to vote at any meeting of the Members may vote either in person or by proxy. Each proxy shall be in the form of a written instrument executed by that Member or by that Member's attorney-in-fact. No proxy shall be voted at any meeting unless and until it has been filed with the Secretary. No proxy shall be valid after eleven (11) months from the date of its execution.

Section 3.20. Authority to be Submitted. Where someone other than the Member entitled to vote claims the right to vote, evidence of the authority and qualifications of the person who claims such right must be submitted and filed with the Secretary of the Club and approved by the Board of Directors prior to voting.

Section 3.21. Action without Meeting. Any action otherwise required or permitted to be taken at a meeting of the Members of the Club, may be taken without a meeting if the action is taken by all of the Members entitled to vote on the action. The action must be evidenced by one (1) or more written consents describing the action taken, signed by all of the Members entitled to vote on the action, and delivered to the Club for inclusion in the minutes of the proceedings of the Members. Such consent shall have the same effect as a unanimous vote of Members. Unless otherwise determined under Section 3.14 of this Code of By-Laws, the record date for determining Members entitled to take action without a meeting shall be the date the first Member signs the written consent with respect to such action.

ARTICLE 4

THE BOARD OF DIRECTORS

Section 4.01. Number of Directors. The Board of Directors shall consist of ten (10) Members, which number may from time to time be increased or decreased by resolution adopted by the Members, subject to the limitation that the number of Directors shall not be less than seven (7). In the event the number of Directors is increased as provided herein, the election of the additional Director or Directors shall be by a vote of the Members of the Club at an Annual Meeting or at a special meeting of Members of the Club called for that purpose.

Section 4.02. Qualification and Duties of Directors. Each member of the Board of Directors shall be a Regular or Life Member in good standing of the Club. The President, Vice-President, Secretary, and Treasurer of the Club shall be Directors by virtue of such offices. The Assistant Treasurer, if any, shall not be a member of the Board of Directors by virtue of such office. All remaining Directors shall be elected by the Members. Members of the Board of Directors shall serve as advisors and may chair standing committees.

Section 4.03. Term of Directors. Each member of the Board of Directors who serves as a Director by virtue of his or her office as provided in Section 4.02 shall serve for a term co-extensive with his or her tenure in office as President, Vice-President, Secretary, or Treasurer, as the case may be. Each of the remaining Directors shall serve for a term of three (3) years or until the member has resigned or been removed. Immediately prior to the adoption of this Amended Code of By-Laws the Board of Directors consisted of four (4) officers serving for terms co-extensive with their respective tenures in office and three (3) Directors serving three (3) year terms, with the terms of such three (3) Directors expiring in 2009, 2010, and 2011, respectively. The three (3) additional Directors to be elected to bring the total number of Directors to ten (10) shall be elected for terms such that in 2009 and each calendar year thereafter, the terms of two (2) non-officer Directors shall expire and elections to fill the open positions of such two (2) non-officer Directors shall be held to serve three (3) year terms.

Section 4.04. Advisory Director. In addition to the members of the Board of Directors provided under Sections 4.01 and 4.02, the Board of Directors shall include the non-voting position of Advisory Director, whose function is to provide continuity and guidance from administration to administration. The Advisory Director's position shall be for one (1) year. This directorship shall be filled by the most recent ex-President. Should the most recent ex-President not be willing or able to serve, or in the event that the current President is re-elected for a second consecutive term, the Advisory Director position shall be vacant. The Advisory Director shall not be counted for purposes of determining the existence of a quorum at any meeting of the Board of Directors.

Section 4.05. Nomination of Candidates. The Chair of the Nominating Committee (standing) will present a slate of candidates to the general membership of the Club at the Annual Meeting, should a vacancy on the Board of Directors so require, or at a regular meeting, or at any special meeting of Members of the Club which may be called for the purpose of filling such vacancy. The slate should include no more than one (1) name for each directorship to be filled. Other names may be placed in nomination from the floor at such meeting.

Section 4.06. Election of Directors. The election of Directors shall be held immediately after nominations are closed at the meeting of Members of the Club which is called for such purpose. Replacements or additions to the members of the Board of Directors shall be elected by the vote of the Members of the Club at an Annual Meeting, regular meeting, or special meeting called for that purpose. Each member of the Board of Directors shall be deemed to have qualified as such upon his or her election. Despite the expiration of a Director's term, the Director shall continue to serve until a successor is elected and qualifies or until there is a decrease in the number of Directors. Only Voting Members in good standing shall have the privilege of voting for a Director at any meeting. If the candidates standing for election as Director are unopposed, then the election may be by voice vote. Otherwise, the election shall be conducted by secret ballot. The Chair of the Nominating Committee shall be responsible for counting the votes. In the event that the secret ballot election results in a tie, another secret ballot will be taken immediately. If the second secret ballot results in a tie, each candidate's name will be placed in a hat and a non-member of the Club will pull one name from the hat. If a non-member of the Club is not present to pull a name from the hat, then a member of the board shall pull the name. The name pulled will be the winner of the open position on the Board of Directors. At least two (2) members of the Nominating Committee shall verify the name. If two (2) members of the Nominating Committee are not present, then two (2) members of the Board of Directors shall verify the name. In case of failure to elect Directors at any Annual Meeting on account of a lack of a quorum or any other reason, the Directors then in office shall hold over until their successors are elected. In case of failure to elect Directors at an Annual Meeting, the President and Secretary of the Club shall call a special meeting of the Voting Members. Such meeting shall be held within thirty (30) days from the date of such call for the purpose of electing Directors and transacting such other business as may be specified in the call. No other business shall be transacted at such meeting, and the Directors elected at such special meeting shall immediately assume their respective offices.

Section 4.07. Removal of Directors. Any member of the Board of Directors may be removed at any time, with or without cause, by the vote of the Members at a special meeting called for that purpose.

Section 4.08. Resignation of Directors. Any member of the Board of Directors may resign at any time, with or without cause, by delivering written notice of his or her resignation to the Board of Directors, its Chair, or the President of the Club. The resignation shall take effect at the time specified in the written notice or upon receipt by the Board of Directors, Chair, or President of the Club, as the case may be, and, unless otherwise specified in the written notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 4.09. Filling of Vacancies. Any vacancies in the membership of the Board of Directors caused by the death, adjudication of incompetency, resignation, or removal of a member of the Board of Directors, or caused by an increase in the number of members of the Board of Directors following an Annual Meeting, may be filled for the unexpired portion of the term of such position by the vote of the Members of the Club at any regular meeting or at a special meeting of the Club called for that purpose.

Section 4.10. Regular Meetings. Regular meetings of the Board of Directors shall be held on the fourth (4th) Wednesday of each month from September through May, unless prior notice of a change of date is given to the Board of Directors.

Section 4.11. Annual Meeting. The Board of Directors shall hold its Annual Meeting in conjunction with the Annual Meeting of the Members for the purposes of electing individuals to each position upon the committees of the Club, and acting upon such other questions or matters as may properly come before the meeting.

Section 4.12. Special Meetings. The Board of Directors may hold a special meeting at any time for the purposes of electing individuals to each vacant position on any committee of the Club, and acting upon such other questions and matters as may properly come before the meeting. A special meeting of the Board of Directors may be called by any member of the Board of Directors or by the President.

Section 4.13. Place of Meetings; Participation by Electronic Communications. Meetings of the Board of Directors shall be held at such place and time or in such manner as may be designated in the notice of the meeting. Any or all members of the Board of Directors may participate in a meeting by electronic means provided that all Directors participating in such meeting may simultaneously hear and communicate with each other.

Section 4.14. Procedure for Calling Meetings. Any special meeting of the Board of Directors shall be deemed to have been duly called by a member of the Board of Directors upon delivery to the Secretary, not less than three (3) days before the date of such meeting, of a written instrument, executed by the President or the member of the Board of Directors calling the meeting, setting forth the time, date, and place of the meeting. The written instrument shall also contain, at the option of the President or the member of the Board of Directors calling the meeting, a concise statement of the questions or matters proposed to be submitted to a vote, or otherwise considered, at the meeting.

Section 4.15. Notice of Meetings. Notice of the Annual Meeting of the Board of Directors shall be required and given in the same manner as notice of any special meeting of the Board of Directors. Notice of any special meeting of the Board of Directors shall be deemed to have been duly given if, at least three (3) days before the date of the meeting, a written notice stating the date, time, and place of the meeting and, to the extent set forth in the written instrument by which the meeting is called, containing a concise statement of the questions or matters proposed to be submitted to a vote, or otherwise considered, at the meeting is delivered by the Secretary or any other officer to each member of the Board of Directors. The written notice shall be deemed to have been duly delivered to a member of the Board of Directors at the date upon which:

- (a) it is delivered personally to the member of the Board of Directors;
- (b) it is deposited in the United States First Class Mail, postage prepaid, addressed to the last known address of the member of the Board of Directors; or
- (c) it is sent by fax or e-mail addressed to the fax number or e-mail address of the member set forth upon the records of the Club.

Written notice of the meeting shall be deemed to have been duly waived by any member of the Board of Directors present at the meeting unless the Director at the beginning of the meeting (or promptly upon the Director's arrival) objects to the holding of the meeting or transacting business

at the meeting and does not thereafter vote for or assent to action taken at the meeting. Written notice of the meeting may be waived by any member of the Board of Directors not present at the meeting, either before or after the meeting, by written instrument, executed by the member of the Board of Directors, delivered to the Club for inclusion in its minutes of the proceedings of the Board of Directors.

Section 4.16. Quorum at Meetings. At any meeting of the Board of Directors, the presence of a majority of the then duly elected and qualified members of the Board of Directors shall constitute a quorum.

Section 4.17. Voting at Meetings. Any action required or permitted to be taken at any meeting of the Board of Directors with respect to any question or matter shall be taken pursuant to the affirmative vote of a majority of the then duly elected and qualified members of the Board of Directors of the Club who are present at the meeting, unless a greater number is required by the provisions of the Law, in which event the action shall be taken only pursuant to the affirmative vote of that greater number.

Section 4.18. Action without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors with respect to any question or matter may be taken without a meeting, if the action is taken by all of the then duly elected and qualified members of the Board of Directors. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director, and delivered to the Club for inclusion in the minutes of the proceedings of the Board of Directors. Action taken under this section shall be effective when the last Director signs the consent, unless the consent specifies a different prior or subsequent effective date.

Section 4.19. Staggered Terms. The Members, at any time when the provisions of the Code of By-Laws establish a Board of Directors consisting of seven (7) or more members, shall have authority to establish two (2) or more tenures of office of membership on the Board of Directors, by dividing the total number of Directors into two (2) or more groups, with each group having terms as Directors of one (1) or more years, as the Members shall determine.

ARTICLE 5

THE OFFICERS

Section 5.01. Officers. The elective Officers of the Club shall consist of a President, Vice-President, Secretary, Treasurer, each of whom shall be elected by the Members. The Members may also elect an Assistant Treasurer as the Members may deem necessary or convenient from time to time.

Section 5.02. Qualifications of Officers. Each Officer of the Club shall be an adult individual who has been a Member in good standing for at least six (6) months.

Section 5.03. Nomination of Candidates. The Chair of the Nominating Committee (standing) will present a slate of candidates to the general membership of the Club at the Annual Meeting of the Members of the Club. The slate should include no more than one (1) name for each elective office. Other names may be placed in nomination from the floor at the Annual Meeting.

Section 5.04. Election of Officers. The election of Officers shall be held immediately after nominations are closed at the Annual Meeting of the Members of the Club. Only Voting Members in good standing shall have the privilege of voting for Officers. If a candidate for any position as an Officer is running unopposed, then the election to that office may be conducted by voice vote. Where there are two (2) or more candidates nominated for any Officer position, then the election for that position shall be by secret ballot. The Chairperson of the Nominating Committee shall be responsible for counting the votes. In the event that the secret ballot election results in a tie, another secret ballot will be taken immediately. If the second secret ballot results in a tie, each candidate's name will be placed in a hat and a non-member of the Club will pull one name from the hat. If a non-member of the Club is not present to pull a name from the hat, then a member of the board shall pull the name. The name pulled will be the winner of the open position on the Board of Directors. At least two (2) members of the Nominating Committee shall verify the name. If two (2) members of the Nominating Committee are not present, then two (2) members of the Board of Directors shall verify the name. Each Officer of the Club shall serve as such until the next ensuing Annual Meeting of the Members or until his or her successor shall have been duly elected and shall have qualified, except as hereinafter provided. In case of failure to elect Officers at any Annual Meeting on account of a lack of a quorum or any other reason, the Officers then in office shall hold over until their successors are elected. In case of failure to elect Officers at an Annual Meeting, the President and Secretary of the Club shall call a special meeting of the Members. Such meeting shall be held within thirty (30) days from the date of such call for the purpose of electing Officers and transacting such other business as may be specified in the call. No other business shall be transacted at such meeting, and the Officers elected at such special meeting shall immediately assume their respective offices.

Section 5.05. Term of Officers. The term of office of each Officer of the Club shall be one (1) year beginning on January 1st of each year. The President, Vice-President, and Secretary may not serve more than two (2) successive terms. The number of terms which may be served by the Treasurer is unlimited.

Section 5.06. Removal of Officers. Any Officer of the Club may be removed at any time, with or without cause, by the Members at any regular meeting or at a special meeting called for that purpose.

Section 5.07. Resignation of Officers. Any Officer of the Club may resign at any time, with or without cause, by delivering written notice of his or her resignation to the Board of Directors. The resignation shall take effect at the time specified in the written notice, or upon receipt by the Board of Directors, and, unless otherwise specified in the written notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 5.08. Filling of Vacancies. Any vacancies in the offices of the Club because of death, adjudication of incompetency, resignation, removal or any other cause shall be filled for the unexpired portion of the term of that office by the Members.

Section 5.09. The President. The President shall preside at all meetings, regular, annual or special, of the Members and shall act as Chair of the Board of Directors of the Club. The President or, at the President's request, the Secretary shall prepare and submit an agenda to all members of the Board of Directors at each meeting of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the Club, and shall do and perform such other duties as these By-Laws provide or as may be assigned by the Members.

Section 5.10. The Vice-President. The Vice-President shall assist the President in the President's duties, and shall preside, in the absence of the President, at all meetings, regular, annual or special, of the Members and the Board of Directors of the Club. The Vice-President shall also, in the absence of the President, have and exercise general charge and supervision of the affairs of the Club, and shall do and perform such other duties as these By-Laws provide or as may be assigned by the Members.

Section 5.11. The Secretary. The Secretary shall be the chief custodial officer of the Club and shall keep or cause to be kept, in minute books provided for the purpose, the minutes of the meeting of the Members and the Board of Directors of the Club. Additionally, the Secretary shall:

(a) see that all notices are duly given in accordance with the provisions of this Code of By-Laws and as required by law;

(b) see that the minutes of all meetings shall be signed by their presiding officer and by the Secretary or other person attending to their recording;

(c) see that the seal of the Club, if any, is affixed to all documents requiring a seal, the execution of which on behalf of the Club is duly authorized by the Board of Directors, or other duly authorized officers of the Club, or as required by law;

(d) preserve all records in proper form, which records shall remain the property of the Club, and shall hand such records over to his or her successor in office within ten (10) days after the election of such successor; and

(e) have such powers and perform such duties as are incident to the office of Secretary of a business corporation and shall, in addition, have such further powers and perform such further duties as are specified in this Code of By-Laws or as the Board of Directors or the President may, from time to time, assign or delegate to the Secretary.

Section 5.12. The Treasurer. The Treasurer shall be the chief financial officer of the Club. The Treasurer shall prepare the annual budget for approval of the Board of Directors, collect dues, administer all financial affairs of the Club, and based upon receipt of annual dues, maintain official membership voting and mailing lists. Additionally, the Treasurer shall:

(a) have custody of all funds, securities and valuable financial papers of the Club;

(b) be responsible for collecting all dues, contributions or other receipts and shall deposit all such funds in the name of the Club with such banks, trust companies or other depositories as shall be selected by the Board of Directors;

(c) pay all bills, claims, or awards, but only on the specific authorization of the Board of Directors. All Club expenses shall be approved by the Board of Directors. Budgeted expenses shall be approved on an annual basis. The Treasurer may disburse funds within the guidelines of the annual budget without further specific approval. Non-budgeted expenses must be approved by the Board of Directors as anticipated or as such expenses occur. The Treasurer may pay a non-budgeted expense of \$250.00 or less without prior authorization or approval by the Board of Directors. The Treasurer may pay non-budgeted expenses greater than \$250.00, but only with the

prior written authorization of two (2) members of the Board of Directors. All expenses will be documented by one of the following methods: receipt or invoice attached to expense voucher;

(d) provide and maintain a full and complete record of the accounts of the Club in books belonging to the Club, its assets, liabilities, and its financial condition, and shall see that all expenditures are duly and properly authorized;

(e) prepare and submit to the Board of Directors from time-to-time, as the Board of Directors may direct, a statement of the financial condition of the Club, in such form and detail as the Board of Directors may require, and shall also present a summary of such statement at the next meeting of the Members if directed to do so by the Board of Directors;

(f) give financial balances of the Club not less frequently than at the May and November meetings of the Members and render such financial statements and reports as shall be requested by the Board of Directors or the President;

(g) submit the full and complete financial records of the Club to the Financial Review Committee after the close of each fiscal year and cooperate with the Financial Review Committee in its review of the records;

(h) pass the full and complete financial records of the Club to the incoming Treasurer at the end of his or her term of office; and

(i) have such powers and perform such duties as are incident to the office of and usually possessed or performed by the Treasurer of a business corporation. In addition, the Treasurer shall have such further powers and perform such further duties as are specified in this Code of By-Laws or as the Board of Directors or the President may, from time to time, assign or delegate to the Treasurer.

Section 5.13. The Assistant Treasurer. The Assistant Treasurer (if one is elected) shall assist the Treasurer, and shall have such other powers and perform such other duties as the Board of Directors, the President, or the Treasurer may, from time to time, assign or delegate to such Assistant Treasurer. In the case of the death or resignation of the Treasurer, or in the case of the Treasurer's absence or inability to act without having designated an Assistant Treasurer to act temporarily in the Treasurer's place, the Assistant Treasurer, or if more than one, the Assistant Treasurer designated by the Board of Directors or the President shall temporarily have the powers, duties, and responsibilities of the Treasurer, subject, however, to the control of the Board of Directors.

Section 5.14. Function of Officers. The offices of the Club are established in order to facilitate the day-to-day administration of the affairs of the Club in the ordinary course of its business and to provide an organization capable of executing and carrying out the decisions and directions of the Members and the committees of the Club. The Officers of the Club shall have such powers and perform such duties as may be necessary or desirable to conduct and effect all transactions in the ordinary course of the business of the Club without further authorization by the Members and such further powers as are granted by this Code of By-Laws or are otherwise granted by the Members.

ARTICLE 6

STANDING COMMITTEES

The following standing committees shall function within the Club and report to the Board of Directors on a regular basis or at regularly scheduled meetings of the Board of Directors. Chairs and members of the standing committees shall be chosen from the ranks of the Members by the President, with the advice and consent of the Board of Directors and shall serve at the discretion of the President and the Board of Directors. The President or his designee will recommend appointments and/or reconfirmation of the Chairs and Members of each standing committee annually, at the next monthly regular meeting of the Board of Directors following the Annual Meeting of the Board of Directors.

Section 6.01. Activities Committee. The Activities Committee shall plan and promote activities such as the annual picnic, outings, show booths, and other social activities that normally occur in the Club's calendar year and any other event of special interest to the membership.

Section 6.02. Conservation Committee. The Conservation Committee shall be responsible for developing strategies and programs for conservation of resources, warm and cold water species of fish, stream improvement projects, cooperative projects with other clubs and government agencies and developing, insofar as possible, a long range conservation program for the Club.

Section 6.03. Financial Review Committee. The Financial Review Committee shall annually examine the accounts of the Treasurer and the financial statements of the Club, and shall also review the internal controls on receipt and expenditure of funds, and shall render a written report to the Board of Directors by March 1 of each year with respect to the prior fiscal year of the Club. The Committee shall consist of at least two (2) active Members of the Club knowledgeable in accounting matters; provided, however, that no Member shall be eligible to serve on the Financial Review Committee while serving in any position involving the handling of Club funds or maintaining the Club's financial records or accounts.

Section 6.04. Food Committee. The Food Committee shall provide advice, counsel and acquisition assistance for the menus and food at all meetings, functions and outings as needed.

Section 6.05. Membership Committee. The Membership Committee shall develop and propose strategies for membership recruitment, membership retention, membership classifications and other matters that are important to the growth and development of the membership.

Section 6.06. Nominating Committee. The Nominating Committee shall provide the Voting Members with a slate of candidates for Directors and Officers each year at the times specified in other parts of these By-Laws.

Section 6.07. Programs Committee. The Programs Committee shall make recommendations to the Board of Directors for its approval, and for subsequent implementation, of programs, for meetings of the Members, including seminars, classes, and other educational functions in the furtherance of the purposes of the Club and shall be responsible for obtaining speakers, locations, and developing publicity in conjunction with other standing committees.

ARTICLE 7

NON-OFFICER APPOINTEES

The following non-Officer appointees shall be chosen from the ranks of the Members by the President of the Club and shall serve at the discretion of the President:

Section 7.01. Ghillie. The Ghillie shall act as sergeant-at-arms, have custody of Club equipment, collect fines imposed on Members, and be responsible for maintaining order at all meetings and fund raising events of the Club.

Section 7.02. Meeting Manager. The Meeting Manager shall assist the Treasurer in collecting money for each meeting, passing out name tags, and collecting name tags at the end of each meeting.

Section 7.03. Audio/Visual Manager. The Audio/Visual Manager shall store the Club's audio/visual equipment and deliver such equipment to fly tying classes and other events as needed.

Section 7.04. Raffle Manager. The Raffle Manager shall purchase items that are to be raffled off at Club functions. Such items may be purchased at local shop, bookstores, or over the internet. The Raffle Manager shall also be responsible for bringing such items and raffle tickets to the function.

Section 7.05. Webmaster. The Webmaster shall be responsible for developing and maintaining the Club's internet website.

Section 7.06. Newsletter Editor. The Newsletter Editor shall be responsible for the creation and publication of the Club newsletter to keep the Members and the public informed of events, educational opportunities, current matters of interest related to the Club's mission and other relevant materials.

Section 7.07. Event Coordinator. The Event Coordinator shall be responsible for scheduling the functions of the Club and shall be reported to by both the Programs and Activities Committees, and shall be responsible for space planning and other details of any event, subject to appropriate budgetary constraints.

Section 7.08. Librarian. The Librarian shall be responsible for maintaining and cataloguing the Club's educational and reference materials in written and/or electronic form and for acquisition and disposition of such materials. The Librarian shall be responsible for making such materials known to, and accessible by, the Members of the Club and the general public.

Section 7.09. Other Appointees. The President may make additional non-Officer appointments from the ranks of the Members for any reason or purpose deemed necessary by the President or the Members.

ARTICLE 8

MISCELLANEOUS MATTERS

Section 8.01. Fiscal Year. The fiscal year of the Club shall be a calendar year beginning on January 1 and ending on December 31, unless the Board of Directors shall designate such other period by a resolution of the Board of Directors.

Section 8.02. Budget; Club Expenses. Budgeted expenses shall be authorized and approved on an annual basis. The Board of Directors shall approve an annual budget showing the anticipated income and expenditures of the Club for approval, by the membership, at the January regular meeting of the Voting Members of the Club. Unless otherwise directed by a meeting of the of Voting Members of the Club, the Board of Directors shall not adopt any budget the aggregate of which in any fiscal year will exceed the estimated income of such year. All Club expenses must be approved by the Board of Directors; provided, however, that the Treasurer is authorized to pay a non-budgeted expense of \$250.00 or less without prior authorization or approval by the Board of Directors, as provided in Section 5.12(f) of the Amended Code of By-Laws.

Section 8.03. Order of Business at Meetings. The order of business at all meetings shall be:

- (a) reading and approval of minutes of the prior meeting;
- (b) reports of officers and committees; Presentation of resolutions;
- (c) reports of special committees; Presentation of resolutions;
- (d) special orders;
- (e) unfinished business;
- (f) new business;
- (g) adoption of resolutions;
- (h) election of Officers and Directors (Annual Meeting, or regular or special meeting in the event of vacancy to be filled); and
- (i) adjournment.

Section 8.04. Roberts Rules of Order. Roberts Rules of Order shall govern all business meetings of the Club.

Section 8.05. Banking Resolutions. The Board of Directors may from time to time designate one or more banks or other financial institutions a depository of the Club and funds so deposited may be withdrawn upon a check, draft, note or other order of the Club. All checks, drafts, notes or other orders drawn against any such account shall be signed by the person or persons designated in banking resolutions adopted from time to time by the Board of Directors. Such person or persons shall be identified by name and office in such banking resolutions and any

such resolution certified by the Secretary of the Club and delivered to such depository may be relied upon until a new banking resolution or written notice to the contrary is duly served upon such depository.

Section 8.06. Notes and Obligations. All short-term and long-term notes and obligations of the Club for the borrowing or payment of money shall be signed by the person or persons designated in resolutions adopted from time-to-time by the Board of Directors. Such person or persons shall be identified by name and office in such resolutions and any such resolution certified by the Secretary of the Club and delivered to the holder of the note or obligation may be relied upon until a new resolution or written notice to the contrary is duly served upon such holder of the note or obligation.

Section 8.07. Contracts and Deeds. Except as otherwise provided in Section 5.14(f), no Member, Officer, or representative of the Club shall have authority to contract any obligation for the Club, or to expend any money of the Club, unless the contract or commitment has been authorized by the Board or by a specific resolution at a regular or special meeting of the Club, and unless the Board has made an appropriation of funds for the purpose. Expenditures in excess of \$1,000.00 not authorized in the Club's annual budget must be approved by the Members at a meeting of the Club. All deeds, leases, mortgages, and security agreements made by the Club and all other written contracts and agreements to which the Club is a party may, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be executed in its name by the President and one other officer of the Club, and without necessity of either attestation or affixation of the corporate seal by the Secretary, but no such deed, lease, mortgage, security agreement, or other material agreement or contract shall be executed by any officer of the Club in the absence of a duly adopted resolution of the Board of Directors of the Club which approves and authorizes the execution of the same.

Section 8.08. Construction of By-Laws. Any question as to the meaning or construction of this Code of By-Laws shall be decided by the vote of two-thirds (2/3) Board of Directors and its decision, once made, shall control and be binding thereafter until rescinded by the Members of the Club.

Section 8.09. Matters Not Expressly Covered by Articles of Amendment, By-Laws, or Law. Any matters not expressly or clearly provided for by the Articles of Amendment to the Articles of Incorporation, this Code of By-Laws, or Law shall be determined by the vote of two-thirds (2/3) of the Board of Directors, and the decision of the Board of Directors shall be final and binding until rescinded by the Members of the Club.

Section 8.10. Amendment of By-Laws. The By-Laws of the Club may be altered, amended, or repealed by the vote of two-thirds (2/3) of the Members present at the Annual Meeting, any regular meeting or at a special meeting of the Members of the Club called for that purpose, unless a greater number is required by the provisions of the Law, in which event the action shall be taken only pursuant to the affirmative vote of that greater number; provided, however, that notice stating the date, time, and place of the meeting is given to Members in attendance at the preceding business meeting of the Club and written notice is given to all Voting Members. A copy of any proposed amendment must be mailed to the last known address of each Member at least ten (10) days prior to the meeting at which the proposed amendment is to be voted upon.

Section 8.11. Limitations on Activities. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Club will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Club will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Club will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Club will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Club will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

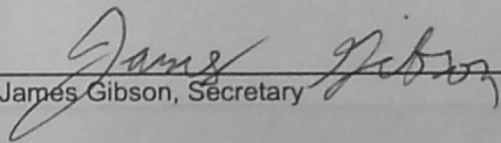
Notwithstanding any other provision of these By-Laws, the Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 8.12. Disposition of Assets Upon Dissolution. Upon the dissolution of the Club, the Club shall, after paying or making provision for the payment of all of the liabilities of the Club, dispose of all of the assets of the Club exclusively for the purposes of the Club in such manner and to such organization or organizations organized and operating exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors of the Club shall determine. Any such assets not so disposed of shall be disposed of by the Circuit or Superior Courts of the County in which the principal office of the Club is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 8.13. Non-Profit Operation Under Internal Revenue Code Section 501(c)(3). The governance and operation of the Club is subject to the terms and provisions of the Articles of Amendment to the Articles of Incorporation of the Club, including, but not limited to, the terms and provisions contained in Article III of said Articles of Amendment and notwithstanding any other

provision of these By-Laws, no Director, Officer, employee, or agent of the Club shall take any action or carry on any activity by or on behalf of the Club not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder or the corresponding provisions of any subsequent Federal tax laws or any corresponding applicable tax laws or regulations of the State of Indiana.

Approved and adopted by the Members of
ST. JOSEPH RIVER VALLEY FLY
FISHERS CLUB, INC. effective as of the
April 17, 2013


James Gibson, Secretary