



BY-LAWS OF NORTHERN KENTUCKY FLY FISHERS, INC. AS
REVISED MAY 5, 2022

Article I. Name and Purpose

Section 1.10 Name

The name of the non-profit corporation, chartered under the laws of the Commonwealth of Kentucky, is "Northern Kentucky Fly Fishers, Inc." and is referred to in these By-Laws as "NKFF" or the "Corporation," the official business address of which is 5531 Strike-the-Gold Dr., Burlington, KY 41005-9109 or such other address as may be designated from time to time by the Board of Directors.

Section 1.20 Purpose

The Corporation is a non-profit, domestic corporation organized exclusively for 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 such corresponding section of any future federal tax code. The purposes for which it is organized are as follows: To promote interest through education in the sport of fly-fishing, and all related subjects including, but not limited to, fly-casting, fly-tying, rod-building, net-building, and to assist in the protection and improvement of natural resources which have a direct relationship to fly-fishing by arranging meetings, conferences and related educational activities for its members and the public. "The Mission of Northern Kentucky Fly Fishers is to promote the sport of fly-fishing through education, conservation and community service."

Article II Membership

Section 2.10 Eligibility

Anyone who is interested in and capable of furthering the purposes of NKFF shall be eligible for membership subject to the provisions in Section 3 of this Article.

Section 2.20 Limitations

The total membership of NKFF will not be limited to any set number. The number of persons under age 18 will not exceed 50% of the total membership.

Section 2.30 Acceptance

Application for membership will be submitted to the current Director of Membership of NKFF together with such other information as determined by the Board of Directors of NKFF. The applicant will be required to sign a waiver releasing NKFF, its officers, Board of Directors, and its membership from any liability in case of loss or injury incurred as a result of any function or activities of NKFF and, upon payment of dues and signing of the waiver, will be admitted to the membership and will be entitled to all privileges of membership. Revocation or attempted revocation of the waiver shall be deemed a resignation of membership.

2.40 Honorary Membership

The Board of Directors of NKFF may elect any person to the status of honorary member if said person is deemed to have furthered the purposes of the organization in an outstanding and selfless manner. Honorary members will be entitled to all rights and privileges of the regular members but will not be required to pay any dues.

2.50 Renewal and Resignation

Any member in good standing may renew membership in NKFF by paying the dues for the upcoming fiscal year. Any member may resign by letter addressed to any officer or to the Director of Membership, and the resignation will become effective upon receipt thereof. Such member will forfeit all dues already paid, unless otherwise determined by the Board of Directors in its sole discretion.

2.60 Termination

The Board of Directors may terminate any member for infraction of any NKFF rule or for any other cause if the Board deems such action to be in the best interests of the organization. The Board will immediately notify a member so terminated in writing. The terminated member will thereafter be entitled to a reasonable opportunity to be heard, in person or by representative, by the Board of Directors or a special committee appointed by it concerning his or her termination. The Board may thereafter rescind the termination or expel the member and its decision will be final.

Article III Authority of Members, Board of Directors, Officers

Section 3.10 Authority in Members

All of the rights and powers which may be exercised by NKFF will be vested in the membership. These rights and powers will be subject to exercise or change by the membership at a regular business meeting or a duly called special meeting. The members may delegate authority to the Board of Directors as stated in these By-Laws or by other action taken at a meeting of members. For clarity, the Board of Directors may delegate its authority to committees authorized and organized by the Board.

Section 3.20 Management by Officers and Board of Directors

The officers and the Board of Directors will manage, direct, control, and administer the property, affairs, and business of the organization, will put into effect all general policies, directions, and instructions adopted at the meetings, and will act for NKFF in all matters within the jurisdiction granted the officers and the Board of Directors by these By-Laws and the membership.

Section 3.30 the Board of Directors Financial Oversight

The Board of Directors will govern the expenditure of all funds of whatever nature. No officer, committee, committee member, or NKFF member may incur any financial obligation for NKFF without first having the approval of the Board and its authority to act for NKFF. Approval of a budget for a project or committee of the Board shall be deemed approval of expenditures within the approved budget. No member or director who is not an officer shall have the authority to bind the corporation.

Section 3.40 Committees of the Board

The Board of Directors may, from time to time, establish and organize committees to perform functions of the corporation, such as but not limited to finance, marketing, membership, women's outreach, conservation, education, special events, trips, and other committees. Each committee shall be chaired by a member of the Board, who may recruit members of the organization to serve on such committees.

Article IV Meetings

Section 4.10 Regular Meetings of Members, Notice of Meetings

Regular meetings of the membership will be held once each month at such a time and place as directed by the Board of Directors. The Board may determine, in its sole discretion, that a regular or special meeting of members shall not be held at any place but instead be held solely by means of remote communication in accordance with KRS Section 273.195 as amended from time to time. Notice of a regular or special meeting may be given by personal delivery, by mail, by electronic mail, newsletter, whether hardcopy or electronic in form, or other electronic transmission, or by oral communication where reasonable. Notice shall be given in accordance with the number of days stated KRS Section 272.197, except that no notice of regular monthly meetings is required.

4.20 Special Meetings of Members

Special meetings of the Membership will be held whenever such a meeting is called by:

- The Board, the President of NKFF, or in his or her absence, the Vice-President; or

- A vote of the majority of the members at a regular meeting provided a minimum of 20% of the total membership is present; or
- A written petition to the Board signed by not less than 25% of all the voting members. The petition will state the purpose of such special meeting.

Section 4.30 Time for Meeting

Special meetings called under the provisions of this Section are to be held within 45 days after calling such a meeting or receipt of such resolution or petition by the Board.

Section 4.40 Member Voting, Proxy Voting

There shall be one vote for each membership. A family membership is considered a single membership and entitled to one vote. Voting by proxy will be permitted at regular and special membership meetings of NKFF. A proxy must be signed by the member, dated, and designate the person to exercise the proxy. A proxy shall be a valid to the date stated in the proxy but in no event for more than one year. The proxy must be presented to the Secretary or President of NKFF prior to the commencement of the meeting.

Section 4.50 Meetings of Directors

The Board of Directors shall meet on a regular basis during each even numbered month of the calendar year. Special meetings of the Board of Directors may be called by the President or any two Directors. Notice of such meetings may be given by personal delivery, by mail, courier, electronic mail or other electronic communication to the Director's address or email address on file with NKFF not less than 2 days before the date of the meeting. Notice may also be given by oral communication where reasonable. Meetings of the Board of Directors may be held by any means of communication by which all Directors participating may simultaneously communicate with each other in accordance with KRS Section 273.217 as amended from time to time. Directors may not attend or vote by proxy.

Section 4.60 Quorum for Member and Director Meetings.

A quorum for a regular or special meeting of members of NKFF will consist of not less than 20% of the total membership. Family memberships shall be considered a single membership. A quorum for a Board of Directors meeting will consist of not less than 50% of the Board of Directors then in office.

4.70 Majority

Every decision at a members' or Directors' meeting will be by a majority of the votes cast, either in person, or in the case of a membership meeting, by proxy, unless a larger vote is required by these By-Laws or the Articles of Incorporation.

4.80 Rules of Order

Meeting of members will be conducted in accordance with "Robert's Rules of Order, revised" only if necessary for the orderly conduct of a meeting of the membership, or at the request of any two members attending the meeting.

Article V Directors and Officers of NKFF

Section 5.10 Directors

The Directors of NKFF will consist of not less than three (3) nor more than nineteen (19) members of the organization as determined by and elected by the members at a meeting of members or by Directors at a meeting of Directors (or by written consent of all the Directors in accordance with KRS 273.375 as amended from time to time).

Section 5.20 Election of Officers and Directors

Officers and Directors may be nominated by any NKFF member at any regular meeting of Members or at any Directors meeting. Said nominee(s) may be elected by a majority vote of members or Directors assuming a quorum is present at the meeting.

Section 5.30 Eligibility

Any member of NKFF in good standing is eligible for election and installation as an officer or director of NKFF. Persons who are not members in good standing are not eligible to serve as an officer or director.

Section 5.40 Duties of the officers and Directors

5.41 the President will:

- Be the primary administrator of NKFF affairs
- Exercise general supervision of NKFF affairs
- Perform all duties required of him/her by the By-Laws or delegated to him/her by the Board
- Perform all other duties which are usual and incidental to the office of President
- Preside at every meeting of NKFF and the Board

- Attend, whenever possible, all NKFF Board and membership meetings
- Appoint all members of the various committees
- Serve as an ex-officio member of all committees
- Along with one other officer of NKFF, sign all contracts and legal documents for and in the name of NKFF but only when authorized by the Board

5.42 The Vice President will:

- In the absence of the President, act as the President in all matters
- Perform all duties required of him/her by the By-Laws or delegated to him/her by the Board
- Attend, whenever possible, all NKFF Board and membership meetings
- Assist any other officer or director in the performance of his/her duties
- Along with one other officer of NKFF, sign all contracts and legal documents for and in the name of NKFF but only when authorized by the Board

5.43 The Secretary will:

- Take charge of and be responsible for all clerical work pertaining to the business of NKFF including:
 - Keep a record of all regular and Board meetings
 - Prepare and issue correspondence relative to NKFF business
 - Present a written record of all items of business outstanding as of the last meeting in his/her term of office
 - Count and record all secret ballots
- Produce any and all records, correspondence, documents, etc., and any other information in his/her care whenever ordered by the President or the Board

5.44 The Historian will:

If an Historian has been elected, that person shall maintain a history of the NKFF organization and events.

5.45 The Treasurer will:

- Be responsible for all financial activity of NKFF
- Be chairperson of the finance committee
- Receive all monies and deposit them in a bank or banks approved by the Board
- Keep a regular and systematic book of accounts
- Exhibit such books and any and all papers and vouchers whenever so directed by the president or the Board
- Submit a written statement of disbursements and receipts to the Board members prior to each Board of Directors meeting
- Pay only such bills as are presented to him/her by the authority of the Board

- Give written receipts for any cash received
- Sign all checks for NKFF
- Serve as a steward of all NKFF owned equipment

5.46 The Membership Director will:

- Assist in the maintenance of an accurate and complete record of all members' names, addresses, email addresses, phone numbers, and other pertinent information
- Assist in creating mailing labels to be used for any special mailings as necessary
- Develop and maintain methods of promoting NKFF to the general public to achieve new membership
- Coordinate a committee for the purpose of calling all members by telephone if ever necessary
- Keep materials relative to the promotion of the Fly Fishers International, the 5th district Federation of Kentucky Sportsmen and any other partner organization available for members

5.47 The Marketing/Communications Director will:

- Work with the officers, Board of Directors and Directors of all Board committees to assist in the promotion of their charters and all club activities and events
- Organize regularly scheduled indoor, outdoor and/or virtual membership meetings
- Coordinate, for each regular meeting, a fly-fishing related program and solicit ideas for programs from the membership
- For each indoor and outdoor meeting, promote reservations for the meeting to maximize attendance
- Works with membership director to accurately predict the amount of food for the meetings
- Produce or cause to be produced through the efforts of other members of NKFF, an informative newsletter to be distributed to each member on a regular basis

5.48 The Special Events Director will:

- With the Special Events Committee, select items to be raffled off at each monthly meeting (rods, reels, lines, hooks, flies, vests, fly boxes, pin -ons, etc.) And maintain an adequate inventory of said items
- Assist in the planning of an annual banquet with special guest speaker and program

5.49 The Trips Director will:

- Coordinate the planning of several local (within 100 miles) one day fishing trips and several remote (long distance) multi-day fishing trips each year

- determine the need for and set the amount of any deposit required for a trip
- Maintain appropriate documentation on accommodations (motels, lodges, campgrounds, etc.) In the various areas where trips are planned

5.50 The Conservation Director will:

- Promote the protection and improvement of fly-fishing related natural resources, the ethics and etiquette of fly-fishing and the benefits of catch-and-release fishing
- Supervise the development of a list of local conservation projects to be submitted to the membership and the Board
- Coordinate manpower for the projects and activities of the organization

5.51 The Education Director will:

- Coordinate all teaching activities of NKFF and ensure that proper handouts, supplies, materials, tools, etc., are available for such classes
- Coordinate the development of a youth education program on flyfishing and related topics
- Maintain lists of equipment for beginning fly-fishers and fly-tyers (including tackle, materials, publications, etc.)
- Establish at least three events each year to be included on the calendar of events; these events should be open to the public and available via local county agencies
- Ensure that the members of NKFF are also provided with flyfishing-related class opportunities
- Maintain a directory of NKFF teaching activities

5.52 The Directors-at-Large, if any, will:

- Provide needed assistance to whatever other director or officer of NKFF for whatever projects are currently active

Section 5.60 Vacancies

Should a vacancy occur in any Board of Directors seat or office of NKFF, it will be the duty of the Board to fill the vacancy.

Section 5.70 Impeachment

Proceedings to relieve an officer or director of elected office shall only take place at a special meeting called in accordance with the provisions of article 4. The motion to relieve an officer or director of elected office will require a concurring vote of not less than two-thirds of the members present at such special meeting, provided a quorum of the total membership in NKFF is either present or has voted on the issue by other proper procedure.

Article VI Executive Committee and Meetings of the Executive Committee

Section 6.10 Executive Committee of Board of Directors

The Board of Directors may, in its discretion, establish and organize an Executive Committee of the Directors chaired by the President, herein referred to as the Executive Committee of the Board, consisting of such officers and Directors as the Board may determine.

Section 6.20 Meeting Time and Place

Meetings of the Executive Committee of Board, if one be established, will be held as deemed necessary by the President or any two Board Members.. Notice of each of the meetings will be given each member of the Executive Committee in in the same manner as notice for Board of Director meetings. Executive Committee meetings may be held by electronic communications equipment so long as each member can hear each other and participate in the meeting.

Section 6.30 Decisions

All decisions of the Executive Committee will be rendered by a majority vote of any quorum of the committee either in person at a meeting or by electronic communication meeting.

Article VII finances**Section 7.10 Fiscal Year**

The fiscal year for NKFF will begin on January 1 of each year and end on December 31 of the same calendar year.

Section 7.20 Dues Payable

Dues are payable by March 1st of each year. A three-month grace period is given before any member is considered inactive.

Section 7.30 Amount of Dues

The amount of the annual dues will be established by the Board before the end of business at the October meeting for the immediately succeeding fiscal year. Such dues will continue from year to year until changed by the Board.

Section 7.40 Refunds of Dues

No refund of dues will be made unless approved by the Board of Directors in its sole discretion.

Section 7.50 Budgeting

Prior to the Directors meeting in December the Treasurer will prepare an annual budget showing in detail the anticipated income and expenditures. Unless otherwise directed by a

meeting of the members, the Board will use reasonable efforts to adopt a budget the aggregate of which in any fiscal year will not exceed the estimated income of such year.

7.60 Expenditures

7.61 Every expense and financial liability of NKFF and every expenditure of money of NKFF will be appropriately documented and posted to the NKFF books of account.

7.62 No part of the net earnings shall inure to the benefit of, or be distributed to its members, Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth above in Article I.

7.70 Special Funds

7.71 The Board, or the membership at a regular meeting, may establish special funds to be set aside for specific purposes and may appropriate deposits of moneys to such special funds from time to time.

7.72 No expenditures will be made from such special funds other than for the purpose designated when the fund was established, except by the adoption of a resolution approved by two-thirds of the Directors, the organization may borrow moneys from a special fund provided notice of the intention to borrow, stating the amount thereof, the necessity and the reasons therefore and the method of repayment is stated in the resolution.

7.73 With the approval of two-thirds of the Directors, NKFF may eliminate a special fund and cause such fund to be stricken off the records, provided a resolution is adopted stating the reasons for the elimination and the purpose for which the moneys therein, if any, will be used or returned to the donors.

Article VIII General Provisions

Section 8.10 Endorsements

In no event will the organization directly or indirectly participate in, or intervene in, or express a preference for any political campaign on behalf of (or in opposition to) any candidate for elective public office.

Section 8.20 General Activities/Prohibitions

Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax; or by a corporation, contributions to which are deductible under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal code.

Article IX Organization Rules

NKFF may adopt, change, or rescind any such rules as it desires to govern its usual activities without previous notice at any regular or special meeting, assuming a quorum is present.

Article X Amendments to By-Laws

These By-Laws may be amended at any meeting of members provided that a notice stating the purpose of each proposed amendment and the reason for it is distributed to every member in good standing and entitled to vote at least 5 days prior to the date of the meeting at which the proposed amendment is to be voted upon.

Article XI Distribution of Assets

Upon dissolution upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code subject only to any order of a court of competent jurisdiction.