

BY-LAWS
SALTWATER FLY ANGLERS OF DELAWARE, INC.
Incorporated November 16, 2010

MISSION STATEMENT AND PURPOSE

The charter and mission of this fishing club (hereinafter Saltwater Fly Anglers of Delaware, Inc. shall be referred to as the "Club") is to promote the sport of saltwater fly fishing by bringing saltwater fly anglers together to gain and share knowledge of the sport, to exchange information, to educate saltwater fly anglers, to mentor new saltwater fly anglers, to have fun using fly tackle while promoting good sportsmanship, care for the environment and the fun and enjoyment of using fly tackle in saltwater. The Club strives to continuously improve the community of saltwater fly anglers through the sharing of techniques, equipment, fishing locations and building relationships to foster that purpose.

SECTION 1. OFFICES

1.1 Offices. The principal office of the Club shall be located at the home of the treasurer of the Saltwater Fly Anglers of Delaware, Inc. (the "Corporation"), County of Sussex, State of Delaware.

SECTION 2. CORPORATE SEAL

2.1 Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its incorporation and the words "Incorporated, Delaware."

SECTION 3. MEMBERSHIP

3.1 Membership. Member shall mean an individual who pays the Annual Dues charged by the Club (hereinafter "Member" and/or "Membership"). Annual dues (payable January 1) shall be sent to the Treasurer or person of his designation. The amount of the annual dues shall be determined by the Board of Directors and published in the November/December and January/February issues of the Club's newsletter.

3.2 Membership Years. The Membership Year is a calendar year beginning January 1st and ending December 31st.

3.3 Term of Membership. Persons who become qualified for membership during a year shall become a member immediately upon qualification and said

membership shall expire December 31st.

3.4 Renewal of Membership. A reminder of the upcoming renewal of membership will be published in the newsletter in the November/December and January/February issues. Existing Members shall have until April 30th to pay the Annual Dues and maintain their Membership. Failure of an existing Member to renew their Membership by the date of April 30th of any year will result in the termination of membership, including participation in club activities and the removal of the person's name from the club e-mail list and termination of newsletter mailings.

3.5 Notice of Renewal. At the end of each calendar year, the Board of Directors will instruct the Membership Coordinator to send a complete list of current members, including name, town, state of residence and phone number to all members as of December 1st of that membership year. The membership list will be sent in .pdf format via e-mail to all members who have provided an e-mail address and regular U.S. Mail to all members who have not provided an e-mail address. A member who receives the list via e-mail may also request a paper copy to be mailed or given to them in person at the next meeting.

3.6 Membership shall not be assignable or transferable.

3.7 Termination of Membership. Membership may be terminated by the Board of Directors as set forth hereinafter for violation of club by-laws, rules and policies and/or actions, speech or conduct bringing dishonor to the club as determined by the majority vote of the Board of Directors.

SECTION 4. MEETINGS OF MEMBERS

4.1 Annual Meetings. An Annual Meeting of the Members of the Club shall be held at least once each year. The Annual Meeting of the Members of the Club shall include the election of the Board of Directors. The Annual Meeting shall be held in December each year. An alternate date may be set if requested by a majority of the Members.

4.2 Regular Meetings. Regular meetings of the Club will be held monthly, unless otherwise decided by the Board of Directors. When possible, the meetings will be held on weeknights (Monday through Thursday) as dictated by meeting place availability.

4.3 Special Meetings. Special meetings of the Club may be called by (1) the President, (2) a majority of the Board of Directors, or (3) at the request in writing of a majority of the Members.

4.4 Emergency Meetings. Emergency meetings may be called by (1) the President or (2) a majority of the Board of Directors.

4.5 Place of Membership Meetings. All regular meetings of the Membership shall be held in Sussex County, Delaware, at such place or places, within Sussex County, State of Delaware, as may from time to time be fixed by the Board of Directors or as shall be specified and fixed in the respective notices or waivers of notice thereof. Special meetings may be held in or outside of Sussex County, Delaware at such place or places as may from time to time be chosen by the Board of Directors or as shall be specified and fixed in the respective notices or waivers of notice thereof.

SECTION 5. NOTICE

5.1 Timing of Notice. Except in cases of emergency meetings, which may be held without prior notice, not fewer than 10 nor more than 60 days in advance of any regular or special meeting of the Membership, the secretary or other officer specified in the bylaws shall cause notice of that meeting to be delivered to each Member by any means described herein, including electronic mail or sent prepaid by United States mail to any mailing address designated in writing by the Member.

5.2 Contents of Notice. The notice of any meeting must state the time and place of the meeting and the items on the agenda, or must state the website address where the agenda is located as provided in this section including: (i) a statement of the general nature of any proposed amendment to the Certificate of Incorporation, Bylaws, or Rules and Policies; (ii) a statement that in the absence of objection from any Member present at the meeting, the president may add items to the agenda; (iii) any budget changes; and (iv) any proposal to remove an officer or Member of the Board of Directors. The agenda may be posted on the website of the Club, in lieu of being included in the notice, provided that the Club shall, by any means described in these bylaws, furnish to any Member who so requests a copy of the agenda prior to the meeting. Regardless of the agenda, Members shall be given a reasonable opportunity at any meeting to offer comments to the Board of Directors regarding any matter affecting the Club.

5.3 Special Meetings Called by the Members. If the Club does not notify Members of a special meeting within thirty (30) days after the requisite number or percentage of Members requested the secretary to do so (see Section 4.2), the requesting Members may directly notify all the Members of that meeting. Only matters described in the meeting notice required by this section may be considered at a special meeting.

5.4 Forms of Notice. The following methods of giving notice shall be used by the Club:

- (i) hand delivery of the notice to the Member;
- (ii) mailing of the notice, prepaid by United States mail to the mailing address of each Member designated in the Club's membership list, unless that person has designated in writing a different mailing address in which case it shall be sent to the designated address; or
- (iii) sent by electronic means if the Member gives the Club prior written authorization to provide that notice, together with an electronic address.

5.5 The ineffectiveness of a good faith effort to deliver notice by any authorized means does not invalidate action taken at a meeting or in lieu of a meeting.

SECTION 6. QUORUM

6.1 Membership Meetings. A quorum is present throughout any meeting of the Members of the Club if:

(1) Persons entitled to cast at least twenty percent (20%) of the votes in the Club are present in person, by proxy or by ballot at the beginning of the meeting; or

(2) Ballots solicited in accordance with Section 7.5 of these Bylaws are delivered to the secretary in a timely manner by persons who, together with those persons present in person or by proxy or ballot at the beginning of the meeting, would comprise a quorum for that meeting.

6.2 Board of Directors' Meetings. A quorum is present throughout any meeting of the Board of Directors if persons entitled to cast a majority of the votes on that board are present throughout the meeting.

SECTION 7. VOTING

7.1 Membership Voting. All Members are entitled to one (1) vote at any regular or special meeting of the Club.

7.2 Proxies. The vote allocated to a Member may be cast pursuant to a proxy duly executed by the Member. A Member may revoke a proxy given pursuant to this section only by actual notice of revocation to the person presiding over a meeting of the Members of the Club. A proxy is void if it is not dated or purports to be revocable

without notice. A proxy terminates 1 year after its date, unless it specifies a shorter term.

7.3 Vote by Majority. A majority of the votes cast in person, by proxy or by ballot at a meeting of the Members of the Club where a quorum is present shall determine the outcome of any action of the Club where a vote is taken so long as the number of votes cast in favor comprise at least a majority of the number of votes required for a quorum for that meeting.

7.4 Voting/Action by Ballot without a Meeting. Action may be taken by ballot without a meeting as follows:

(1) Any action that the Club may take at any meeting of Members may be taken without a meeting if the Club delivers a written or electronic ballot to every Member entitled to vote on the matter. A ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action.

(2) All solicitations for votes by ballot must: (A) indicate the number of responses needed to meet the quorum requirements; (B) state the percentage of approvals necessary to approve each matter other than election of the Board of Directors; (C) specify the time by which a ballot must be delivered to the Club in order to be counted, which time shall not be less than 3 days after the date that the Club delivers the ballot; and (D) describe procedures (including time and size and manner) by when Owners wishing to deliver information to all Owners regarding the subject of the vote may do so.

(3) Approval by the ballot pursuant to this section is valid only if: (A) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and (B) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes by ballot.

(4) A ballot shall not be revoked after delivery to the Club by death, disability or revocation by the person who cast that vote.

SECTION 8. BOARD OF DIRECTORS

8.1 Administration. The property and business of the Club shall be managed and controlled by the Board of Directors.

8.2 Number of Board Members. The number of Members on the Board of Directors (hereinafter "Directors") shall be no less than three (3) and no more than

seven (7). If a vacancy arises by reason of death, resignation, or otherwise, such vacancy shall be filled, for the unexpired term of that position, by a Member who shall be selected by the remaining Directors.

8.3 Nomination and Election. Directors shall be elected by the Members, except that if there be a vacancy in the Board it shall be filled as set forth in Section 8.2. Nominations for the Board of Directors shall be made by members at the regular meeting of the club in November. The first order of business at the annual meeting of the Members in December (which shall also be December's regular meeting) shall be the election of Directors for the Board of Directors. Once the meeting is called to order, the presiding officer shall ask for nominations for the Board of Directors. A Member may nominate themselves or another Member. When asked to do so, those wishing to nominate shall stand, when recognized, and give their name and the name of the nominee. A list of all nominees shall be compiled which shall be distributed with the agenda for the annual meeting (also the regular meeting) of the club in December. At the annual meeting (regular meeting) in December, the vote on the nominees for the Board of Directors shall be taken by the means selected by the Board of Directors at the meeting. The Board of Directors shall be elected by plurality vote of the Members present or by proxy.

8.4 Term of Office. Any person elected to the Board of Directors shall be elected for a one-year term which term shall run with the Membership Year, provided, however, the Directors serve at the will of the Members and may be removed as set forth in Section 15.

8.5 Membership Required. The Board of Directors shall be comprised of Members.

SECTION 9. POWERS OF THE BOARD OF DIRECTORS

9.1 Requirements. The Board of Directors shall adopt bylaws. Further the Board of Directors shall adopt and amend budgets as set forth herein in Section 14 and shall collect annual dues.

9.2 General Powers. The Board of Directors shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised by the Club, subject to the provisions of Delaware General Corporate Law, the Certificate of Incorporation, and these By-Laws.

9.3 Specific Powers: The Board of Directors shall have power to:

- (1) To adopt Rules and Policies;

- (2) Determine the amount of the annual dues required for membership¹;
- (3) Establish committees and appoint Members to serve on committees or other positions in the Club, including but not limited to Newsletter Editor, Webmaster and Membership Coordinator as described in Section 21;
- (4) Invest any funds of the Club;
- (5) Hire and discharge employees, agents, and independent contractors;
- (6) Institute, defend, or intervene in litigation, arbitration, mediation or administrative proceedings in its own name on behalf of itself or 2 or more Members on matters affecting the Club;
- (7) Make contracts, obtain insurance and incur liabilities;
- (8) Regulate the use, maintenance, repair, replacement, and modification of Club property;
- (9) Cause improvements to be made to the Club's property;
- (10) Acquire, hold, encumber, improve and convey in its own name any right, title, or interest to real estate or personal property;
- (11) Grant easements, leases, licenses, and concessions through or over the Club's property;
- (12) Impose and receive any payments, fees, or charges for the use, rental, or operation of the Club's property and for services provided to Members;
- (13) Suspend any privileges of Members; and, after notice and an opportunity to be heard, may levy reasonable fines for violations of the Bylaws and Rules and Policies of the Club;
- (14) Provide for the indemnification of its officers and Board of Directors and maintain Directors' and officers' liability insurance;

¹ From the club's inception in 2000 until 2008, the annual dues were Ten Dollars (\$10.00). On January 1, 2009, the annual dues increased to Fifteen Dollars (\$15.00).

(15) To determine by whom and in what manner the Club's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts or other documents shall be signed.

(16) Exercise any other powers necessary and proper for the governance and operation of the Club;

(17) By rule, require that disputes between the Board of Directors and Members or between two or more Members regarding the Club be submitted to nonbinding alternative dispute resolution in the manner described in the rule as a prerequisite to commencement of a judicial proceeding; and

(18) By resolution or resolutions passed by a majority, designate one or more committees. Each committee must consist of Members and may but need not consist of one or more of the Directors of the Club. Each committee shall periodically report in writing to the Board of Directors. The Board of Directors may designate one or more Directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of such committee or committees the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

SECTION 10. MEETINGS OF DIRECTORS

10.1 Scheduling of Meetings. Meetings of the Board of Directors must be held at least quarterly. Special meetings of the Board of Directors may be called by the president or a majority of the Board of Directors. For purposes of this section, "meetings of the Board of Directors" do not include incidental or other informal gatherings of 2 or more Directors for social or other purposes or any meetings where no decisions are made or discussed regarding Club business.

10.2 Form of Meeting. The Board of Directors may meet in a telephonic or video conference call or interactive electronic communication process.

10.3 Action by Unanimous Consent. In lieu of a meeting, the Board of Directors may act by unanimous consent as documented in a record signed by all its members, but the Board of Directors may not act by unanimous consent to: (i) adopt a rule, (ii) impose a fine or take action to enforce the bylaws or rules and policies, (iii) buy or sell real property, (iv) borrow money, or (v) contract for any sum greater than five (5) percent of the Club's annual budget.

SECTION 11. COMPENSATION OF DIRECTORS AND MEMBERS OF COMMITTEES

11.1 Directors and members of committees shall serve without compensation for attendance of each regular or special meeting of the Board, Membership or committee.

SECTION 12. OFFICERS OF THE CLUB

12.1 The officers of the Club shall be a President, one (1) or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may from time to time be chosen by the Board of Directors. The President and Vice President shall be chosen from among the Directors.

12.2 One (1) person may hold the offices of Secretary and Treasurer, or Vice President and Treasurer or Vice President and Secretary, but not the offices of Vice President, Secretary and Treasurer.

12.3 The officers of the Club shall hold office until their successors are chosen and qualified in their stead. Any officer chosen or appointed by the Board of Directors may be removed either with or without cause at any time by the affirmative vote of a majority of the whole Board. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the remaining Directors.

12.4 All officers shall be Members.

SECTION 13. DUTIES OF THE OFFICERS

13.1 President. The President shall be the chief executive officer of the Club. It shall be his duty to preside at all meetings of the Membership and Directors; to have general and active management of the business of the Club; to see that all orders and resolutions of the Board of Directors are carried into effect; to execute all contracts, agreements, deeds, bonds, mortgages and other obligations and instruments, in the name of the Club, and to affix the corporate seal thereto when authorized by the Board of Directors. The President shall have the general supervision and direction of the other officers of the Club and shall see that their duties are properly performed.

13.2 Vice President. The Vice President or Vice Presidents, in the order designated by the Board of Directors, shall be vested with all the powers required to perform all the duties of the President in his absence or disability and shall perform such other duties as may be prescribed by the Board of Directors.

13.3 President Pro Tem. In the absence or disability of the President and the Vice President(s), the Board of Directors may appoint from their own number a President pro tem.

13.4 Secretary. The Secretary shall attend all meetings of the Club and the Board of Directors. He shall act as clerk thereof and shall record all of the proceedings of such meetings in a book kept for that purpose. He shall give proper notice of meetings of Members and Directors and shall perform such other duties as shall be assigned to him by the President and the Board of Directors.

13.5 Treasurer. The Treasurer shall have custody of the funds and securities of the Club and shall:

(1) Keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit all moneys and other valuable effects in the name and to the credit of the Club in such depositories as may be designated by the Board of Directors;

(2) Make all payments and disbursements for the club; provided however, the Treasurer must have Board of Director approval to make any payment or disbursement greater than One Hundred Dollars (\$100.00).

(3) Prepare and present the Financial Report described in Section 14 to the Board of Directors, at each annual meeting of the Members and at such other times as the Board of Directors shall direct;

(4) Ensure that any local, county, state and federal tax returns or statements, which are required under the applicable regulations and laws, are timely filed; and

(5) Give the Club a bond, if required by the Board of Directors, in such sum and in form with security satisfactory to the Board of Directors for the faithful performance of the duties of his office and the restoration to the Club, in case of his death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind and in his possession, belonging to the Club. He shall perform such other duties as the Board of Directors may from time to time prescribe or require. The cost of said bond shall be a common expense of the Club.

SECTION 14. FINANCIAL REPORTING/BUDGET

14.1 Annual Financial Report. The Board of Directors shall, at least annually, prepare a Financial Report for the Club which shall include a budget for the upcoming year. The Treasurer shall present the Financial Report at a regular meeting of the Members.

SECTION 15. REMOVAL OF DIRECTORS

15.1 Removal by Members. The Members, by a two-thirds vote of all persons present, in person, by proxy or by ballot, and entitled to vote at any meeting of Members at which a quorum is present, may remove any member of the Board of Directors with or without cause.

15.2 Notice of Removal of Member of Board of Directors. The Members may consider the question of whether to remove a member of the Board of Directors either: (1) at any regularly scheduled meeting of the Members at which a quorum is present if that subject was listed in the notice of the meeting, or (2) at a special meeting called for the purpose of removing a member of the Board of Directors, whether or not a quorum is present, so long as the voting at the special meeting is conducted in the manner described in Section 15.4.

15.3 Meeting Process for Removal of Member of the Board of Directors. At any meeting at which a vote to remove a member of the Board of Directors is to be taken, the Board of Directors shall provide a reasonable opportunity to speak before the vote to all persons favoring and opposing removal of that member, including without limitation the member being considered for removal.

15.4 Removal Process if a Special Meeting is called to Remove a Member of the Board of Directors. If a special meeting is called for the purpose of removing a member of the Board of Directors, then the following rules apply, whether or not a quorum is present at that meeting in person or by proxy:

(1) After all persons present at the meeting have been given a reasonable opportunity to speak, the meeting shall be recessed for a period calculated in the manner described in paragraph (2) of this section below.

(2) Promptly following the recess, the Club shall notify all Members of the recessed meeting and inform the Members of their opportunity to cast votes either in favor or against removal during the 30-day period following the day that the notice is sent.

(3) The notice sent to Members shall specifically inform them of their right to cast votes either in a secret written ballot, on a form provided to the Members or by electronic means according to instructions contained in that notice.

Whether a vote under this subsection (Subsection 15.4) is taken before or after a recess, and whether or not taken by electronic means, a member of the Board of Directors may be removed only if the number of votes cast in favor of removal: (i)

exceeds the number of votes cast in opposition to removal and (ii) is greater than one-third of the total votes of the Club.

SECTION 16. DUTIES MAY BE DELEGATED

16.1 In case of the absence or disability of any officer of the Club or for any other reason deemed sufficient by a majority of the Board of Directors, the Board of Directors may delegate its powers or duties to any other officer or to any Director for the time being.

SECTION 17. DIRECTOR LIABILITY/INDEMNIFICATION

17.1 Pursuant to 8 Del. C. Section 102(7), Directors of this Club shall not be personally liable for monetary damages to the Club or its Members, except as provided for under the aforementioned code section for actions involving bad faith, intentional misconduct or actions for improper personal benefit.

17.2 This Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of this Club) by reason of the fact that he is or was a director, officer, employee, or agent of this Club, or is or was serving at the request of this Club as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful., The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself; create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this Club, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful., the Club may purchase insurance in addition to this indemnification which insurance shall be a common expense.

SECTION 18. FISCAL YEAR

18.1 The fiscal year of the Club shall begin on the first (1st) day of January in each year.

SECTION 19. BOOKS AND RECORDS

19.1 The books, accounts and records of the Club except as otherwise required by the laws of the State of Delaware, may be kept within the State of Delaware, at such place or places as may from time to time be designated by the By-Laws or by resolution of the Directors.

19.2 The Club shall maintain the following records in written form or in another form capable of conversion into written form within a reasonable time:

(1) Detailed records of receipts and expenditures affecting the operation and administration of the Club and other appropriate accounting records. All financial records shall be kept in accordance with generally accepted accounting practices.

(2) Minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Club.

(3) A record of its Members in a form that permits preparation of a list of the names and addresses of all Members, in alphabetical order, showing each Member who is entitled to vote; and

(4) In addition, the Club shall keep a copy of the following records at its principal office: (1) its original or restated certificate of incorporation and bylaws and all amendments to them currently in effect; (2) the minutes of all Members' meetings and records of all action taken by Members without a meeting for the past 3 years; (3) any financial statements and tax returns of the Club prepared for the past 3 years, together with the report of the auditors of the financial records; (4) a list of the names and business addresses of its current Directors and officers; (5) its most recent annual report delivered to the Secretary of the State; and (6) financial and other records of the Club.

19.3 Subject to Section 19.4, all records kept by the Club, including the Club's Membership list and address, any aggregate salary information of employees of the Club, shall be available for examination and copying by a Member or the Member's authorized agent so long as the request is made in good faith and for a proper purpose related to the Member's membership in the Club. This right of examination may be exercised: (i) only during reasonable business hours or at a mutually convenient time

and location, and (ii) upon 5-days' written notice reasonably identifying the purpose for the request and the specific records of the Club requested.

19.4 Records kept by the Club may be withheld from inspection and copying to the extent that they concern:

- (1) Personnel matters relating to specific persons or a person's medical records;
- (2) Contracts, leases, and other commercial transactions to purchase or provide goods or services, currently in or under negotiation;
- (3) Pending or threatened litigation, arbitration mediation or other administrative proceedings;
- (4) Matters involving federal, state or local administrative or other formal proceedings before a government tribunal for enforcement of the declaration, bylaws or rules;
- (5) Communications with legal counsel which are otherwise protected by the attorney-client privilege or the attorney work product doctrine;
- (6) Disclosure of information in violation of law;
- (7) Meeting minutes or other confidential records of an executive session of the Board of Directors; or
- (8) Individual Member files other than those of the requesting Member.

19.5 An attorney's files and records relating to the Club are not records of the Club and are not subject to inspection by Members or production in a legal proceeding for examination by Members.

19.6 The Club may charge a fee for providing copies of any records under this section but that fee may not exceed the actual cost of the materials and labor incurred by the Club.

19.7 The right to copy records under this section includes the right to receive copies by xerographic or other means, including copies through an electronic transmission if available and so requested by the Member.

19.8 The Club is not obligated to compile or synthesize information.

19.9 Information provided pursuant to this section may not be used for commercial purposes.

SECTION 20. AMENDMENTS TO BY-LAWS

20.1 These By-Laws may be amended, altered, repealed or added to in the following manner. At any regular meeting of the club or any special meeting called for that purpose. Any amendment, alteration, repeal or addition shall be accomplished by any member in attendance proposing the amendment or modification of the by-laws. The member's proposal will be placed on the agenda for the next regular meeting of the club, or a special meeting for that purpose, where the proposed amendment shall be determined by the vote of a majority of the membership.

SECTION 21. COMMITTEES AND OTHER CLUB POSITIONS

21.1 Committees. The Board of Directors, at its discretion, shall create committees and appoint Members to serve on those committees. All committees created by the Board shall contain at least one (1) Director. Committees shall report to the Board of Directors.

21.2 Club Positions. The Board shall appoint Members to serve for the term of a Membership Year in positions important to the continued success of the Club. The Membership Coordinator must be a Member of the Board of Directors; the Board will attempt to fill these positions from the Board, but if no Board Member is available/willing, any Member can be appointed to these positions. At the adoption of these Bylaws, the regular club positions are as follows:

(1) Membership Coordinator: must be a member of the Board and shall keep the Membership list current, send renewal notices and terminate Memberships for non-payment and as directed by the Board, and shall undertake all other steps necessary for the Club to have an accurate list of Club Members.

(2) Newsletter Editor: write a bimonthly newsletter and send it to all Members; the newsletter will provide notice of meetings, events, and fishing trips, the newsletter will not contain negative or inappropriate material.

(3) Webmaster: maintain the Club's website at www.sfaod.com, which will contain the Club's mission and objectives, identify the Board of Directors and contain an application form for membership. The purpose of the website will be to provide communication to Club Members and to advertise and

promote the Club to non-members. When possible, notice of fishing trips, meetings and events will be posted on the website. Negative or inappropriate material will not be posted on the website. Sale of Members' personal fly fishing related items and Club items will be allowed. The Board shall have final review and approval of all materials placed on the website. The Webmaster is required to train no less than two (2) members of the Board on how to access the webpage in order to be able to make changes to the content of the webpage.

SECTION 22. DISSOLUTION

Section 22.1 Dissolution. In the event the Club is dissolved, the Board of Directors shall distribute any remaining Club property or monies to non-profit organization(s) selected by the Board.

These By-Laws are hereby accepted this __13th__ day of
__April_____, 20__11__.

DIRECTORS:

By: _Signed_____ (SEAL)

By: _Signed_____ (SEAL)

By: _Signed_____ (SEAL)

By: _Signed_____ (SEAL)

By: _Signed_____ (SEAL)

By: _Signed_____ (SEAL)

By: _Signed_____ (SEAL)