# WMFF Bylaws



## Mission

- To promote the art of fly fishing and fly tying principally through educational classes and live demonstrations.
- Promote the conservation, improvement, and accessibility of cold-water habitats in the Western Massachusetts area for all to enjoy.
- Encourage and educate club members and the general public on the values of good sportsmanship and maintaining an active stewardship of our natural resources.

**Article I**

**Section I** - The name of the organization is Western Massachusetts Fly Fishermen hereinafter referred to as "WMFF". The purposes for which the organization is formed are stated in our mission statement. The symbol of WMFF shall be a dry fly against a white background with WMFF in red, and spelled out in the blue background.

**Section 2** - The organization is an incorporated, non-profit, and non-sectarian entity

***501(c)(3) EIN: 80-0298174***

**Section 3** - WMFF shall not promote or oppose the candidacy of any person seeking election to public office and WMFF shall not participate or intervene in any political campaign on behalf of any candidate for public office. No substantial part of the activities of WMFF shall be carrying on propaganda or otherwise, attempting to influence legislation.

**Section 4** - Membership in WMFF shall be open to anyone interested in fly fishing, fly tying, or fishing in general. Payment of annual dues to WMFF is the only requirement for membership. A WMFF member is considered a "Member in Good Standing" when their membership dues are paid and current. The Annual Dues amount and payable date shall be determined by the Board of Directors, (herein after referred to as ("BOD") and approved by a majority of members in good standing at a regular scheduled monthly meeting.

**Section 5** - At all times when the organization as a whole or any part thereof, including meetings of the BOD, or committees, is duly and formally convened for the purpose of deliberation and transaction of business The Roberts Rules of Order and Procedure, shall govern the meetings, as the case may be, on all matters relating to order and procedure, including nominations and elections.

**Article II**

**Section 1** - Regular Meetings of WMFF shall be held monthly from September to May on the third Monday of the month at a place and time designated by the BOD. It shall be the duty of the Secretary to cause a notice of meetings by electronic communication (e-mail) to each of the members of record. Such notice will be directed to the member's last known contact address, at least five (5) business days preceding said meeting; provided, however, that a failure to send such notice, or any irregularity in the same, shall not affect the validity of any such monthly meeting, or any proceedings at such meeting.

**Section 2** - Special meetings of the members may be called by the President and at least (2) BOD members; or upon the request by a majority vote of the BOD; or upon demand in writing signed by 10 percent of members in good standing. Notice of the special meeting will be sent as outlined in Article II section 1 by the Secretary indicating the place, time, and agenda at least five (5) business days prior to the date of such meeting to each member of record in good standing; Provided however, that if all members waive notice of such meeting no notice of such meeting shall be required and when all the members shall meet in person, such a meeting shall be valid for all purposes without call or notice and at such meetings any proper action may be taken.

**Section 3** - At any meeting of the members, a majority of those present who are in good standing, shall constitute a quorum of the members for all purposes. However, no business shall be transacted if less than fifteen (15) percent of the membership is present.

**Section 4** - At each meeting of the members, every member in good standing shall be entitled to a vote. The vote for Officers, Board Members or any question put before the membership, shall be by, a show of hands vote, majority rules.

**Article III**

**Section 1** - The property and affairs of WMFF shall be managed and controlled by a BOD composed of not less than nine (9) members made up of four (4) elected officers; President, Vice President, Treasurer and Secretary and at least five (5) elected Board Members. Elections for Board of Directors shall be held every two years at the November regular meeting, if any BOD member or officer position becomes or is vacant by reason of death, disqualification or otherwise, or the need to increase the number of Directors as deemed necessary by the BOD a special election will be held at the next regular meeting to fill the vacant seat by a direct vote of the members of WMFF. Directors shall be chosen and elected from the qualified membership individuals to serve a (2) year term for Directors positions which have expired. No BOD member or Officer may serve more than (2) consecutive terms on the board unless, after (2) terms no one has been nominated or chosen as a replacement. A current BOD member may choose to serve until otherwise replaced by vote or for other reasons unable to continue to serve as a Board of Director.

**Section 2** - The meetings of the Directors shall be at a time and place as the BOD shall decide. A minimum of four (4) BOD meetings will be held yearly. Special meetings of the Board may be called by the President or any BOD members on a minimum notice of five (5) business days. Notice, to be sent by electronic communication (email) or phone to each Director.

**Section 3** - Not less than five (5) Directors shall be necessary to constitute a quorum of the Board for the transaction of business.

**Section 4** – The Director that has called the board meeting shall serve as Chairman of that board meeting or may delegate another board member to serve as Chairman for that meeting.

**Article IV**

**Section 1** - The executive officers of WMFF shall be; a President, a First Vice-President, Secretary, and Treasurer. The executive officers must be members in good standing of WMFF. They shall be elected by a direct vote of the members of WMFF.

**Section 2** – The President shall be the chief executive officer of WMFF. He or she shall have the general and active management of the business and affairs of WMFF. The President shall have the general supervision and direction of all the other officers of WMFF, and shall see that their duties are properly preformed. The President shall submit a report of the operations of WMFF to the members at each monthly meeting, and from time to time shall report to the Directors all matters within his or her knowledge and which the interests of WMFF may require to be brought to their notice. The President shall also produce, maintain, and make available to any Director, a list (inventory) of all property of WMFF, such list to include the location, description, and approximate value of the property to be updated annually. WMFF property is for the exclusive use of WMFF activities except when written permission is granted by majority vote of the BOD. In no event shall property be used for personal purposes. The Office of President shall not be held by one person for more than 2 terms in succession, unless no one has been nominated or chosen as a replacement. The current President may choose to serve until otherwise replaced by vote or for other reasons unable to continue to serve as President.

**Section 3** - The First Vice-President shall preside as President at any meeting of the members from which the President may be absent. In event the office of President becomes vacant the First Vice-President shall become President and serve as such for the unexpired term. He or she may perform any duties of the President. The First Vice President shall be knowledgeable in all club activities and shall assist the President in matters as determined and directed by the President.

**Section 4** - The Treasurer shall have custody of all Funds and knowledge of all property of WMFF. With the President, the Secretary, or Treasurer may sign and execute in the name of WMFF all contracts, agreements and other obligations of WMFF, subject to the approval of the BOD. When necessary or proper. The President and Treasurer shall endorse on behalf of WMFF for collection, all checks, notes, drafts and other obligations and shall deposit same to the credit of WMFF in such bank or banks as the Directors may designate. All checks or warrants for the disbursement of funds of WMFF above $2000 shall be signed by the President and countersigned by the Treasurer. He or she shall cause to be entered regularly in the books of WMFF full and accurate accounts of monies received and paid on account of WMFF and whenever requested by any member of the BOD, shall render a statement of his or her cash account, and shall also provide, if requested, a certified copy of any bank statement.

**Section 5** - The Secretary shall keep the minutes of all meetings and provide notices of all meetings. The Secretary shall keep an accurate and current record of all memberships and collect membership dues and be the custodian of all records, papers, correspondence, files and books of WMFF, current members of the BOD, and their contact information. Under the authority of the BOD and President the secretary will have active charge of the business of WMFF. The collection of membership dues or monetary donations to be turned over to the Treasurer to be reconciled against membership or donation lists.

**Section 6**- Except when necessary for the purpose of meetings, the Secretary shall not disclose to any person (other than members of the BOD) the names or addresses of members or the membership list without approval of the membership.

**Section 7** - The BOD may appoint other members of WMFF as they deem necessary to chair a committee for special projects or club initiatives and shall have such authority to perform such duties as may be prescribed by the BOD.

**Article V**

**Section 1** - The following causes shall be considered an automatic suspension from membership in WMFF.

a) Default in payment of annual dues for more than 60 days.

b) Conviction of willful violation of any of the fish and game Laws of any state or the United States.

c) A member may be suspended from membership by the BOD for any cause whatsoever, whenever the BOD shall deem the member undesirable. Any conduct of a member which is, or is likely to be, or tends to operate or result that is detrimental to WMFF and its members, shall be considered just cause for suspending such offending member.

**Article VI**

**Section 1** - No part of the income or net earnings of WMFF shall become of advantage to the benefit of, or be distributable to, any member, director or officer of WMFF or any other private individual, except that reasonable compensation may be paid for services rendered to or for WMFF effecting one or more of its purposes, and reimbursement may be made for any expenses incurred for or on behalf of WMFF by any officer, director, agent or contractor, member, or any other person or corporation, pursuant to and upon authorization of the BOD; and provided further that no member, director or officer of WMFF, or any other private individual shall be entitled to share in any dissolution of WMFF.

**Section 2** - No part of the assets of WMFF shall become of advantage to the benefit of or be distributable to any organization whose income or net earnings or any part thereof become of advantage to the benefit of any private shareholder or other individual.

**Section 3** - Dissolution of WMFF; The Role of the Board of Directors. The board of directors will vote to dissolve WMFF by drafting the Plan of dissolution, paying the nonprofit's liabilities and by following the steps to dissolve a 501 c 3 organization with the IRS in the state of Massachusetts. *See below*

- File a 990: Complete the final form 990 and check "terminated" in item B on page 1.
- Answer Questions: Indicate whether the organization closed or liquidated and answer questions about distributing assets.
- Complete Schedule N: Describe the liquidation, termination, or significant disposition of assets.
- Notify the IRS: Inform the IRS of the organization's dissolution by filing the final Form 9904.
- Check for Automatic loss of status: If the organization lost tax-exempt status due to failure to file, provide notice to the EO Entity2.

Link to: Massachusetts law about nonprofit Corporations
https//wwwmass.gov>info-details>Massachusetts

**Article VII**

**Section 1** - The bylaws of WMFF may be amended in part by a majority vote of the BOD then approved by the members in good standing at any regular or special meeting; provided, however, that notice by electronic communication the intention to amend the bylaws, in part, shall have been sent to each member of record at least fifteen (15) days preceding such meeting of the members, or the same may be amended in part, at any regular or special meeting, without notice, by a vote of at least two thirds of the qualified members present. In the event that a revision to the bylaws is an extensive rewrite that often makes fundamental changes in the structure of the organization. By the revision of your bylaws, you're proposing to substitute a new set of bylaws for the existing ones. Therefore, the rules regarding scope of notice that limit primary and secondary amendments don't apply. Your group is free to amend anything in the proposed revision before it's adopted, as if the bylaws were being considered and adopted for the first time." Once the revision has been voted on and accepted by the BOD a majority vote of the members in good standing at any regular or special meeting; provided, however, notice by electronic communication, of the revision to the bylaws, shall have been sent to each member of record at least fifteen (15) days preceding such meeting of the members, or the same may be added to a regular or special meeting, without notice, by a vote of at least two thirds of the qualified members present.

**History**

The *Western Massachusetts Fly Fishermen* (WMFF) was founded in 1971 as a IRS 501(c)(3) non-profit organization. It had existed before then as a chapter of the *United Fly Tyers*, but spun off as an independent club. Over 50 years later the club is dedicated to the sport of fly fishing with members made up of men *and* women from Massachusetts and Connecticut.

**WMFF Objectives**

- Promote the art and skills of fly fishing and tying through education.
- Promote favorable conditions for angling
- Improve and conserve the sport of fly fishing

**Our top priorities are:**

- Wildlife education and conservation
- Membership activities
- Monthly meetings September through May, usually with a guest speaker
- Monthly tying demo prior to meeting
- Annual exposition and member cookout
- Fly tying and casting clinics
- Fly tying demos at various locations

**List of WMFF Officers and Board of Directors**

| | | | |
|---|---|---|---|
| President | Harold Norman | 413 267 5124 | flytyerhrn1@gmail.com |
| Vice President | John LaFrancis | 860 597 6334 | 56johnlafrancis@gmail.com |
| Secretary | John Lawor | 413 579 1994 | j.lawor@aol.com |
| Treasurer | Donald Vacon | 413289 6787 | bucktailvacon@hotmail.com |

**Board of Directors**

| | | |
|---|---|---|
| Tom Panaccione | cell 860 305 1737 home 860 745 9585 | tompan1@gmail.com |
| Michael Ripa | 413-568-0070 | rastamiko37@gmail.com |
| Dan Trela | 413 967 3430 | trelarods@comcast.net |
| Codi Ackley | 774-452-1481 | **ackleycodi90@gmail.com** |
| Scott Seifel | 413 323 4850 | sa.seifel@gmail.com |

**Signature Page:**

These Bylaws were reviewed and accepted by the Board of Directors on

(Date_____) at (Place _____)

Signed and approved on _____ day of _____, year _____

These Bylaws were reviewed and accepted by the membership by vote on

(Date_____) at (Place _____)

_____ day of _____, year _____

Attest:

**Officers**

President Harold Norman _____
Vice President John LaFrancis _____
Secretary John Lawor _____
Treasurer Donald Vacon _____

**Board of Directors**

Tom Panaccione _____
Michael Ripa _____
Dan Trela _____
Codi Ackley _____
Scott Seifel _____