Revised May 1, 2026

BYLAWS OF CAPE FEAR FLYFISHERS, INC.

ARTICLE I- NAME AND PURPOSES

Section 1. Name This organization shall be called "CAPE FEAR FLYFISHERS, INC." and is referred to in these Bylaws as the "Organization."

Section 2. Purposes This Organization is a non-profit corporation established as a local extension of the Fly Fishers International, Inc. (and referred to in these Bylaws as "FFI") to be organized exclusively for educational and conservation purposes within the meaning of Section 501 (c) (3), 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 corresponding section of any future federal tax code. The purposes for which it is organized are as follows:

A. To provide members with a forum for education and resource stewardship through the sport of fly fishing;
B. To promote fly fishing through education as the most enjoyable and sporting method of fishing, and the method most consistent with the preservation of conservation- wise use – of our fishing waters and game fish;
C. To provide assistance, advice, and suggestions to other angling groups to help them become more important and effective in their areas;
D. To publicize the best practices and techniques of fly fishing, fly tying, casting, and other related subjects;
E. To be the local voice for organized fly fishers as part of FFI, maintaining liaison with other conservation and sporting organizations, and with the governmental agencies involved in so many aspects of our sport.
F. To carry out the objectives and purposes of FFI in their respective localities.

ARTICLE II- MEMBERSHIP

Section 1. Eligibility. Any person who is interested and capable of furthering the purposes of the Organization shall be eligible for election to membership.

Section 2. Membership. The Board of Directors (Board) shall establish procedures for membership application, classes of membership, and dues and assessments. Each member is expected to actively support the purposes of the Organization.

Section 3. Obligations. The Organization shall be a Charter Club of FFI. Each individual member is required to join and maintain current membership in FFI.

Section 4. Termination, Suspension, and Renewal. The Board may suspend or change the membership status of a member at any time for infraction of any Organizational rule or for any other cause if the Board shall deem such action to be in the best interest of the Organization. The Board shall immediately notify the member of its action and the reasons in writing. The member shall be entitled to a reasonable opportunity to be heard by the Board, or a committee appointed by it, concerning the suspension. The Board may continue for a definite term, terminate or rescind the action or expel the member, and its decision shall be final.

Section 5. Emeritus Status. Any active member who, by virtue of age or infirmity, finds it difficult to remain active in the Club may request Emeritus status, which can be conferred by vote of the Board in recognition of their previous service to and participation in the Club. Those granted Emeritus status are exempt from paying dues but are encouraged to participate in any and all activities of the Club as they are able. They will continue to receive all correspondence from the Club and will be listed on the Club Roster. Emeritus members must maintain membership in FFI if they are to participate in any activities other than regular meetings.

ARTICLE III- AUTHORITY

Section 1. Membership. All the rights and powers which may be exercised by the Organization shall be vested in the membership. These rights and powers shall be subject to exercise or change by the membership at a regular business meeting or a duly called meeting of the Organization.

Section 2. Board of Directors. The Board shall control the business and affairs of the Organization and may exercise all such authority and powers of the Organization and do all such lawful acts and things as are not forbidden by law, the Articles of Incorporation or these bylaws, or directed and required to be exercised or done by the members directly.

ARTICLE IV- MEETINGS OF THE ORGANIZATION

Section 1. Annual Meeting. The annual meeting of the membership shall be scheduled once every year as determined by the Board.

Section 2. Regular and Special Meetings. Regular and special meetings of the membership shall be held whenever such a meeting is called by:

A. The Board; the President of the Organization, or in his or her absence, death or disability, the Vice-President; or

B. A vote of the majority of the members at a regular or special meeting of the Organization; or

C. A written petition to the Board signed by not less than 25% of all the voting members of the Organization. The petition shall state the purpose of such meetings. Business conducted at Special meetings shall be identified in the call of the meeting and limited thereto.

Section 3. Proxies. Votes on actions at meetings of the general membership may be cast in person or by proxy. Proxy forms shall be designated by the Board and accepted by the Secretary before the meeting in which it shall be voted.

Section 4. Quorum. At any general membership meeting, the quorum shall consist of those members present. The act of a majority of the members present at meetings at which there is a quorum will be the act of the Organization, unless a greater number is required by law or by these bylaws.

Section 5. Notice of Meetings. Notice of each annual, regular, or special meeting shall state the place, date, and hour of the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. Notice may be given personally, written, by mail of by electronic transmission and shall be given not less than ten nor more than fifty days before the date of the meeting. Notice of the meeting may be included in newspapers, newsletters or other periodicals regularly published by on in behalf of the Organization. Notice of the annual and regular meetings may be given in one notice establishing the dates of each meeting for the year.

ARTICLE V- BOARD

Section 1. Number and Selection. The Board shall consist of all elected officers of the Organization plus the appointed Directors including the immediate past president.

Section 2. Term of Office. All Elected Officers shall serve for the duration of their elected term as officers or until their successors have been duly elected or appointed. The Past President shall serve on the Board until his/her successor is replaced as president. If the immediate past president cannot or is unwilling to serve on the Board, the Board may elect any past president to serve in his/her place, or decide to leave this post vacant. The Board will consist of a minimum of three persons.

Section 3. Eligibility. Any member of the Organization in good standing is eligible for election to the Board.

Section 4. Place of Meeting. The Board may hold its meetings at such place or places as the Board from time to time may determine or as shall be specified or fixed in the respective notices or waivers of notice.

Section 5. Regular Meetings. Regular meetings of the Board shall be held not less than once a year at such times and places as the Board by resolution may determine.

Section 6. Special Meetings. Special meetings of the Board may be called by the President or the Secretary, and shall be called by the President or the Secretary upon the written request of any three (3) Directors.

Section 7. Quorum and Manner of Acting. A quorum will consist of one third of the Directors of the whole Board. The act of a majority of the Directors present at meetings at which a quorum is present will be the act of the Board, unless the act of a greater number is required by law or by these bylaws. In the absence of a quorum, a majority of the Directors present may adjourn any meeting from time to time until a quorum can be achieved. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which such adjournment shall be taken.

Section 8. Notice of Meeting. Notice of each regular and special meeting stating the time and place shall be given to each member of the Board personally or by mail, phone, or electronic means. The notice shall be given not less than five (5) nor more than sixty (60) days before the date of the meeting. Notice need not be given to any Director if such notice shall be waived by that Director and business may be transacted by the Board at a meeting at which every member of the Board shall be present, though held without notice.

Section 9. Meetings. Any one or more members of the Board or any committee of the Board may participate in a meeting by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting constitutes presence in person at the meeting. Any action required or permitted to be taken by the Board of any committee of the Board may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The Board of committees may exercise this action by written consent by means of electronic transmission.

Section 10. Executive Board. The Board may, at any time, establish an Executive Board (or Committee) as provided for by Article VII, Section 1 to act on behalf of the full Board between meetings of the Board to the extent permitted by law.

Section 11. Vacancies. Any vacancy in the Board shall be filled by appointment from the President with the advice and consent of the Board for the unexpired portion of the term.

Section 12. Removal of Directors. Any Director may be removed at any time with or without cause by the affirmative vote of a majority of a quorum of the membership at a regular or at a special meeting of the Board called for that purpose. Any Director may be removed for cause by the affirmative vote of the Directors provided there is a quorum of not less than a majority of Directors present at a meeting of the Directors.

ARTICLE VI- OFFICERS

Section 1. Officers. The elected officers of the Organization will be a President, one or more Vice Presidents (the number to be determined by the Board), a Secretary, and a Treasurer.

The Board can also appoint, following a vote of the Board, Directors to the Board. Directors will serve terms of one year and may include: Environmental Director, a Director of Education, Activities Director, Membership Director and any other Directors in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary. New unelected offices may be created and filled at any meeting of the Board. All Elected Officers and Directors will hold office for one year or until their successors are elected.

Section 2. Election and Term of Office. The elected officers of the Organization will be elected annually by the members of the Organization the regular November meeting. The Nominating Committee shall place the slate of nominees before the Board. A vote will be taken for the nominees at the November meeting and those receiving a majority vote will officially be installed as the new Board beginning in January.
All elected officers shall serve for a term of one year and/or until their successors are formally introduced at the December Meeting/Dinner in December. All elected officers except the President may be reelected to serve up to four additional terms for a total of five years. The President is eligible for reelection to one additional term and may not serve more than two terms in succession. A former President is eligible for election to the office after another person has filled that position for at least one term or portion thereof.

Section 3. Other Officers and Employees. The Board may elect or appoint such other officers and employees as it deems desirable, such officers and employees to have the authority, and to perform the duties prescribed, from time to time by the Board. The Board shall fix the compensation for any paid officers, employee, or agent of the Organization. The Board may delegate to any executive officer or to any committee the power to appoint any such other officers and employees and to fix their compensation.

Section 4. Removal. Any officer of the Organization may be removed at any time, by resolution adopted by a majority of the whole Board at a regular meeting or a special meeting called for that purpose.

Section 5. Vacancies. A vacancy in any office other than president, because of death, resignation, removal or any other cause, shall be filled by the Board for the unexpired portion of the term. In the event of a vacancy in the office of the President, the First Vice President shall assume that office.

Section 6. President. The President will be the principal executive officer of the Organization and shall have the general power of supervision and management over the business and affairs of the Organization. The President will preside at all meetings of the Board. The President may sign, with the Secretary or any other proper officer of the Organization authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Organization; and in general the President will perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 7. Vice Presidents. There may be one or more Vice Presidents who shall have such duties as determined from time to time by the Board of the President. The Board shall designate one of the Vice Presidents as First Vice President or if there is only one Vice President, that person shall be designated First Vice President. The First Vice President shall perform the duties of the President in the President's temporary absence and in the event of a vacancy in the office of the President, the First Vice President shall assume that office.

Section 8. Treasurer. The Treasurer will have charge and custody of and be responsible for all funds and securities of the Organization; shall prepare an annual budget to the Organization; receive and give receipts for moneys due and payable to the Organization from any source whatsoever, and deposit all such moneys in the name of the Organization in such banks, trust companies, or other depositories as are selected by the Board; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board.

Section 9. Secretary. The Secretary shall keep the minutes of all meetings; see that all notices are duly given in accordance with the provision of these bylaws or as required by law; be custodian of the corporate records; and in general, perform all duties incident to

the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 10. Activities Director. Working directly with the Vice President and in concert with the President, the Activities Director shall be responsible for drafting an annual Calendar of Events, coordinating the activities of the Meeting Sponsors as they relate to the scheduling of presentations at regular monthly meetings, planning, managing and coordinating all outings and ancillary functions of The Organization.

Section 11. Environmental Director. It shall be the primary responsibility and obligation of the Environmental Director to monitor and measure the full scope of The Organization's goals, purposes, and activities to ensure that those goals, purposes, and activities are in keeping with and carried out in a manner that is consistent with the practices and precepts of sound environmental conservation and ecological stewardship along with wise, prudent and judicial use of natural resources. The Environmental Director will also work to identify and present to the general membership meaningful environmental or conservation projects worthy of The Organization's consideration for adoption and/or sponsorship.

Section 12. Director of Education. The Director of Education is responsible for developing, coordinating, promoting and overseeing the implementation of an annual educational program focused on expanding interest among the general public in fly fishing while enhancing the skill levels of existing and potential Club members in all aspects of the sport. The Director of Education will call on the expertise of the Club members to help develop and implement educational and training efforts as an integral part of the Club's annual program of meetings, activities and events. Additionally, working in concert with the other officers and the Club webmaster, this position will have responsibility for helping to promote the sport of fly fishing, build awareness of the Club and recruit new members.

ARCTICLE VII- COMMITTEES

Section 1. Committees of Directors. The Board may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent defined by the Board, shall have and exercise the authority of the Board in the management of the Organization. Actions of these committees shall be ratified by the Board as the whole. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual

Director, of any responsibility imposed upon the Board or a Director by Law. However, no committee (including an Executive Committee or Board) shall have the power to: (a) amend the articles of incorporation; (b) amend the bylaws; (c) fill vacancies on the board; or (d) terminate memberships.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board in the management of the Organization may be appointed in such manner as may be designated by a resolution adopted by the Board or Executive Committee. Except as otherwise provided in such resolution, participants of each such committee shall be members of FFI, and the Chairperson of the Board shall appoint the members thereof. Any members thereof may be removed by the Board or by the person or persons authorized to appoint such member whenever in their judgment the best interests of FFI shall be served by such removal.

Section 3. Nominating Committee. The Nominating Committee shall consist of a minimum of three (3) Directors selected by the Board. The members of the Nominating Committee shall elect a chairperson and shall present a list of nominees for Directors before the membership at the November Membership Meeting. The Nominating Committee shall also present a list of nominees for President, Vice Presidents, Secretary, Treasurer and such other officers as desired by the Board to be elected at the November Meeting of the Organization. No member serving on the nominating committee shall lose eligibility for nomination for office. Members nominated by the Nominating Committee shall be so informed, and their consent obtained prior to the announcement of their name into nomination. Any member has a right to refuse nomination, and may withdraw from nomination at any time. Nominations form the floor will be accepted provided consent of the nominee is given to the Secretary at the time of the nomination.

Section 4 Operation of Committees. Committees serve at the pleasure of the Board. While committees may be authorized by the Board to control their affairs through the use of bylaws or a similar document to include how members of the committee are selected and removed, the Board reserves the authority to appoint or remove any person of the committee with or without cause. Committees shall only have the powers specifically delegated to them by the Board and their activities are subject to review by the Board.

ARTICLE VIII- RESIGNATION

Any Director or Officer may resign their office at any time by giving written notice of resignation to the President or the Secretary of the Organization. Such resignation shall take effect at the time specified, or if no time is specified, at the time of receipt.

ARTILCE IX- CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Organization, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes of other evidences of indebtedness issues in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or the President.

Section 3. Deposits. All funds from the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Organization any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Organization.

ARTICLE X- OFFICES, BOOKS AND RECORDS

Section 1. Offices. The principal office of the Organization shall be at such place as the Board may determine. The Board may from time to time and at any time establish other offices or branches of the Organization at whatever place or places it deems to be expedient.

Section 2. Books and Records. The Organization shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Organization may be inspected by any member of the Organization, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 3. Retention of Records. Records, including Board Meeting Minutes and Membership Meeting Minutes. The elected Club Secretary shall maintain these historical records, including digitally, for review as necessary in the future. A USB drive may be used for this purpose and passed from current secretary to next elected secretary.

ARTICLE XI- FINANCE

Section 1. Fiscal Year. The fiscal year of the Organization shall be the same as the fiscal year established by FFI.

Section 2. Budget. The Board shall review and approve the annual budget for the Organization submitted by the Treasurer.

Section 3. Expenditures. No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to its directors, officers, or other private persons, except that the Organization shall be authorized and be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I.

Section 4. Financial Statements. Financial statements shall be submitted to FFI at such time and in such manner as determined by FFI. If authorized by the Organization, FFI will include the Organization in its Group 990 Tax Return.

ARTICLE XII- GENERAL PROVISIONS

Section 1. Avoidance of Political Activity. No substantial part of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2. Relations with Other Organizations. The Organization shall have no financial interest in the property, assets, or liabilities of any other organization in which it may hold membership or with which it may be affiliated, unless specifically agreed in writing by both parties and approved by the Board.

Section 3. General Activities. Notwithstanding any other provisions of these articles, the Organization shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code; or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE XIII- NONDISCRIMINATION

It shall be the policy of the Organization to provide equal membership/employment/service opportunities to all eligible persons without regard to race, color, religion, sex, or national origin.

ARTICLE XIV- AMENDMENTS

These bylaws may be amended at any annual or special meeting of the Board of Directors. The affirmative vote of two-thirds (2/3) of the entire Board of Directors shall be required for the adoption of any amendment. Notice of the meeting and proposed amendment, together with the text of the proposed amendment, shall be delivered to the members of the Board as outlined by the notice requirements of Article V, Section 8. The amendment will then be presented to the FFI Board for approval and will go into effect upon such approval.

ARTICLE XV- 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.

ARTICLE XVI- RULES OF ORDER

Meetings of the Organization will function under "Robert's Rules of Order, Revised" only if necessary for the orderly conduct of meetings, or the request of any one member and the concurrence of a majority of the voting members attending such meeting.

ARTICLE XVII- CONFLICT OF INTEREST

Any conflict between these bylaws and a FFI instrument which specifically controls activities of a Charter Club, shall be decided in favor of FFI's instrument.

Approved by:

Al Roy, President, Date 11/18/2026

Craig Beatty, Secretary, Date 11/18/2026