Miami Valley Fly Fishers, Inc.
Code of Regulations

This Code of Regulations is enacted by the Board of Directors for the government of its actions, in addition to and consistent with the Articles of Incorporation of Miami Valley Fly Fishers, Inc.

ARTICLE 1. Name and Purpose

Section 1. Name
The name of this nonprofit corporation, chartered under the laws of the State of Ohio, is Miami Valley Fly Fishers, Inc., and shall be referred to in this Code of Regulations as "Organization". The location of the principal office of Organization shall be the official business address given in the Articles of Incorporation or other such place as designated by a majority vote of the Board of Directors.

Section 2. Purpose
The purposes of the Organization shall be to promote interest in angling with fly rods and to assist in the protection and improvement of natural resources which have a direct relationship to fly fishing as a sport by arranging opportunities to learn about fly fishing, the environment, and participation in environmental improvement projects for individuals of all ages.

ARTICLE 2. Participation

Section 1. Eligibility
Any person who is interested in and capable of furthering the purposes of the Organization shall be eligible to be a Member and participate in the monthly business meetings and other activities sponsored by the Organization.

Section 2. Membership

Section 2a. Limitations
Application for membership shall be submitted to the Secretary of the Club together with such other information as the Club may require. The applicant shall upon payment of dues for that fiscal year and initiation fee be admitted to membership and shall be entitled to all the privileges of membership.

Section 2b. Honorary Member
The Club may elect any person, regardless of age, to the status of Honorary Member, when such person has furthered the purposes of the Club in an outstanding and selfless manner. Honorary Members shall be entitled to all the rights and privileges of regular members but shall not be required to pay any dues or assessments. Honorary Members shall not be eligible to vote in Club officer elections or on any matters brought before the membership.

Section 2c. Lifetime Member
The Club may elect any member, regardless of age, to the status of Lifetime Member, when such member has made an exceptional impact and provided vital support toward the purpose of our club and fly-fishing community. Lifetime Members shall be entitled to all the rights and privileges of regular members but shall not be required to pay any dues or assessments.

Section 2d. Youth Member
The Club may elect any person under the age of 18 to the status of Youth Member when such a person is directly sponsored and held accountable by a sponsoring Regular Member in good standing. The Youth Member may participate in any activities of the Club in accordance with the Code of Regulations, and by permission of the Chairman responsible for the activity. Youth Members may attend official functions of the Club, but only when accompanied by the sponsoring Regular Member. Youth Members are not required to pay any dues or assessments. On attaining the age of 18, the Youth Member can elect to become a Regular Member.

Section 2e. Independent Youth Member
Independent Youth membership is defined by a dues paying member who is under the age of 18 and actively participating in monthly meetings and events. Members who are under 18 and not accompanied by an adult or guardian may attend events and meetings with the acceptance and understanding of the rules set forth in the MVFF Independent Youth Membership Application Form.

Section 2f. Termination, Suspension and Renewal
Part 1. Any member may resign by a letter addressed to the Secretary of the Club, and the resignation shall become effective upon receipt thereof. Such member shall forfeit all dues and assessments already paid.
Part 2. Membership of any member indebted to the Club and delinquent for more than sixty days shall automatically lapse.
Part 3. The Board may suspend a member at any time for infraction of any Club rule or for any other cause if the Board deem such action to be in the best interests of the Club. The Board shall immediately notify a member so suspended of its action in writing. The suspended member shall thereafter be entitled to a reasonable opportunity to be heard, in person or through a representative, by the Board or a committee appointed by it concerning his or her suspension. The Board may thereafter continue for a definite term, terminate or rescind the suspension, or expel the member and its decision shall be final.

Section 3. Records
The Organization shall maintain a Membership Book containing the name and address of each Member, as well as the date of admission to the membership. Only individuals whose name is reflected in the Membership Book as of the date of the last regularly scheduled business meeting shall be entitled to vote on any matter properly submitted to the Membership for vote, consent, waiver or other action, including election of the Directors.

All resignations of Members must be submitted in writing to the Board of Directors.

The Board of Directors may suspend the membership of or request the resignation of any Member for any act or omission deemed by the Board of Directors to be inconsistent with, harmful to or interfering with the purpose and objectives of the Organization. No Member may be suspended or terminated without proper notice.

Section 4. Meetings
The Organization shall have regular monthly business meetings for its Members on the 2nd Monday at 6:00 p.m. No notice to the Members shall be required for the monthly business meetings. In the event that a special meeting of the Members is required, the Organization will provide notice to the Members by electronic mail, regular mail, or personally at least ten days prior to the meeting.

ARTICLE 3. Board of Directors

Section 1. Number of Directors
The Board of Directors of the Organization shall consist of no less than four Directors. Additional directors may be added based upon a determination of need by the sitting Board of Directors.

Section 2. General Powers and Duties
All of the authority of the Organization shall be exercised by the Board of Directors, except as otherwise provided in the Articles of Incorporation or the Non-Profit Corporation Law of the State of Ohio. The Directors shall manage the funds and affairs of the Organization, make recommendations to the Organization and perform such other duties as specified in this Code of Regulations. A Director shall perform the duties as a director in good faith in a manner they reasonably believe to be in the best interest of the Organization and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

Section 3. Election of Board of Directors
Part 1. The Board of Directors shall be elected at the November meeting of the Organization, or if the November meeting is not held, then at a date and time announced to the Organization. At all elections of Directors, the candidates receiving the greatest number of votes shall be elected.
Part 2. At the first election, the Organization shall elect two Directors for a term of one year, and one Director for a term of two years. At each yearly election thereafter, the Organization shall elect the appropriate number of Directors, each for a term of two years. The election of the Directors shall be held every year during the regular November meeting of the Organization.
Part 3. A single term of office on the Board is two years. A Member can be nominated and serve another two-year term, but the subsequent term shall not be contiguous with the previous term.
Part 4. In the event that a Director resigns or the seat of a Director otherwise becomes vacant, then the Members, at the next regularly scheduled business meeting, shall vote to fill such seat for the remaining term. If the remainder of the term is one year or less, then the Director may serve a subsequent, contiguous full term to the unexpired term.

Section 4. Eligibility
Any Member of the Organization in good standing is eligible for election to director of the Organization, provided such member has attained the age of 18 years prior to the election.

Section 5. Meeting Time and Place
Part 1. The annual meeting of the Board of Directors shall be held immediately following the November meeting of the Organization and no notice of the annual meeting shall be required.
Part 2. Other meetings of the Board shall be held whenever requested by one or more Directors at a time and place mutually agreed upon by the Directors. Notice of each meeting shall be given to each Director personally, or by electronic mail, not less than ten days before the date fixed for the meeting.

Section 6. Quorum and Decisions
The presence of a majority of the Directors shall constitute a quorum, except that a majority of the Directors in office shall constitute a quorum for filling a vacancy on the Board of Directors. The act of a majority of the Directors present at a meeting at which quorum is present is the act of the Board.

Section 7. Action without Meeting
Any action that may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting, in a writing or writings, signed by all of the Directors who would be entitled to notice of a meeting of the Directors held for such purpose. Such writing shall be made a part of the records of this Organization.

Section 8. Impeachment
Proceedings to relieve a Director shall only take place at a special meeting of the Board of Directors called in accordance with the provisions of Article 3, Section 5. The motion to relieve a Director shall require a concurring vote of not less than two-thirds of the Directors present at such special meeting.

Section 9. Indemnification
Each Director shall be indemnified by the Organization under the standards set by and to the fullest extent allowable by the Non-Profit Corporation law of the State of Ohio, except that Ohio Revised Code § 1702.12(E)(5)(a)(i), regarding the advancement of attorney's fees, shall not apply to the Organization.

ARTICLE 4. Officers of the Organization

Section 1. General Provisions
The Officers shall consist of a President, a Vice-President, a Secretary, and a Treasurer, and shall be elected by the Club members by a simple majority at the annual November meeting of the Organization. The term for each Officer shall be 2 years. The Vice-President shall be elected for a term of 2 years with the first year serving as Vice-President, the second year serving as President.

Section 2. Duties of the President
The President shall be the administrative head of the Organization, shall exercise general supervision of its affairs, and shall perform all duties required of them by the Code of Regulations or delegated to them by the Board of Directors, and all other duties which are usual and incidental to this office.

The President shall preside at every meeting of the Organization and the Board, and shall, whenever possible, attend all other Organization functions.

The President shall appoint all committee chairmen and members of committee, except those members of the Nominating Committee, and shall be an ex-officio member of all committees, except the Nominating Committee.

The President shall, together with the Secretary, sign all contracts and legal documents for and in the name of the Organization, but only when authorized to do so by the Board.

Section 3. Duties of the Vice-President
The Vice-President shall, in the absence of the President, preside and perform all the duties as may properly be assigned to them by the President or the Board.

Section 4. Duties of the Secretary
The Secretary shall take charge of, and be responsible for, the performance of all clerical work pertaining to the business of the Organization, and shall:

A. Together with the President, and when authorized by the Board, sign all contracts and legal documents for and in the name of the Organization;
B. Keep a record of all meetings of the Organization and the Board;
C. Make and maintain a complete record of all members;
D. Issue notices of all meetings of the Organization to all members, as provided in this Code of Regulations;
E. Present a written report on the affairs of their office at the last regular meeting of their term;
F. Cause to be exhibited any and all data, records, correspondence, documents, membership roll, and any other such information in their care or possession, whenever so directed by the President or the Board; and
G. Count all votes and supervise the counting of all secret ballots.

Section 5. Duties of the Treasurer
The Treasurer shall be responsible for all financial activity of the Organization. The Treasurer shall receive all monies and shall deposit them in a bank, or banks, approved by the Board. The Treasurer also shall:

A. Keep a regular, systematic book of accounts;
B. Exhibit such books and any and all papers and vouchers when so directed by the President or the Board;
C. Submit a written statement of disbursements and receipts to the Board when so directed by the Board;

D. Pay only such bills as are presented to them by the authority of the Board; and
E. Sign all checks for the Organization and serve as financial steward of all Organization-owned equipment.

Section 6. Vacancies
Should a vacancy occur in any office of the Organization, other than because of the regular expiration of a term of office, it shall be the duty of the Board to fill the vacancy for the remaining term of office.

Section 7. Impeachment
Proceedings to relieve an Officer shall only take place at a special meeting of the Board of Directors called in accordance with the provisions of Article 3, Section 5. The motion to relieve an Officer shall require a concurring vote of not less than two-thirds of the Board of Directors present at such special meeting.

Section 8. Indemnification
Each Officer shall be indemnified by the Organization under the standards set by and to the fullest extent allowable by the Non-Profit Corporation law of the State of Ohio, except that Ohio Revised Code § 1702.12(E)(5)(a)(i), regarding the advancement of attorney's fees, shall not apply to the Organization.

ARTICLE 5. Committees

Section 1. Standing Committees
The Organization shall have standing committees to conduct the activities of the Organization. Committee Chairmen shall be appointed by the President and must be approved by the Board. Committee Chairmen may attend, or may be requested to attend, Board meetings to discuss concerns affecting their area of activity. The Standing committees can consist of, but are not limited to the following activities:
* Newsletter
* Social media
* Program
* Conservation
* Fly Casting
* Fly Tying
* Environmental Programs
* Trips and Outings
* Educational Programs / Outreach Events
* Fundraising
* Scholarships

Section 2. Special Committees
Special committees may be appointed by the President, by the Board of Directors, or by Members at a business meeting, as deemed necessary.

Section 3. Nominating Committee
A. A Nominating Committee shall be selected by nominations from the floor at the September meeting of each year. The Nominating Committee shall not consist of more than five Members in good standing.
B. A Member serving on the Nominating Committee shall remain eligible for nomination to office.
C. Any Member, after being informed of his or her nomination, has the right to refuse nomination and may withdraw from nomination at any time.
D. The Chairman of the Nominating Committee shall, at the October meeting, announce to the Members the names of the nominees. Nominations from the floor will be accepted, provided consent of the nominee is given at the time of the nomination.

ARTICLE 6. Finances

Section 1. Fiscal Year
The fiscal year of the Organization shall begin on January 1, and end on December 31 of the same calendar year.

Section 2. Annual Budget
At its first meeting of each calendar year, the Board shall prepare an annual budget showing in detail the anticipated income and expenditures of the Organization. Unless otherwise directed by a meeting of the Organization, the Board shall not adopt any budget which will exceed the estimated income of the fiscal year.

Section 3. Financial Disclosure
Any member can request to view the financial statements of the Organization. Such financial statements shall be provided within 10 days after a written request is received by the Board.

Section 4. Expenditures
Part 1. No officer, member, or representative of the Organization shall have authority to contract any obligation for the Organization, or to expend any money of the Organization unless the contract or commitment has been authorized by the Board or by a specific resolution at a regular meeting of the Organization, and unless the Board has made an appropriation of funds for the purpose.
Part 2. Every expense and financial liability of the Organization and every expenditure of money of the Organization shall be evidenced by a voucher or other appropriate instrument signed by a person, or persons, properly authorized to incur the expense, liability or expenditure with the date of such expenditure.
Part 3. The Treasurer shall establish petty cash accounts as authorized by the Board. These funds shall be disbursed for the usual petty cash purposes, by the person named in the Board authorization of the account. Statements of expenditures shall be duly recorded and the expenditures approved by the Treasurer before the account is replenished.

Section 5. Special Funds
Part 1. The Board, at a regular meeting, may establish special funds to be set aside for specific purposes and may appropriate deposits of monies to such special funds from time to time.

Part 2. No expenditures shall be made from such special funds other than for the purposes designated when the fund was established, except that the Organization by the concurring two-thirds vote of not less than 20 percent of the total board may borrow monies from a special fund provided notices of the intention to borrow, stating the amount thereof, the necessity and the reasons therefore, and method of repayment shall be mailed to every member 21 days prior to the meeting of the Organization at which the proposal to borrow is voted upon.
Part 3. The Organization by the concurring two-thirds vote of not less than 20 percent of the total board may eliminate a special fund and cause such fund to be stricken off the records provided notice of the intention of elimination, stating the purpose of which the monies therein, if any, shall be used and the reasons and the necessity therefore shall be mailed to every member 21 days prior to the meeting of the Organization at which the proposal to eliminate is to be voted upon.

Section 6. Solicitation of Funds
All solicitation of funds on behalf of the Organization, through donations, grants, fund-raising events or other activity, shall be approved by the Board of Directors prior to implementation and shall be performed only by parties appointed to do so by the Board.

ARTICLE 7. Conflict of Interest

A Director who has a financial, personal or official interest in, or conflict (or the appearance of a conflict) with any matter pending before the Board of Directors shall excuse themselves voluntarily from the meeting during the discussion and voting on the item.

No contract, action or transaction shall be voided or voidable with respect to the Organization because the contract, action or transaction is between or affects the Organization and one or more of its Directors, or is between or affects the Organization and any other person in which one or more of its Directors are directors or officers or have a financial or personal interest if any of the following apply:

(a) the material facts as to the relationship or interest and as to the contract, action or transaction are disclosed or are known to the Directors, and the Directors in good faith reasonably justified by the material facts, authorizes the contract, action or transaction by the affirmative vote of a majority of the disinterested Directors, even if the disinterested Directors constitute less than a quorum of the Directors; or
(b) the material facts as to the relations or interest and as to the contract, action or transaction are disclosed or are known to the Members entitled to vote and the contract, action or transaction is specifically approved by the affirmative vote of a majority of the Members not interested in the contract, action or transaction at a meeting of the Members held for the purpose of voting on the contract, action or transaction; or
(c) the contract, action or transaction is fair as to the Organization as of the time it is authorized or approved by the Directors.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Directors that authorizes the contract, action or transaction.

A Director is not an interested director solely because the subject of a contract, action or transaction may involve or affect a change in control of the Organization or his continuation in office as a Director of the Organization.

ARTICLE 8. General Provisions

Section 1. Endorsements
Neither the Organization nor any individual member acting on behalf of the Organization shall make endorsements or recommendations directly or indirectly of a political party or of a nominee for public office or of a commercial material or object.

Section 2. Official Attendance Record
Every Member attending a business meeting or any other official function of the Organization shall sign the official attendance record. The purpose of the attendance record shall be to determine a member's eligibility for election to the Nominating Committee.

Section 3. Relations with Other Organizations
The Organization shall have no financial interest in the property, assets or liabilities or 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 membership of the Organization.

ARTICLE 9. Organization Rules

The Organization may adopt such rules as it desires to govern its competitive and usual activities without previous notice by a simple majority vote of a quorum at any business meeting. The Organization rules may be suspended at any meeting by a majority vote of a quorum, or the rules may be amended or rescinded by a two-thirds vote of a quorum. If notice of the proposed action was given at a previous meeting, or in the call for this meeting, the Organization rules may be amended or rescinded by a majority vote of a quorum.

ARTICLE 10. Amendments to the Code of Regulations

This Code of Regulations may be amended at any meeting of the Organization provided that a notice stating the purpose of each proposed amendment and the reason for it is mailed, or electronically delivered, to every Member in good standing and entitled to vote, not less than 30 days prior to the date of the meeting at which the proposed amendment is to be voted on. A concurring vote by two-thirds of the Members present shall constitute acceptance of the amendment.

ARTICLE 11. Distribution of Assets Upon Dissolution
Upon dissolution of the Organization, its net assets, after payment of claims and expenses, shall be distributed to a similar Organization in the area or an Organization with a similar mission.

(Adopted: November 9, 2026)