

**BY-LAWS
OF
INTERNATIONAL FELLOWSHIP OF FISHING ROTARIANS, INC.**

ARTICLE I - NAME

Section 1.1. The name of the Corporation shall be INTERNATIONAL FELLOWSHIP OF FISHING ROTARIANS, INC.

Section 1.2. The registered office of the Corporation shall be 5310 Bayberry Lane, Tamarac, Florida, USA, 33319, and the registered agent of that address is Gregory W. Foster.

ARTICLE II - SEAL

Section 2.1. The Officers of the Corporation shall use the Corporate Seal as required.

ARTICLE III - PURPOSE

Section 3.1. The purpose of this Corporation, hereinafter called the *Fellowship*, shall be 1) to promote fellowship among Rotarians who share an interest in sport fishing 2) to promote recreational and social activities among Rotarians and their families and friends by means of outings and meetings of which center around the common bond of sport fishing, and 3) to promote interaction between the members of the Fellowship and the youth of their respective communities so that young men and women may learn about Rotary International, sport fishing, the environment, and the proper management of fishing resources.

Section 3.2. The Fellowship shall never afford pecuniary gain, incidentally or otherwise to its members. The private property of the Directors, Officers and the membership shall not be liable for the debts of the Fellowship.

ARTICLE IV - MEMBERS

Section 4.1. The Fellowship is organized on a membership basis without shares and without authorized capital stock. A Certificate of Membership shall be issued to each member of the Fellowship as directed by the Board of Directors.

Section 4.2. Membership shall be on an annual basis and all Rotarians in good standing with a Rotary Club recognized by Rotary International shall be eligible for membership. Memberships shall expire on 30 June of each year.

ARTICLE V - ELECTION OF DIRECTORS AND OFFICERS

Section 5.1. A Nominating Committee consisting of three members shall be appointed by the current President during even numbered years and so indicated in a notice to the Fellowship's members in good standing during October of even numbered years. Notices sent by mail or transmitted via email or Internet to the last known address of the member shall be considered valid notice. The Nominating Committee shall receive nominations for the Board of Director's positions until 1 December of even numbered years, whereupon nominations shall be closed. The Nominating Committee may also offer its own nominees for election. All nominees must have indicated their willingness to serve by 1 December of even numbered years to be considered valid nominees for election.

Section 5.2. All valid nominees for Director shall be communicated to the Fellowship's members in good standing during January of odd years and such communication shall include a ballot for election. Ballots sent by mail or transmitted via email or Internet to the last know address of the member shall be considered a valid mailing. Ballots shall indicate that they must be returned to the Nominating Committee on or before 1 February of odd numbered years to be counted.

Section 5.3. During February of odd numbered years the Nominating Committee, by simple majority of the votes cast, shall announce the newly elected Directors (Board of Directors-elect).

Section 5.4. During February of odd numbered years, the Board of Directors-elect shall meet and elect from its members the following Officers:

1) A President, who shall serve as a member of the Board of Directors as President-elect for the two year period commencing on the first day of July next following his/her election, and who shall assume the office of President on the first day of July immediately following his/her two year service on the Board of Directors as President-elect.

2) A Vice- President, a Secretary, and a Treasurer, who shall take office commencing on the first day of July next following their election.

Section 5.5. A vacancy in the Board of Directors, or any office, shall be filled by action of the remaining members of the Board of Directors. A vacancy in the position of an Officer-elect, or Board of Directors-elect, shall be filled by action of the remaining members of the Board of Directors-elect.

Section 5.6. A Director or Officer may be removed from office by a two-thirds majority vote of the Board of Directors, or, by a two-thirds majority vote of the membership then in good standing with the Fellowship.

ARTICLE VI - BOARD OF DIRECTORS

Section 6.1. The governing body of the Fellowship shall be the Board of Directors. The number of Directors shall be increased or decreased in a manner approved by the Board of Directors, but in no event shall there be less than five Directors.

Section 6.2. A simple majority of the Board of Directors shall constitute a quorum. Attendance by conference call or via Internet shall be considered the same as attendance in person.

Section 6.3. Directors shall serve until their successors are chosen and qualified.

ARTICLE VII - OFFICERS

Section 7.1. The Officers of the Fellowship shall be the President, Vice-president, Secretary and Treasurer, and other such officers as may be deemed necessary by the Board of Directors. The term of Officers shall be two years.

Section 7.2. The Officers of the Fellowship shall perform the duties and functions usually attached to the title of their respective offices, together with those fixed by law, and such other duties as may from time to time be prescribed by the Board of Directors.

ARTICLE VIII - MEETINGS

Section 8.1. The annual meeting of the members shall take place in June of each year at which time the installation of Officers and other business shall take place. The exact date, time, and location of the annual meeting of the members shall be announced to the members at least 30 days prior to the meeting and, such date, time and location shall be set by the Board of Directors.

Section 8.2. The annual meeting of the Board of Directors shall take place immediately prior to the annual meeting of the members and shall be open to any member then in good standing with the Fellowship.

Section 8.3. Special meetings of the membership or the Board of Directors may be called at any time by the President, by any three members of the Board of Directors, or by two-thirds of the membership then in good standing with the Fellowship.

Section 8.4. Any action required or permitted to be taken by the Board of Directors under any provision of law, or otherwise, may be taken without a meeting if all of the members of the Board shall individually or collectively consent in writing to such action.

ARTICLE IX - COMMITTEES

Section 9.1. In addition to the Nominating Committee, the President may appoint additional committees as he/she may deem appropriate. A committee's member's term, unless terminated earlier by the President, shall expire on even date of that of the President .

ARTICLE X - FISCAL MATTERS

Section 10.1. The fiscal year of the Fellowship shall be 1 July through 30 June following.

Section 10.2. The Fellowship's dues shall be set annually by the Board of Directors and shall be due on 1 July of each year.

Section 10.3. Binding contracts shall be signed by the President, Vice-President, and the Secretary.

Section 10.4. Funds shall be deposited in a financial institution approved by the Board of Directors.

Section 10.5. Unless otherwise ordered by the Board of Directors, disbursements of the Fellowship's funds shall be by check, signed by the Treasurer or the President for amounts not exceeding US \$500.00, and shall be signed by both the Treasurer and the President for disbursements of US \$500.00 or more.

ARTICLE XI - AMENDMENTS

Section 11.1. These By-laws may be amended at any duly called regular or special meeting of the Board of Directors by a two-thirds majority vote of the Board. Written notice of such proposed amendment(s) shall be given to the Board and to the membership at least thirty days prior to the meeting, to which such meeting shall be open to any member then in good standing with the Fellowship.

Section 11.2. These By-laws may be amended at any duly called regular or special meeting of the members of the fellowship by a two-thirds majority vote of all members in good standing at the time of the meeting. Written notice of such proposed amendment(s) shall be given to the Board and to the membership at least thirty days prior to such meeting, to which such meeting shall be open to any member then in good standing with the Fellowship.

ARTICLE XII - CHAPTER RECOGNITION

Section 12.1. While under no obligation to do so, the Fellowship may, from time to time, recognize local and individual Chapters of the Fellowship hereinafter called *Chapter*, normally one such Chapter per Rotary International District.

Section 12.2. Chapters shall adopt the Fellowship's By-laws as their own with the exception of this, Article XII (as only the Fellowship may authorize Chapters), and shall assume a name openly indicating that it is a chapter of the Fellowship. Further, Chapters shall amend the By-laws so as to substitute the words "Fellowship Chapter" where the word "Fellowship" is written in the By-laws. All Chapter amendments to the By-laws, at the time of recognition or anytime thereafter, shall first be approved by the Fellowship's Board of Directors.

Section 12.3. Chapters shall elect their own Board of Directors and Officers.

Section 12.4. Membership in the Fellowship does not guarantee nor does it require membership in any given Chapter; however, Chapter membership does require concurrent membership in the Fellowship.

Section 12.5. Chapter status is annual and shall be renewed at the annual meeting of the Fellowship's Board of Directors.

Section 12.6. Chapters shall collect Fellowship dues, maintain a membership roster and report Chapter activities to the Fellowship as may, from time to time, be required by the Fellowship's Board of Directors.

Section 12.7. A Chapter's Board of Directors may assess Chapter dues in excess of the Fellowship's dues and, such excess, may be used by the Chapter in any legal manner deemed appropriate by the Chapter's Board of Directors.

Section 12.8. Approval and renewal of Chapter status shall require a two-thirds majority vote by the Fellowship's Board of Directors.