

UFTRI BYLAWS

**United Fly Tyers of Rhode Island, Incorporated
PO Box 8986
Cranston, R.I. 02920**

www.uftri.org

Adopted September 7, 1995 Amended May 7, 2008 and September 5th, 2012

ARTICLE I – Affiliations and Purpose

Section 1

The name of the Corporation shall be: United Fly Tyers of Rhode Island, Inc. hereinafter referred to as UFTRI.

Section 2

UFTRI recognizes, by virtue of its Affiliation Agreement with United Fly Tyers, Inc. (the “Corporation”) that the name, “United Fly Tyers, Inc.” or UFT and its logo is the sole and exclusive property of the Corporation and the right and privilege of UFTRI to use the name United Fly Tyers or UFT or its logo shall be governed exclusively by the aforementioned Affiliation Agreement. In the event that said Affiliation Agreement is breached and/or terminated by either UFTRI or the Corporation, that the then existing officers of UFTRI shall immediately cause the dissolution of UFTRI and immediately (a) cease all use of the name United Fly Tyers, UFT or its logo, (b) immediately send all printed materials, logos, literature and the like to the Corporation, at no expense to the Corporation, (c) provide a complete and accurate membership list of UFTRI to the Corporation and (d) indemnify the Corporation with regard to the dissolution of UFTRI.

Section 3

The sole and exclusive purpose of UFTRI shall be (a) to act for charitable and educational purposes and to preserve, promote and develop the art of fly tying and dressing, and (b) to act in accordance with the purpose of the Corporation as provided in the Corporation’s Bylaws.

Section 4

The logo of UFTRI shall be the Fan Wing Royal Coachman or any other logo, symbol or mark as may be designated by the Corporation as its logo, symbol, or mark.

Section 5

UFTRI shall not promote or oppose the candidacy of any person seeking election to public office and UFTRI shall not participate or intervene in any political campaign on behalf of any

candidate for public office.

ARTICLE II – Membership

Section 1

Any person may become a member of UFTRI upon payment of annual dues, and subject to such terms as shall be prescribed by the Board of Directors. Members shall be entitled to one vote at all regular, annual, and special meetings of the UFTRI.

Section 2

Applications for membership shall be in writing, signed by the applicant on forms provided by UFTRI. Such application shall constitute the applicant's agreement to accept and be bound by the Articles of Incorporation, the Bylaws and Rules and Regulations presently or hereinafter adopted by UFTRI. Applicant shall pay to UFTRI a sum equivalent to the annual membership dues and the membership term shall commence from the month of September through the month of August, inclusive. The completed application, including the payment of dues, must be received by the UFTRI on or before the second meeting of the year.

Section 3

A member may be suspended from membership in UFTRI if (a) membership dues are not paid by the end of October or (b) by the Board of Directors when any conduct of said member tends to operate or result injuriously to the Corporation or UFTRI and its members.

ARTICLE III – Meetings

Section 1

The Annual Meeting of UFTRI shall be held in May or June at a place and at a time that shall be designated by the Board of Directors. It shall be the duty of the Secretary to cause a written notice of each Annual Meeting to be inserted in the UFTRI newsletter and mailed to each of the members the month immediately preceding said meeting.

Section 2

Special meetings of the members may be called by the Board of Directors; or upon demand in writing by Majority the Board of Directors or what ever number constitutes a quorum, not less than one-half of the members in good standing. The Secretary shall serve notice of this meeting, indicating briefly the object or objects thereof, at least thirty (30) days prior to the date of such meeting to each member

Section 3

Regular monthly meetings shall be held at a time and place determined by the Board of Directors, from September through May, inclusive.

Section 4

At any meeting, the majority of members present or those represented by written proxy shall constitute a quorum of the members for all purposes.

Section 5

Except when necessary for the purpose of meetings and listing the Board of Directors, the names and addresses of members, or the membership list, shall not be disclosed to any person without consent of the member(s) involved.

ARTICLE IV – Board of Directors***Section 1***

The property and affairs of UFTRI shall be managed and controlled by a Board of Directors composed of a maximum of eleven (11) elected members, including the executive officers as hereinafter provided.

Section 2

At each annual membership meeting, and by a direct vote of the UFTRI membership, there shall be chosen from the qualified membership a maximum of five (5) persons to serve as members of the Executive Board, each of whose terms shall expire at the end of two (2) years. It is expressly provided and intended that a year is hereby determined as being the year between the regular Annual Meeting dates, September through August, inclusive.

Section 3

The new Board of Directors as constituted at any Annual Meeting of the membership shall hold a transitional meeting along with the outgoing Board Members between the months of June through August.

Section 4

The regular meetings of the Directors shall be held at such time and at such place as the Board of Directors shall decide. Special meetings of the Board may be called by the President with a ten (10) days notice. If all Directors waive notice of special meetings, such a meeting shall be valid. A simple majority of Directors present in person or by proxy shall be necessary to constitute a quorum of the Board for the transaction of business. Any Director who shall be absent from three (3) consecutive meetings of the Board of Directors may be removed if such action is pursued by formal resolution of the Board.

Section 5

When the situation occurs that is too urgent to wait for a regular Board meeting, an e-mail discussion and vote may be initiated. The issue(s) shall be discussed to the satisfaction of the majority of Board members. Every effort shall be made by the President to reach each Board member for the discussion; however, if a Board member cannot be reached via e-mail, but can be informed by phone, s/he may vote by proxy. Any Board member may move for a special meeting and, if approved by at least one other Board member, a special meeting should be held as soon as possible.

Section 6

The Directors shall act as the Chairmen of their respective committees, if created, and shall each perform each other's duties as from time to time may be assigned by the President or by the

Board of Directors. In the absence, death, inability or refusal to act of the President, such Directors, in the order of their designation by the Board of Directors, shall perform the duties of the President, and when so acting shall have the powers of, and be subject to all the restrictions of, the office of the President.

Section 7

If the office of any Director is vacant by reason of death, resignation, disqualification or otherwise, his or her successor shall be elected by the Board of Directors at any regular or special meeting and no election by the general membership is required. Directors elected to fill a vacancy shall hold said position for the duration of the unexpired term.

ARTICLE V – Executive Officers

Section 1

The Executive Officers of UFTRI shall be the President, Vice President, Treasurer, and Secretary. The duties of the Executive Officers shall be defined as follows:

President: The President shall be the chief executive officer of UFTRI. He or she shall have the general and active management of the business and affairs of UFTRI. The office of President shall not be held by one person for more than three (3) terms in succession.

Vice President: The Vice President shall perform any and all duties as directed by the President or the Board of Directors. With the Treasurer, the Vice President may sign and execute the name of UFTRI, all contracts, agreements, and other obligations of UFTRI subject to the approval of the Board of Directors. The Vice President shall have the general supervision and direction of all the other officers of UFTRI, and shall see that their duties are properly performed.

Treasurer: The Treasurer shall perform any and all duties as directed by the President or the Board of Directors. The Treasurer shall have custody of all funds and securities of UFTRI. With the Vice President, he or she may sign and execute in the name of UFTRI all contracts, agreements and other obligations of UFTRI, subject to the approval of the Board of Directors. When necessary or proper, he or she shall endorse on behalf of UFTRI for collection, all checks, notes, drafts and other obligations and shall deposit same to the credit of UFTRI in such bank or banks as the Directors may designate. All checks or warrants for the disbursement of funds of UFTRI shall be signed by the President or Treasurer. He or she shall cause to be entered regularly in the books of UFTRI to be kept for the purpose, full and accurate accounts of moneys received and paid on account of UFTRI, and whenever required by the Board of Directors, shall render a statement of his or her current account. The Treasurer shall be responsible for membership services including maintaining an accurate membership list and the collection of membership dues.

Secretary-The Secretary shall perform any and all duties as directed by the President or the Board of Directors. The Secretary shall keep the minutes of all meetings of the Board of Directors and of the membership. He or she shall compose all official correspondence on behalf of UFTRI and shall attend to the giving and serving of all notices of UFTRI and attest to the same when necessary. The Secretary is responsible for annually filing the legal registration for

renewal of incorporation to the Secretary of the State of Rhode Island.

Section 2

In the event the President's office becomes vacant, the order of succession shall be President to Vice President. Should the office of Vice President also be vacant simultaneously, the order of succession shall be chosen from and determined by the Board of Directors.

Section 3

If an executive office becomes vacant by reason of death, disqualification, or otherwise, a successor shall be elected by and from the members of the Board of Directors and shall hold such office for the duration of the unexpired term.

ARTICLE VI - Committees

Section 1

The Board of Directors may appoint such other subordinate officers as they shall deem necessary that shall have such authority and perform such duties as may be prescribed by the Board of Directors.

Section 2

Special or *ad hoc* committees may, from time to time be appointed by the President and/or Board of Directors with members, duties and powers as are designated.

ARTICLE VII – Disposition of Assets

Section 1

No part of the income or net earnings of UFTRI (except an honorarium as approved by the Board of Directors) shall inure to the benefit of, or be distributable to, any member, director or officer of UFTRI or any other private individual (except that reasonable compensation may be paid for services rendered to or for UFTRI affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for or on behalf of UFTRI by any officer, director, agent or employee, member or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no member, director or officer of UFTRI, or any other private individual shall be entitled to share in any monies from the dissolution of UFTRI or otherwise.

Section 2

No part of the assets of UFTRI shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual.

Section 3

Upon dissolution of UFTRI, all of its assets shall be paid over or transferred to one or more exempt organizations of a kind described in Section 501 (c) of the Internal Revenue Code.

Section 4

Notwithstanding any other provision hereof, UFTRI shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization that is tax-exempt under the provision of Section 501 (c) (7) of the Internal Revenue Code.

ARTICLE VIII – Amending Bylaws***Section 1***

These Bylaws of UFTRI may be added to, amended or repealed, in whole or in part by a three-fourths (3/4) vote of the membership of the Board of Directors and confirmation of this vote by a majority vote of the members present and in good standing at any regular or special meeting. Provided, however, that notice of the intention to add to, amend, or repeal the Bylaws, in whole or in part, shall have been given each member of record at least thirty (30) days preceding such meeting of the members.

ARTICLE IX – Order and Procedure of Meetings***Section 1***

At all times when the organization as a whole or a part thereof, including meetings of the Board of Directors, 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 on all matters relating to order and procedure, including nominations and elections.

ARTICLE X - Severability***Section 1***

If any provision or provisions of this Agreement shall be held to be invalid, illegal, unenforceable or in conflict with the law of any jurisdiction, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired. These Bylaws were read and adopted at a meeting of UFTRI held September 5, 2012 at East Providence, Rhode Island.

Signed and approved this 5th day of September by John Troiano, President

The Board of Directors of the Corporation hereby acknowledges that it has received and approves the within Bylaws of UFTRI.

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