



CHESAPEAKE WOMEN ANGLERS BYLAWS

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Article 1 Club Name & Definition

1. The legal name of the organization is Chesapeake Women Anglers Inc. and is referred to as CWA.
2. CWA is volunteer-run, non-profit organization. It is registered as a section 501(c)(3) public charity in good standing with Baltimore County. As such:
 - a. CWA is exempt from Federal income tax
 - b. contributions to CWA are tax deductible
 - c. CWA is qualified to receive tax deductible bequests, devises, transfers and gifts.

Article 2 Purpose

The purpose of the CWA shall be to:

1. promote the sport of fly fishing among its members through a range of fly fishing activities that foster participation, learning, and skills-development
2. provide a community for members to meet, fish, socialize and network and encourage the exchange of ideas and knowledge
3. encourage women to participate in fly fishing by providing a welcoming, safe environment that mentors women in the sport through women-led activities and fostering a sense of belonging by valuing and amplifying the voices, perspectives and learning styles of women
4. promote environmental awareness and conservation and advance sustainable, ethical fly fishing practices that are consistent with the preservation of game fish resources
5. promote sportsmanship and the spirit of fellowship among anglers.

Article 3 Membership

A. MEMBERSHIP

1. CWA promotes equal opportunities for membership and participation in club activities and does not discriminate based on characteristics protected by local, state, or Federal law.
2. Application: Any adult person (over the age of 18) may be granted membership, and shall be extended all club privileges, when they:
 - a. complete a membership application
 - b. pay membership dues
 - c. commit to the Purpose of the club
 - d. abide by the CWA Code of Conduct
 - e. sign a waiver of liability for participation in CWA activities.

3. Current Member: A Current Member is a person who meets all conditions set out in paragraph 2 above, maintains good standing in the club and whose dues are fully paid. Collectively all Current Members are referred to as the “CWA membership”.
4. Current Members:
 - a. are eligible to attend all CWA activities
 - b. will receive all CWA club correspondence
 - c. are permitted to use CWA social media
 - d. may stand for any CWA elected or appointed position
 - e. are voting members, and as such, are entitled to one vote in relation to:
 - i. club elections
 - ii. any CWA matter presented to the membership by the Board for adoption.
5. Member-for-a-Day: A person may become a Member-for-a-Day when they:
 - a. register to attend a CWA activity
 - b. pay the Member-for-a-Day dues
 - c. agree to follow the CWA Code of Conduct
 - d. sign a waiver of liability for participation in the activity.

Being a Member-for-a-Day does not confer the same rights as a Current Member. Member-for-a-Day does not apply to activities that take place over several days, such as multi-day fishing trips, which are only open to Current Members.

B. MEMBERSHIP TERM

1. Membership is on an annual basis starting January 1 and expiring December 31.
2. An existing member who has not renewed their membership (which includes payment of dues) by March 1 shall cease to be a member of the club.
3. A membership paid for on or after September 1 shall be extended to December 31 of the following year, without additional charge.

C. DUES

1. The CWA Board of Directors (Board) shall :
 - a. establish different types of membership (for example: one-year, two-year, lifetime, household, emeritus etc.)
 - b. set the amount to be charged for dues for each membership type.
2. Membership dues must be submitted to the CWA Treasurer.
3. Once paid, dues are non-refundable.

Article 4 Membership Meetings

A. ANNUAL MEMBERSHIP MEETINGS

1. There shall be two Annual Membership Meetings open to Current Members, these are:
 - a. Spring Meeting held in March. The purpose of this meeting is to review the annual program of activities and to adopt the budget proposed by the Treasurer. The order of business for this meeting shall include:
 - i. Call to order
 - ii. Annual program of activities (for review by the membership)
 - iii. Annual budget (for adoption by the membership)
 - iv. Board proposal/s (any item requiring adoption by membership)
 - v. Report/s from Standing or Special Committees (if any)
 - vi. Any other business
 - vii. Adjournment
 - b. Fall Meeting held in October. The purpose of this meeting is to elect new officers and committee chairs to positions that have terms expiring at the end of the year. The order of business for this meeting shall include:
 - i. Call to order
 - ii. Election of officers
 - iii. Board proposal/s (any item requiring adoption by membership)
 - iv. Report/s from Standing or Special Committees (if any)
 - v. Any other business
 - vi. Adjournment
2. The date of each Annual Membership Meeting shall be included in the CWA calendar of events published on the CWA website. In addition, Notice of each Annual Membership Meeting shall be sent to Current Members at least 21 days prior to the meeting.
3. At each Annual Membership Meeting reports may be presented by the Board, Standing and Special Committees and the CWA membership may adopt resolutions concerning CWA's activities. All resolutions adopted at Annual Membership Meetings shall be binding upon the Board and the CWA membership.

B. SPECIAL MEMBERSHIP MEETINGS

1. A Special Membership Meeting may be called at any time by the:
 - a. President, or
 - b. a simple majority of the Board.
2. A Current Member may request that the Board call a Special Membership Meeting by stating sufficient reason for the meeting. If the Board is satisfied that there is sufficient reason it will call a Special Membership Meeting.

3. Notice of a Special Membership Meeting shall be sent to Current Members at least twenty one (21) days prior to the meeting. The notice must state the purpose of the meeting, provide an agenda and details of any proposal that will be presented for adoption at the Special Membership Meeting.

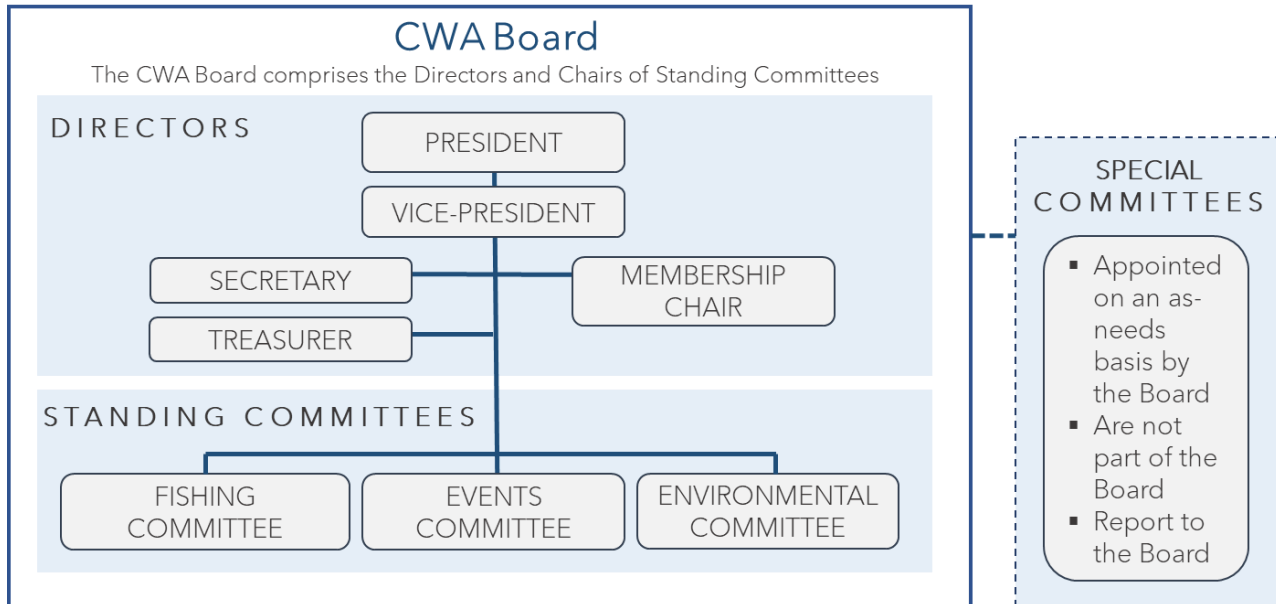
C. QUORUM

1. The quorum for Annual Membership and Special Membership Meetings shall be the number of Current Members present.
2. When an item is presented to an Annual Membership or Special Membership Meetings for adoption by the CWA membership, the quorum for a vote shall be the number of Current Members present at the time the vote is called.

Article 5 Board Composition, Election & Responsibilities

A. BOARD COMPOSITION

1. Board membership consists of Directors and Chairs of Standing Committees.
2. The following positions are Board Directors:
 - a. President
 - b. Vice-President
 - c. Secretary
 - d. Treasurer
 - e. Membership Chair
3. The Chairs of Standing Committees serve on the Board as Board members.
4. The Chairs of Special Committee do not serve on the Board and have no votes on the Board.
5. The terms 'Board' and 'Board members' collectively refer to all Directors and Chairs of Standing Committees, in office.



B. ELECTIONS

1. The election of Directors to the Board and Chairs to Standing Committees shall take place at the Fall Annual Membership Meeting.
2. The Secretary shall organize the following:
 - a. call for nominations from the CWA membership no less than 8 weeks prior to the date of the meeting
 - i. self-nominations will be accepted
 - ii. in order to be on the ballot, nominees must consent to run and to serve if elected
 - b. set a deadline for the submission of nominations which must be no less than four weeks prior to the meeting
 - c. send a complete list of all nominees (including candidate information and ballots) to the CWA membership via electronic mail no less than two weeks prior to the meeting
 - d. collect all votes (which may be submitted electronically, or in-person at the meeting) and report the results to the Board.
3. Where possible, elections of Board Directors will be staggered. For example:
 - a. even year elections fill the positions of President, Treasurer, Membership Chair
 - b. odd year elections fill the positions of Vice-President and Secretary.
4. There shall be no limit to the number of terms a Current Member may hold, or run for office.

C. SALARIES and EXPENSES

1. No salary or remuneration shall be payable to a Board Director, Chair of a Standing or Special Committee, or anyone appointed to a Standing or Special Committee.
2. Actual and reasonable administrative costs or other legitimate expenses incurred by a Board member may be reimbursed if the item was prior approved through the budget process or by special approval of the Board.

D. RESPONSIBILITIES

1. Responsibility for governance and management of CWA is assigned to the Board by the CWA membership. The Board holds the ultimate responsibility and authority to act on behalf of the CWA membership. Board responsibilities include:
2. The Board is required to discharge its duties in accordance with the following: fiduciary obligations:
 - a. Duty of Care
 - i. Take care of CWA affairs and business by ensuring prudent use of all assets, including facilities, people, and good will.
 - b. Duty of Loyalty
 - i. Ensure that CWA's activities and transactions are, first and foremost, advancing its Purpose.
 - ii. Recognize and disclose actual, perceived or potential conflicts of interest.
 - iii. Make decisions that are in the best interest of CWA, not in the best interest of the individual Board member or any other individual or other entity.
 - c. Duty of Obedience
 - i. Ensure that CWA obeys applicable laws and regulations, follows its own Bylaws and that CWA adheres to its stated Purpose.
3. The Board shall:
 - a. conduct, manage and control all CWA business affairs
 - b. undertake effective organizational planning and facilitate all CWA activities
 - c. ensure CWA fulfills its legal obligations
 - d. make policies and develop procedures consistent with the law, the Articles of Incorporation, and the CWA Bylaws. Policies and procedures do not require to be adopted by the CWA membership
 - e. manage CWA funds, income and expenditure within budget constraints and provide proper financial oversight
 - f. maintain secure records of CWA business activities
 - g. keep CWA membership informed of club activities and news through a newsletter and/or other channels of communication
 - h. recruit and orient new Board members.

E. QUORUM

1. The quorum for all Board meetings and Board decisions, shall be a simple majority of all Board members present, and which include either the President or Vice-President.

F. BOARD VOTES

1. Each Director has one vote.
2. Standing Committee Chairs have one vote, regardless of the number of members on the Committee.
3. Special Committee Chairs are not Board members and have no votes.

G. TERM OF OFFICE

1. Board members shall hold office for two years beginning January 1 of the year following election.
2. No Board member shall hold two Board positions simultaneously.
3. On leaving office, each Board member must handover all files and CWA purchased supplies and equipment to their successors within four weeks following the end of the outgoing members' term.

H. MEETINGS

1. The Board shall meet as often as is required to undertake the governance and management of all CWA activities. At a minimum, the Board shall meet three times each year, for the following purposes:
 - a. Spring Meeting – Planning to organize the Spring Annual Membership Meeting, including developing an agenda and preparing any papers to be presented to CWA membership. The Spring Annual Membership Meeting will usually take place every March. The Board's planning meeting/s will usually take place in January / February.
 - b. Fall Meeting – Planning to organize the Fall Annual Membership Meeting, including developing an agenda and preparing any papers to be presented to CWA membership. The Fall Annual Membership Meeting will usually take place every October. The Board's planning meeting/s will usually take place in August / September.
 - c. Annual Planning Meeting to prepare the CWA calendar of activities and the annual budget. Newly elected Board members may be invited to attend, but with no voting privileges. Meeting to take place October / November annually.

I. VACANCIES

1. If a Board position becomes vacant, the remaining Board members shall vote on, and appoint a replacement member to serve until the Fall election. The person

appointed as the replacement may stand for election at the Fall Membership Meeting, along with any other candidate/s.

J. BUDGET

1. The Board shall prepare an annual budget.
2. The Treasurer shall be responsible for managing the preparation of the budget. This process shall involve:
 - a. Treasurer prepares a draft budget reflecting recurrent operating costs
 - b. Board members responsible for organizing individual CWA activities prepare and submit a list of anticipated expenses to the Treasurer
 - c. Treasurer collates all budget requests, incorporates them into the draft budget and presents the draft budget to the Board along with a current financial statement of CWA finances
 - d. Board reviews the draft budget and decides on the appropriation of funds
 - e. Treasurer finalizes the budget based on the Board decision and prepares it for presentation to the CWA membership at the Spring Meeting
 - f. at the Spring Meeting the Board will present the proposed budget for adoption by the CWA membership
 - g. at the Spring Meeting, the Board may agree minor modifications to the proposed budget based on feedback from the CWA membership
 - h. once the budget is adopted by the CWA membership the Treasurer ensures that all expenditure and disbursements are in accordance with the adopted budget
 - i. expenses arising during the calendar year, and not part of the adopted budget, may be presented to the Board for approval.

K. BOARD LIABILITIES

1. No person who is now, or later becomes, a member of Board shall be personally liable to CWA creditors for any indebtedness or liability, and any and all CWA creditors shall look only to CWA assets for payment.

Article 6 Board Roles

A. PRESIDENT

The President shall:

1. be the lead public spokesperson for CWA and promote public awareness of CWA and active participation by members

2. preside over all Board and Membership Meetings
3. approve the agenda for all Board and Membership Meetings
4. ensure all Board orders and resolutions are put into effect
5. oversee the day-to-day running of CWA business and activities
6. oversee CWA finances, budgets, expenditures, disbursements and IRS obligations
7. secure and maintain CWA liability insurance
8. ensure CWA compliance as a 501(c)(3) organization, including maintaining good standing and current registration
9. manage CWA website calendar of events
10. prepare web site postings and mass messaging announcements for CWA activities
11. oversee website content and social media channels
12. receive and respond to CWA membership and public inquiries and, where appropriate, delegate responses to another Board member.

B. VICE-PRESIDENT

The Vice-President shall:

1. assist the President in the conduct of CWA business, as requested by the President
2. delegate for the President in the event that the President is not available
3. prepare agendas for Board meetings
4. serve as parliamentarian resolving questions of procedure in the conduct of meetings
5. oversee the Fishing Committee activities
6. oversee the Event Committee activities
7. oversee the development of the CWA calendar of activities
8. conduct reviews of the Bylaws, Conflict of Interest Policy and CWA Code of Conduct, as required
9. conduct CWA membership surveys, as required.

C. SECRETARY

The Secretary shall:

1. send notice of Annual Membership Meetings and Special Meetings and prepare agendas for prior approval by the Board
2. draft and send out other notices as requested by the Board
3. take minutes of Board, Membership and Special Meetings and arrange for minutes to be adopted and circulated to the Board

4. call for and receive nominations for Board elections and manage the elections process as per Article 5
5. keep records all CWA business activities including, but not limited to:
 - i. Bylaws
 - ii. Letter of Incorporation
 - iii. CWA liability insurance
 - iv. agendas and minutes of Board, Membership and Special Meetings
 - v. other legal documents
6. liaise with the Treasurer to ensure compliance with CWA's Conflict of Interest Policy and processes in accordance with CWA's s501(c)(3) obligations and report to the Board annually on the implementation of the policy, compliance, issues arising, resolutions and recommendations
7. support the President in preparing and posting web site postings and sending mass messaging announcements for CWA activities.

D. TREASURER

The Treasurer shall:

1. be the custodian of the CWA funds
2. maintain current and accurate financial records
3. oversee CWA banking and PayPal accounts
4. receive dues and other funds and disperse funds in accordance with the adopted budget or as approved by the Board and the principles of good financial management
5. liaise with the Secretary to ensure compliance with CWA's Conflict of Interest Policy and processes in compliance with CWA's s501(c)(3) obligations
6. when an Audit Committee is appointed, cooperate with the Audit Committee and make all financial information and records available in a timely manner.

E. MEMBERSHIP CHAIR

The Membership Chair shall:

1. maintain a list of Current Members and their contact details
2. notify Current Members in December / January that dues are payable
3. check membership applications / renewals against payment of dues received
4. welcome new members to the club and encourage their active participation.

Article 7 Committees

A. STANDING COMMITTEES

1. Standing Committees are permanent committees established to support CWA core activities on an ongoing basis. To establish a Standing Committee:
 - a. the Board determines the need for a Standing Committee and prepares a description of the purpose and responsibilities
 - b. the Board presents a proposal to establish the Standing Committee at the Fall Membership Meeting, for adoption by the CWA membership
 - c. CWA membership elects the Chair of the Standing Committee as per the provisions of Article 5.
2. The Chair reports to the Board of Directors and the CWA membership, as required.
3. The Chair may appoint a Current Member/s to assist in carrying out the purpose of the Standing Committee by nominating the Current Member and seeking Board approval.
4. The Chair is a Board member and exercises one vote at Board meetings. Other Committee members are not Board members, although they may attend Board meetings, with prior Board approval.
5. The Chair may delegate a Standing Committee member to represent the Chair at a Board meeting, in the event that the Chair is unable to attend.
6. The Chair shall:
 - a. identify relevant activities and contribute to the Board's annual planning process to include these in the CWA calendar
 - b. when relevant, prepare a budget for a CWA activity and submit it to the Treasurer as part of the Board's annual budget preparation process
 - c. prepare information about each activity and arrange for the activity to be listed in the CWA website calendar and promoted through communication with CWA membership. Activity information includes:
 - i. name of activity
 - ii. date
 - iii. location
 - iv. short description
 - v. refreshments and/or food arrangements, if any
 - vi. requirement to sign a waiver
 - vii. any additional charge to Current Members to attend the event, the amount of the charge, and the reason for the charge
 - d. maintain an inventory of CWA equipment relevant to their activities.

The following Standing Committees have been established.

1. Fishing Committee

The purpose of the Fishing Committee is to facilitate all CWA fly fishing activities. The Committee Chair shall be responsible for overseeing all CWA fishing activities. Fishing activities include, but are not limited to:

- a. day fishing trips
- b. multi-day fishing trips
- c. fishing and casting clinics.

The Committee Chair shall be responsible for purchasing, maintaining, storing and dispensing CWA equipment used in relation to fishing activities. Equipment may include, but is not limited to:

- a. rods, reels, lines, tapers, tippet, flies
- b. waders, boots and vests
- c. cooler box
- d. first aid kit.

2. Events Committee

The purpose of the Event Committee is to facilitate all CWA non-fishing activities. The Chair of the Events Committee shall be responsible for overseeing all CWA non-fishing events. Non-fishing activities include, but are not limited to:

- a. Spring and Fall Membership Meetings
- b. CWA fly tie events
- c. CWA booths at fly fishing shows - organizing the club's representation, securing a booth, providing CWA booth materials and coordinating CWA volunteers to staff the booth
- d. social and learning events.

The Committee Chair shall be responsible for purchasing, maintaining, storing and dispensing CWA equipment used in relation to event activities. Equipment may include, but is not limited to:

- a. CWA banner/s
- b. rack cards, promotional material and sign holders.

3. Environmental Committee

The Chair of the Environmental Committee shall be responsible for promoting environmental awareness and conservation and advancing sustainable, ethical fly fishing practices that are consistent with the preservation of game fish resources in the Chesapeake watershed area. The Chair shall:

- a. promote environmental awareness and sustainable fly fishing practices amongst CWA members
- b. serve as an advisor and provide information and advice on environmental issues and sustainable fly fishing practices

- c. provide educational learning opportunities about environmental issues sustainable fishing practice
- d. connect with conservation organizations in the Chesapeake watershed area and identify opportunities for CWA to contribute to local projects and initiatives.

B. SPECIAL COMMITTEES

1. Special Committees shall be established on an as-needs basis by the Board to undertake a specific task. Special Committees operate for the time it takes to fulfill the task and report to the Board.
2. To establish a Special Committee:
 - a. the Board determines the need for a Special Committee and prepares a description of the purpose, specific task/s and deliverables
 - b. the Board identifies a Current Member to Chair the Special Committee
 - c. the Board votes to establish the Special Committee and appoint the Chair.
3. The Chair reports to the Board and the CWA membership, as required.
4. The Chair is not a member of the Board and has no voting rights on the Board.
5. The types of Special Committees that may be established include, but are not limited to:
 - a. Budget Committee The purpose of a Budget Committee is to prepare an annual budget for the upcoming calendar year and present this to the Board for review. It may be established following the Fall Meeting. It may be chaired by the most recently elected Treasurer and include the Vice-President.
 - b. Audit Committee The purpose of an Audit Committee is to conduct an independent audit of CWA's finances. The Board shall ensure that CWA finances are regularly audited, and specifically when a new Treasurer is appointed. A special audit may be requested by a majority of the Board or by a Current Member at any time.

An Audit Committee shall consist of two Current Members, who are not members of the Board. These members must make formal conflict of interest declarations which are submitted to the Board prior to undertaking the audit.

An Audit Committee shall liaise with the Treasurer and report directly to the Board. The Audit Committee shall be directed to audit the finances for a specific period, which must be not less than the two previous financial years. Specific tasks may include, but are not limited to, the following:

- i. gather financial documents and records
- ii. review the financial systems and record keeping processes
review the accounting methods and internal control policies
- iii. review tax records
- iv. review income, expenditures and disbursements

- v. report findings and conclusions, detail specific issues and risks and identify follow up actions such as corrective or preventive initiatives.

Article 8 Governing Procedures

A. OPERATING PROCEDURES

1. The Board may develop detailed operating procedures to support good governance and management of CWA activities and finances. Where the operating procedures conflict with the Bylaws the Bylaws shall prevail.
2. The rules contained in the most recent edition of [*Robert's Rules of Order*](#) shall provide the rules of procedure for CWA. Where Robert's Rules are inconsistent with the CWA Bylaws, the Bylaws shall prevail.

B. BYLAWS

1. The Vice-President shall be responsible for reviewing CWA's Bylaws, from time to time. Where amendments are required the Vice-President shall draft the amendments, in consultation with the Board, and present the proposed amendments to the Board for review.
2. When the Board approves the proposed amendments it will present the amended Bylaws to CWA membership for adoption. This may occur at the Spring or Fall Membership Meetings or a Special Meeting. Written notice and the full text of the proposed amendment shall be provided to the CWA membership no less than twenty-one days prior to meeting in which the Bylaws shall be presented for amendment.

Article 9 Adoption

These Bylaws were adopted by CWA membership on **insert date**.