



PLATTE RIVERS VETERANS FLY FISHING

BYLAWS

Effective August, 2018

As Revised
July 18, 2019

Article I. Platte Rivers Veterans Fly Fishing Offices

Section 1. Principle Office: The principle office for Wyoming, shall be located at 7814 Kepler Drive, Cheyenne, Wyoming, 82009. The mailing address is PO Box 2414, Cheyenne, Wyoming, 82003. PRVFF may have other offices, either within or without the state of Wyoming as the Board of Directors may designate or as the business of PRVFF may from time to time require.

Section 2. Registered Office: The registered office of PRVFF, required by the Wyoming Non-Profit Corporation Act to be maintained in the State of Wyoming is 7814 Kepler Drive, Cheyenne, Wyoming, 82009 and the registered agent at such address is Duane Cook. The registered office and the registered agent may be changed from time to time by the action of the BOD and by filling the prescribed form with the Wyoming Secretary of State.

Article II. Meetings

Section 1. Annual Meeting: The annual meeting of the PRVFF Board of Directors shall be held the third Saturday of August each year, beginning with the year 2018 at 2:00 o'clock p.m., for the transaction of such business as may come before the meeting

Section 2. Regular Meetings: The PRVFF board of Directors may, by resolution, prescribe the time and place for the holding of regular meetings and may provide that the adoption of such resolution shall constitute notice of such regular meetings. If the PRVFF BOD do not prescribe the time and place for the holding of regular meetings, such regular meetings shall be held at the time and place specified by any director in the notice of each such regular meeting.

Section 3. Special Meetings: Special Meetings of the PRVFF Board of Directors, for any purpose or purposes, unless prescribed by statute may be called by any PRVFF BOD.

Section 4. Notice of Meeting: Written or telephonic notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten (10) days before the date of the meeting, either personally or by mail, by or at the direction of the PRVFF BOD to each BOD member. If mailed, such notice shall be deemed to be delivered when deposited in the mail, addressed to the PRVFF BOD member at his or her address as it appears on the books of PRVFF, with postage thereon prepaid. When all the BOD are present at any meeting, or if those not present sign in writing a waiver of notice of such meeting, or subsequently ratify all the proceedings thereof, the transactions of such meeting are as valid as if a meeting were formally called and notice had been given.

Section 5. Quorum: At any meeting of the PRVFF BOD, a majority of the BOD represented in person or by proxy, shall constitute a quorum at a meeting of the BOD. If less than said majority of the equity interests are represented at a meeting, a majority of the interests so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might

Article II. Meetings (cont.)

have been transacted at the meeting as originally notified. The BOD present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough BOD members to leave less than a quorum.

Section 6. Proxies: At all PRVFF BOD meetings, a BOD member may vote by proxy executed in writing by the BOD member or by his or her duly authorized attorney-in-fact. Such proxy shall be filed with the PRVFF BOD before or at the time of the meeting. No proxy shall be valid after three months from date of execution, unless otherwise provided in the proxy.

Section 7. Manner of Acting

Section 7.1 Formal action by the PRVFF BOD: Ordinarily, the act of a majority of the BOD present at a meeting at which a quorum is present, shall be the act of the BOD. Upon demand of any BOD member, voting on a particular issue may be in accordance percentage of equity ownership in the PRVFF organization. Notwithstanding any other provision to the contrary, the BOD have the absolute right and authority as to the management of the PRVFF organization.

Section 7.2 Procedure: The PRVFF BOD shall preside at meetings of PRVFF. A record shall be maintained of the meetings of the BOD. The BOD may adopt their own rules of procedure which will not be inconsistent with these bylaws.

Section 7.3 Presumption of Assent: A BOD of PRVFF who is present at a meeting at which action on any matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the secretary of the meeting immediately after the adjournment of the meeting. Such right to dissent shall not apply to a BOD member who voted in favor of such action.

Section 7.4 Informal Action of Directors: Unless otherwise provided by law, any action required to be taken at a meeting of the PRVFF BOD, or any other action which may be taken at a meeting of the BOD, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all PRVFF BOD entitled to vote with respect to the subject matter thereof.

Article III Fiscal Matters

Section 1. Tax Exempt Purpose: Our mission is to provide fly fishing trips, fly tying and rod building tutorials and fellowship to Active and Veteran military communities at no cost to any individual who participates. PRVFF provides equipment and expert instruction for all of these activities. We believe that our motto, "The Water Holds No Scars", speaks to the recuperative effects of fly fishing and all things related. We strongly encourage the practice of "Catch and Release". PRVFF will cover the costs of meals, transportation and lodging on all fishing trips.

Article III Fiscal Matters (cont.)

Section 1.1 Detail: PRVFF serves Veterans by providing charitable services at no cost to the Veteran(s) aimed at their rehabilitation and well-being relative to medical, physical and psychological injuries as a result of military service. As more specifically set forth herein, assets are devoted to providing these services. No part of net earnings of which insures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation (except otherwise provided in subsection (h)) and which does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf (or in opposition to) any candidate for public office.

Section 2. Fiscal Year: The fiscal year of the Limited Liability Company, PRVFF shall begin on the first day of January and end on the last day of December each year, unless otherwise determined by resolution of the PRVFF BOD.

Section 3. Deposits: All funds of the Limited Liability Company, PRVFF shall be deposited from time to time to the credit of the Limited Liability Company, PRVFF in such banks, trust companies or other depositories as the PRVFF BOD may select.

Section 3. Checks, Drafts, Etc.: All Checks, drafts or other orders for the payment of money, and all notes or other evidences indebtedness issued in the name of PRVFF shall be signed by any of the BOD.

Section 4. Contracts: The PRVFF BOD may authorize any BOD member to enter into any contract or execute any instrument in the name of and on behalf of PRVFF, and such authority may be general and confined to specific instances.

Section 4. Accountant: An accountant may be selected from time to time by the PRVFF BOD to perform such tax and accounting services as may, from time to time be required. The accountant may be removed by the BOD without assigning any cause.

Section 5. Legal Counsel: One or more attorney(s) may be selected from time to time by the BOD to review the legal affairs of PRVFF and perform such other services as may be required and to report to the BOD with respect thereto. The legal counsel may be removed by the BOD without assigning any cause.

Article IV. Lack of Management Certificates and Their Transfer

The existence of PRVFF as a Wyoming Nonprofit Corporation means that there is no equity ownership of any aspect of this company. As such, there are no management share or certificates.

Article V. Books and Records

Section 1. Books and Records: The books and records of PRVFF shall be kept at the principal office of PRVFF or at such other places, as the BOD shall from time to time determine.

Section 2. Right of Inspection: any PRVFF BOD of record shall have the right to examine, at any reasonable time or times for all purposes, the books and records of account, minutes and records of PRVFF BOD and to make copies thereof. Such inspection may be made by any agent or attorney of the BOD member. Upon written request of any member of the PRVFF BOD, it shall mail to such BOD member its most recent financial statements, showing in reasonable detail its assets and liabilities and the result of its operations.

Section 3. Financial Records: All financial records shall be maintained and reported based on generally acceptable accounting practices.

Article VI. Directors, Officers and Management

Platte Rivers Veterans Fly Fishing (PRVFF) hereby creates a Board of Directors (BOD). The individual BOD are Joe O'Connor, Dale Blakely, Victor Terruso, Larry Neasloney, Coy Wylie, Ron Van Voast, Randy Sindelir, Ken McCoy and Lou Nagel. The officers of PRVFF are as follows:

- President- Joe O'Connor
- Vice President- OPEN
- Treasurer- Larry Neasloney
- Secretary- Victor Terruso

The PRVFF Board of Directors, to the extent not inconsistent with Wyoming Law, may do the following:

- Effectuate these bylaws and the regulations and decisions of the PRVFF BOD.
- Direct and supervise the operations of PRVFF including the creation of committees and may appoint committee chairs.
- Establish such charges for services and products of PRVFF as may be necessary to provide adequate income for the efficient operation of PRVFF.
- Within the budget established by the PRVFF BOD, shall set and adjust wages and rates of pay for all personnel of PRVFF and shall appoint, hire and dismiss all personnel and regulate hours of work.

Article VII. Board of Directors

Section 1. The Board of Directors is responsible for the general supervision of the Program's affairs and finances along with but are not limited to:

- Duty of Care: Take care of PRVFF by ensuring prudent use of all assets, including facility, people, and good will.
- Duty of Loyalty: Ensure that PRVFF's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of PRVFF; not in the best interest of the individual board member (or any other individual or for-profit entity).
- Duty of Obedience: Ensure that PRVFF obeys applicable laws and regulations; follows its own bylaws; and that PRVFF adheres to its stated corporate purposes/mission.
- All board members should be inspired to "stand for PRVFF missions" through active engagement as ambassadors and advocates. Ensuring understanding of laws surrounding nonprofit advocacy, lobbying, and political activity as to support PRVFF mission.

Section 2. The Board of Directors shall consist of no fewer than three (3) non-officer members and the officers pursuant to Article V, section 1 and no more than nine members. Each non-officer Director shall serve a three-year term, with Directors' terms staggered to provide for continuity. The immediate past President shall be an ex-officio member of the Board of Directors for the term of his or her successor. All Directors shall be current participants of Platte Rivers Veterans Fly Fishing.

Section 3. The Board of Directors shall meet regularly, but no less than 8 times per year. Upon notice, the meetings of the Board of Directors may be conducted by telephone. The Board of Directors may also act by email vote, provided all members of the Board of Directors are permitted the opportunity to participate and all votes are shown to all Directors and reported in the minutes of the Board of Directors.

Section 4. A simple majority of the members of the Board of Directors shall constitute a quorum and a simple majority vote of those present is required to approve any official action.

Section 5. Special meetings may be called by the President or any two (2) members of the Board of Directors. Unless notice is waived by all members of the Board of Directors, notice of any special meeting, including date, time, place and agenda, must be given at least seven (7) days in advance. Notice may be in writing or by electronic communication, including fax or electronic mail.

Section 6. If a director is unable to serve for any reason or if a director is appointed to fill a vacant officer position, the vacant director position shall be filled for the remainder of the unexpired term by election at the next regularly scheduled meeting of the Chapter members or at a special meeting called for this purpose.

Article VIII. Officers and Duties

Section 1. The officers of the Chapter shall be: President, Vice President, Secretary and Treasurer, all of whom shall be voting members of the Chapter's Board of Directors. All officers must be Participants in good standing of Platte Rivers Veterans Fly Fishing. No person shall hold more than one (1) office at any time, except for the offices of Secretary and Treasurer. The officers shall be chosen and elected by the Board of Directors.

Section 2. The President shall serve as general executive officer and shall appoint the Program Director through Board of Director interviews. The President shall oversee all activities of the PRVFF program and preside at all board meetings. Presidential limitations are as follows:

- The President will have the leeway to act, pursue, obligate and/or contract for products and services that are advantageous to the program up to and including limit of \$1000.00 without BOD approval. Any obligation beyond this amount will require consultation and approval of a quorum of the BOD members electronically through use of email, text messaging or in writing.

Section 3. The Vice President shall assume the duties of the President if the President is absent or unable to perform the President's duties. The Vice President shall perform the duties assigned by the Board of Directors and the President.

Section 4. The Treasurer shall have custody of all funds and property of the PRVFF program. With the President, the Treasurer may sign and execute, in the name of the PRVFF program, all contracts, agreements and other obligations of the program. When necessary or proper, the Treasurer shall endorse for collection on behalf of the PRVFF program, all checks, notes, drafts and electronic credits and transfers and shall deposit same and all other revenues to the credit of the program in such bank or banks as the Board of Directors designates. All checks for the disbursement of funds of the PRVFF program above \$1,000.00 shall be signed by the President and counter-signed by the Treasurer. The Board of Directors may impose such alternate authority or limitations of authority to execute contracts, sign checks or use other forms of payment as the Board of Directors deems appropriate and may require that the Treasurer be bonded. The Treasurer shall also:

- Keep full and accurate accounts of monies received and paid on account of the PRVFF program, give a financial report at each meeting of the Board of Directors, and whenever required by the Board of Directors, render a statement of the program's accounts and report to the PRVFF participants.

Article VIII. Officers and Duties (cont.)

Section 4. (cont.)

- Submit a complete Annual Financial Report (AFR) for the program to Platte Rivers Veterans Fly Fishing prior to the deadline set by the Board of Directors and will contain a complete and accurate accounting of all revenues, expenses, volunteer hours by participants of the Program and any additional items prescribed within the AFR form.
- The Treasurer will also make all necessary filings with the Internal Revenue Service and state and local authorities.
- Upon request, permit access to the PRVFF's program books, records and accounts by any Chapter Officer, Director or designated representative of the State Council and/or Platte Rivers Veterans Fly Fishing.

Section 5. The Secretary shall keep the minutes of all meetings of the Board of Directors. The Secretary shall assist the Treasurer in preparing the AFR form when requested. Notice of held meetings may be in writing or by electronic communication.

Article IX. Election, Term, Vacancy

Section 1. The Platte Rivers Veterans Fly Fishing officers shall be elected for two-year renewable terms. No officer shall serve more than two (2) consecutive two-year terms in the same office, but an officer may again hold the same office after a one-year period out of office.

Section 2. In the event of a vacancy in any office, the Board of Directors shall appoint an individual to serve until the next regularly scheduled election.

Section 3. The Board of Directors vote on all Board Member and Program Director applicants.

Section 4. The BOD may terminate any Board Member if it is determined that said Board Member is not satisfactorily performing their duties.

Article X. Right to Seek Independent Advice

Section 1. The BOD expressly state and represent that they have been advised of their right to consult professionals of their choice including accountants, lawyers, business and investment professionals prior to the execution of these bylaws regarding the business, legal, international and tax considerations and implications of organizing PRVFF and being a director thereof. We understand and agree that any firm listed within this document represents the interest of PRVFF and not individual interests.

Article XI. Miscellaneous

Section 1. Notice: Any Notice required or permitted to be given to the pursuant to the provisions of the Statute, the Articles of Platt Rivers Veterans Fly Fishing or these Bylaws, shall be effective as of the date personally delivered, or if sent by mail, on the day deposited and addressed to the intended receiver at his or her last known address as shown in the records of PRVFF.

Section 2. Waiver of Notice: Whenever any notice is required or permitted to be given pursuant to the provisions of the Statute, the Articles of PRVFF or these Bylaws, a waiver thereof, in writing, signed buy the persons entitled to such notice, whether before or after time stated therein, shall be deemed equivalent to the giving of such notice.

Section 3. Indemnification by Corporation: The Nonprofit PRVFF may indemnify any person who was or is a party defendant or is threatened to be made a party defendant to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of PRVFF) by reason of the fact that he or she was a BOD of PRVFF, against expenses (including attorney fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if the BOD determine that he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of PRVFF, and with respect to any criminal action or proceeding, has no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon plea of nolo contendere or its equivalent, shall not in itself create a presumption that the person did or did not act in good faith and in a manner which he or she reasonably believed to be in the best interest of PRVFF, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 4. Indemnification Funding: PRVFF shall fund the indemnification obligations provided by Section 3.0 in such manner and to such extent as the BOD may from time to time deem proper.

Section 5. Duality of Interest Transactions: BOD of PRVFF have a duty of undivided loyalty to PRVFF in all matters affecting PRVFF's interest.

Article XI. Miscellaneous (cont.)

Section 6. Anticipated Transactions: Notwithstanding the provision of Section 5.0, it is anticipated that the BOD will have other legal and financial relationships. Representatives of PRVFF, along with representatives of other entities, may from time to time, participate in the joint development of contracts and transactions designed to be fair and reasonable to each participant and afford an aggregate benefit to all participants. Therefore, it is anticipated that PRVFF will desire to participate in such contracts and transactions and, after ordinary review for reasonableness, that the participation of PRVFF in such contracts and transactions may be authorized by the BOD.

Section 7. Gender and Number: Whenever the context requires the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

Section 8. Articles and other Headings: The Articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation.

Section 9. Reimbursement of Officers and Directors: BOD shall receive reimbursement for expenses reasonably incurred in the performance of their duties.

Article XII. Distribution of Assets Upon Dissolution

The assets of the organization, where ever situated, at the time of dissolution of PRVFF by whatever process it may be dissolved, shall be given equally and exclusively to the Regional Chapters of Trout Unlimited- Curt Gowdy Chapter, located in Cheyenne, Wyoming and Rocky Mountain Flycasters, located in Fort Collins, Colorado.

Article XIII. Amendments

This Bylaws may be altered, amended, restated or repealed and a new Bylaws may be adopted by unanimous action of all the PRVFF BOD, after notice and opportunity for discussion of the proposed alteration, amendment, restatement, or repeal.