

Colorado Women Flyfishers
Board of Director Meeting MINUTES
Meeting Location: Bass Pro Restaurant
December 13, 2016

7:15 pm President:

Meeting called to Order at 7:15 PM

Quorum Check. There was a Quorum. In attendance: Amy, Cyndy, Lisa, Rheana, Kimberly and Val. Also in attendance Karen Williams and Mary Manka.

Agenda Approved and 2nd

November Meeting Minutes Approved and 2nd.

7:20 pm – 7:30 pm

- Discuss the Policies changes (limited to 15 minutes); Vote to approve or table for 2017 BOD – send out for BOD email vote separately
Motion to Approve: Cyndy
2nd: Rheana

7:35 pm – 7:40 pm

- Discuss the By-Laws changes (limited to 15 minutes); Vote to approve or table for 2017 BOD - send out for BOD email vote separately
Motion to Approve: Rheana
2nd: Cyndy

7:40 pm – 7:45 pm

- Approve the 2017 CWF Budget - send out for BOD email vote separately
Motion to Approve: Val
2nd: Rheana

7:15pm – 8:00pm

- Any other open business items brought forth by Directors
- Business Cards – 500 standard color cards for approx. \$30 (Rheana)
- Banners and items for the show -Val
 - Do we purchase discount tickets for our members?
- Board retreat will be Jan 21 at Mary Manka's house

Adjourn Meeting by 8:00pm (7:55pm)

2016 Board of Directors

Colorado Women Flyfishers – 2016 Board of Directors	Position
Amy Slaughter	President

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Rheana Gavagan	Vice President
Kimberly Travis	Secretary
Jolene Pilcher	Treasurer
Cindy Scholz and April Archer	Education Director (Co-Chairs)
Jane Retherford	Fundraising Director
Julie Heeg	Membership Director
Julie Heeg	Newsletter Director
Val Robinson	Public Events Director
Melody Mohigh	Special Projects Director
Deb Nelson & Kris Trierweiler	Technology Director (Co-Chairs)
Lisa Seawald	Trips Director

2017 Board of Directors

Colorado Women Flyfishers – 2016 Board of Directors	Position
Rheana Gavagan	President
Mary Manka	Vice President
Karen Williams	Secretary
Jolene Pilcher	Treasurer
Cindy Scholz and April Archer	Education Director (Co-Chairs)
Jane Retherford	Fundraising Director
Jennifer Curran	Membership Director
Julie Heeg	Newsletter Director
Val Robinson	Public Events Director
Cherrie Buskohl & Joanne Sondock	Special Projects Director

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Deb Nelson	Technology Director (Co-Chairs)
Lisa Seawald	Trips Director

Policies Adopted by the Board of Directors

Colorado Women Flyfishers, Inc.

Prepared December 9, 2016

1. CWF does not allow commercial advertising in its monthly newsletter; however, members' small personal classified ads that are not related to a commercial venture and that are related to fly fishing are published free of charge as an accommodation. *(Reviewed and reaffirmed at the December, 2016 Board of Directors)*
2. Board members are allowed to purchase clothing with the club logo at cost. *(Reviewed and reaffirmed at the December, 2016 Board of Directors meeting.)*
3. The Board will select gifts for departing members with recommended values of these gifts to be up to \$25 per two-year term for Board members. *(Reviewed, revised and revisions adopted at the December, 2016 Board of Directors meeting.)*
4. CWF's policy is to restrict monthly meetings to members, *December, 2016 Board of Directors meeting.)*
5. Any item purchased by a club member that is not included in the budget, requires prior Board approval for reimbursement. *(Reviewed, revised and revisions adopted at the December, 2016 Board of Directors meeting.)*
6. Announcements at the CWF monthly meetings are limited to members with the exception being by approval of the Vice President or President or prior board consent. *(Reviewed, revised and revisions adopted at the December, 2016 Board of Directors meeting)*
7. CWF Board of Directors shall identify and approve organizations with whom we may partner or assist. *(Reviewed, revised and revisions adopted at the December, 2016 Board of Directors meeting)*

**AMENDED AND RESTATED BY-LAWS OF THE
COLORADO WOMEN FLYFISHERS, INC.
"A sociable club for women who flyfish"
Established January 14, 1997**

ARTICLE I: NAME

The name of the organization shall be the *Colorado Women Flyfishers, Incorporated* or *CWF*.

ARTICLE II: ORGANIZATION

The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes.

ARTICLE III: PURPOSE

The purpose of Colorado Women Flyfishers, Inc. ("CWF" or "Club") shall be to promote, encourage, and educate women in the sport and ethics of flyfishing; to provide a supportive environment wherein each CWF member can enhance her flyfishing knowledge, skills and enjoyment; and to foster friendship and camaraderie among women flyfishers.

ARTICLE IV: MEMBERSHIP

1. Membership is open to any woman, age 18 or older, who is interested in the sport of flyfishing and who supports the purpose of this organization. All Club activities and programs are open to all Club members and their guests, without restriction, unless otherwise stated in the announcements for that activity or program. Membership in CWF is non-transferable.
2. Upon payment of dues, applicants who meet the membership requirements shall be admitted as members of the Club.
3. The Club's Board of Directors may establish special membership categories and appoint members to such categories for such periods as the Board determines.
4. **Member contact information (i.e. names, addresses, phone numbers, etc.) of CWF members may not be sold, traded, released to non-members (which includes outside vendors), publicly displayed, or used for any commercial purpose without the expressed written permission of said members.**
5. Each member shall have one vote for membership voting purposes.
6. A member can be expelled by a unanimous vote of the Board of Directors or by a majority vote of the membership.

ARTICLE V: REVENUE

1. The fiscal year for Colorado Women Flyfishers, Inc. will be from January 1 to December 31.
2. Each member shall pay annual membership dues for each fiscal year. Members must renew their membership by December 31 of the ending fiscal year.
3. The amount of dues and any required fees for the next fiscal year shall be determined by a vote of a simple majority of the Club's Board of Directors at or before its September meeting each year.
4. Revenues to the Club shall not be limited to membership dues or fees.
5. Authorized signatories for the Club's account shall be the Treasurer and President. Payments from the Club's account for expenditures of amounts up to \$50.00 may be paid upon the signature of one authorized signatory. Any payment, commitment of funds or contractual obligation in an amount that exceeds \$50.00 requires signature of one authorized signatory and authorization by the Board as provided in Article VI below.
6. Any payment, commitment of funds or contractual obligation made on behalf of the Club, in any amount by any member, is not binding upon the Club unless prior authorization has been given by the Board.

ARTICLE VI: BOARD OF DIRECTORS

1. The affairs of the Club shall be managed and directed by the Board of Directors. Members of the Board of Directors shall be elected by the members, as provided in Article VII below. The Board shall consist of the Club officers and directors or co- directors identified in Article VII below. The immediate past President shall be an advisory Board member for one year after her term expires.
2. Each Board member, except the immediate past President, shall have one vote regarding Board decisions; provided, however, that when more than one person shares an officer or director position, the persons sharing that position shall together have only one vote. The immediate past President shall not have a vote in Board decisions unless one is required to break a tie. Any member of the Board may vote by proxy through another member of the Board.
3. A simple majority of the total board membership shall constitute a quorum. If a quorum is present, the vote of a simple majority of the Board members present or voting by proxy shall constitute the decision of the board.
4. The Board shall meet monthly or as otherwise determined by the Board.

ARTICLE VII: OFFICERS AND COMMITTEES

1. All Club members are eligible to serve as Club officers, directors and as chairs of Club committees.
2. The Club officers and directors, as identified in this article, shall be elected at the annual business meeting of the membership and shall serve for two-year terms beginning at the January Club meeting following their election. New officers and directors will be announced at the November Club meeting (or holiday / end of season party if no November meeting is held) following this election. In order to retain half of the Board in any given year, the two-year terms shall be staggered as set forth in this Article.
3. Those members interested in running for office must declare their intentions to the President, a Board member or a member of the nominating committee (if any) by the September Club meeting.
4. In performing her duties as a Club officer and director, each officer and director shall act consistent with the general values, intent and purpose of this Club and in accordance with these by-laws and the directions and decisions of the Board of Directors.
5. The officers of CWF and their duties shall be as follows:

President: Presides over all meetings of the membership and the Board, serves as an ex- officio member of all standing committees, and, subject to the direction and supervision of the Board, acts as official spokeswoman and representative of the Club. Elected in odd-numbered years.

Vice President: Assists the President, organizes programs for the regular member meetings in cooperation with the Trip and Education Directors, monitors compliance with these by-laws, and, in the absence of the President, acts as President. Elected in even-numbered years.

Secretary/Archivist: Keeps minutes of Board meetings; handles correspondence; maintains a permanent record of all Board meeting minutes and Club activities, including archives of all Club newsletters and annual reports; and, in cooperation with the Newsletter Editor, reviews for integrity and accuracy each Club newsletter or other Club publication prior to issuance. Elected in odd-numbered years.

Treasurer: Keeps and maintains the accounting records of the Club including depositing checks and cash, making disbursements and maintaining a written record of all transactions; makes accounting records available for inspection at any time by the Board; makes a quarterly report to the Board, an annual report to the membership, and other reports at such times as the President may request; and maintains membership dues records. Elected in even-numbered years.

6. The directors of CWF and their duties are as follows:

Education Director: As director of the Education Committee, plans and coordinates any educational and skill-improvement activities that may be undertaken by the Club. Elected in odd-numbered years.

Fundraising/Raffle Director: As director of the Fundraising/Raffle Committee, plans and coordinates any fundraising activities that may be undertaken by the Club. Co-sponsors the

annual holiday / end of season party fundraising with the Special Projects Director. Elected in even-numbered years.

Membership Director: As director of the Membership Committee, provides welcome, introduction and orientation of new members; produces and provides each new member with a CWF information packet; creates and maintains name badges for all members; and maintains a complete, accurate and up-to-date membership roster in cooperation with the Treasurer. Elected in even-numbered years.

Newsletter Director: As director of the Newsletter Committee, produces Club newsletter and maintains newsletter mailing list. Elected in odd-numbered years.

Outreach Director: As director of the Outreach Committee, plans and coordinates community outreach activities undertaken by the Club. Elected in odd-numbered years.

Public Events Director: As director of the Public Events Committee, plans, coordinates, and staffs volunteers and conducts a raffle, if appropriate, at shows and events as approved by the board and co-sponsors the annual holiday / end of season, party fundraising with the Fundraising/Raffle Director. Elected in odd-numbered years.

Special Projects Director: As director of the Special Projects Committee, plans and coordinates special projects, including any social, conservation or charitable activities that may be undertaken by the Club. Elected in even-numbered years.

Technology Director: As director of the Technology Committee, plans, coordinates, and maintains the Club's technology and website. Elected in odd-numbered years.

Trip Director: As director of the Trip Committee, plans and coordinates flyfishing outings for the Club. Elected in odd-numbered years.

7. In addition to the individual duties described above, each officer and director shall:
 - Provide the Newsletter Editor with timely information, in a format ready for publication where possible, regarding projects and activities for which she is responsible.
 - Prepare a short annual report summarizing: the status of Club business under her management or direction; any significant outstanding issues or projects relating to this business; and any issues, activities or projects that she would like the Board to consider for the following year. This report should be provided to the President by the November meeting of the Board and circulated to all existing and incoming Board members at or shortly after that meeting.
 - Prepare and maintain a record of all activities for each position for transfer to the newly elected board members in order to maintain continuity within the board.
8. Each of the standing committees identified in this article may have up to two directors upon approval by the membership or the Board of Directors.
9. Officers and directors shall not receive a salary or any other financial compensation for their service on the Board of Directors. However, where appropriate, an officer or director may be compensated for reasonable expenses incurred in the course of her performing or fulfilling her duties, provided such compensation is authorized, if necessary, in accordance with Article V, Paragraph E of these by-laws.
10. An officer or director may resign at any time upon providing notice to the Board. In that event, or should the Board determine that any officer or director is unable to satisfactorily fulfill her duties or has a conflict of interest, the President shall appoint, subject to confirmation by the Board, a member to serve as a replacement for that officer or director until the next regularly scheduled election for that position. In the alternative, the Board may choose to schedule a special election before the Club membership to fill the position.

ARTICLE VIII: MEETINGS

1. Periodic meetings of the membership shall be held on such date, time and place as determined by the Board of Directors. A Club picnic and holiday / end of season party may be held annually and in lieu of regular membership meetings at the discretion of the Board.

2. The Club's annual business meeting shall be held in November, unless otherwise determined by the Board, for the purpose of election of officers and directors and any other business deemed pertinent by the Board.
3. Notice of the date, time and location of the annual business meeting must be provided to members at least ten days prior to the meeting.
4. A member may vote in the elections in person (hand delivery), by mail ballot on the form provided to the membership by the Board, or by online ballot (if made available).

ARTICLE IX: AMENDMENT OF BY LAWS

These By-Laws may be amended by a majority vote of the Board, or by a majority vote of the membership present at the annual business meeting or special meeting of the members, provided that at least ten days' notice is provided in writing, (email notification is acceptable), to all Board members or all Club members, depending on the body that will consider the amendment(s), as to the date, time and location of the meeting and the nature of the proposed amendment(s).

The undersigned officer of the Colorado Women Flyfishers, Inc., hereby certifies that the foregoing Amended By-Laws are an accurate copy of the Amended By-Laws enacted by the Board of Directors of the Colorado Women Flyfishers, Inc. at its December monthly meeting.

DATED this 9th day of December, 2016 _____

By: Kimberly Travis
Secretary, Colorado Women Flyfishers, Inc.

COLORADO WOMEN FLYFISHERS

	2016 Approved Budget	Actual Jan-Sept 2016	2016 Variance to Budget (-) Available to spend (+) Income to earn	2017 Budget Draft
Board Meeting				
Board contingency	-\$100.00		-\$100.00	-\$100.00
Board meeting other-Gift Cards	-\$200.00		-\$200.00	-\$200.00
Business Cards	-\$100.00		-\$100.00	-\$100.00
Depreciation on equipment	-\$313.45		-\$313.45	-\$313.45
Donations	\$25.00	\$10.00	\$15.00	\$25.00
Insurance	-\$2,200.00		-\$2,200.00	-\$2,200.00
2017 Anniversary Event	\$0.00		\$0.00	\$0.00
Northern Chapter - Meetings and Speaker	-\$300.00	-\$20.00	-\$280.00	-\$150.00
Planning meeting/orientation	-\$100.00		-\$100.00	-\$100.00
Sponsorship fly fishing competition	-\$600.00		-\$600.00	-\$100.00
Storage	-\$1,920.00	-\$1,512.00	-\$408.00	\$0.00
Total Board Meeting	-\$5,808.45	-\$1,522.00	-\$4,286.45	-\$6,258.45
Education				
Full Day Clinic - Spring:				
Income - Intermediate Clinic	\$1,800.00	\$1,990.08	-\$190.08	\$2,048.00
Income - Fly Tying Clinic	\$100.00		\$100.00	\$100.00
Income - Beginner Clinic	\$300.00	\$289.70	\$0.30	\$300.00
Beginner Water Clinic	-\$500.00		-\$500.00	-\$500.00
Lunch and Room	-\$1,000.00	-\$723.40	-\$276.60	-\$1,000.00
Books	\$0.00		\$0.00	\$0.00
Supplies & Expenses (Beg Clinic)	-\$150.00		-\$150.00	-\$200.00
Guide and Rods	-\$1,500.00	-\$2,020.00	\$520.00	-\$1,500.00
Total Full Day Clinic - Spring	-\$950.00	-\$453.62	-\$496.38	-\$752.00
Total Education	-\$950.00	-\$453.62	-\$496.38	-\$752.00
Fund Raising				
Bass Pro Events				
Holiday Raffle	\$2,500.00	\$1,610.60	\$889.40	\$2,500.00
Income - Holiday Raffle	\$0.00		\$0.00	\$0.00
Expenses-Holiday Raffle	\$0.00		\$0.00	\$0.00
Total Holiday Raffle	\$2,500.00	\$0.00	\$2,500.00	\$2,500.00
Holiday Party Sil Auc Income	\$0.00		\$0.00	\$0.00
Holiday Party Sil Auc Expense	\$0.00		\$0.00	\$0.00
Total Holiday Party Silent Auction	\$0.00	\$0.00	\$0.00	\$0.00
Monthly Raffle				
Monthly Raffle Income	\$250.00		\$250.00	\$250.00
Monthly Meeting Raffles	-\$60.00		-\$60.00	-\$400.00
Monthly Raffle Items Purchased	\$190.00	\$0.00	\$190.00	-\$60.00
Total Monthly Raffle	\$2,690.00	\$1,610.60	\$1,079.40	\$2,290.00
Total Fund Raising				
Membership				
Income - Membership	\$6,000.00	\$4,816.99	\$1,183.01	\$6,400.00
Membership dues	\$6,000.00	\$4,816.99	\$1,183.01	\$6,400.00
Total Income - Membership				
Membership Expenses	-\$250.00	-\$75.00	-\$175.00	-\$250.00
Door Prizes				

End of Season Party Meal					
Meal Income	\$1,100.00			\$1,100.00	\$500.00
Meal/appetizers cost	-\$700.00			-\$700.00	-\$700.00
Other	\$0.00			\$0.00	\$0.00
Total EOS Party Meal	\$400.00		\$0.00	\$400.00	-\$200.00
Total EOS Party	\$0.00		\$0.00	\$0.00	-\$600.00
Plenic and other					
Income Picnic	\$300.00			\$300.00	\$0.00
Picnic/new member social Expenses	-\$500.00		-\$138.71	-\$381.29	-\$250.00
Total Picnic	-\$200.00		-\$138.71	-\$61.29	-\$250.00
Special Events (Speakers)					
Income - Speakers	\$0.00			\$0.00	\$0.00
Speaker Expenses	-\$250.00			-\$250.00	-\$250.00
Total Special Events (Speakers)	-\$250.00			-\$250.00	-\$250.00
Total Special Projects	-\$450.00		-\$138.71	-\$311.29	-\$1,100.00
Technology					
Forms and website hosting	-\$200.00			-\$200.00	-\$200.00
Upgrades and supplies	-\$75.00		-\$9.93	-\$85.07	-\$225.00
Total Technology	-\$275.00		-\$9.93	-\$285.07	-\$425.00
Treasurer					
Bank Fees	-\$25.00			-\$9.00	-\$25.00
Copies	\$0.00		-\$16.00	\$0.00	\$0.00
Envelopes	\$0.00			\$0.00	\$0.00
Interest Income	\$50.00			\$50.00	\$50.00
Licenses and Permits	-\$100.00		-\$10.00	-\$90.00	-\$100.00
Annual Corp State Fee	-\$100.00			-\$100.00	-\$100.00
Office-Printing supplies	-\$25.00			-\$25.00	-\$25.00
Postage	-\$20.00			-\$20.00	-\$20.00
Total Treasurer	-\$220.00		-\$26.00	-\$194.00	-\$220.00
Trips					
BOD Retreat	-\$450.00			-\$450.00	\$0.00
Contingency	-\$100.00			-\$88.00	-\$100.00
Total Trips	-\$550.00		-\$42.00	-\$508.00	-\$100.00
Total Income	\$333.55		\$2,857.87	-\$2,624.12	-\$353.45