Welcome to the Board of Directors

ARIZONA FLYCASTERS, INC.

Director’s Manual

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<td>2007 Board of Directors</td>
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<td>2014 Board of Directors</td>
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MISSION STATEMENT

The Arizona Flycasters Club is a non-profit, tax exempt organization dedicated to encouraging, supporting, and educating its members and the community in the sport of fly fishing, the techniques of fly fishing, and the ethics of “catch and release,” which promotes the conservation of fish and their habitats. The organization’s activities also promote friendship, enjoyment, sportsmanship and safety.

WELCOME TO THE BOARD OF DIRECTORS

ARIZONA FLYCASTERS CLUB

This manual, originally established in 2007, should provide background information about the Arizona Flycasters Club (AFC) and some of its history. It is not intended to answer all of your questions. Rather, it is intended to provide new Board members with a sense of who we are, why we are here and what are our obligations.

AFC is a Federal 501(c)3 non-profit, educational entity incorporated under the laws of Arizona. A non-profit corporation does not pay taxes on the revenue it generates. The monies accumulated are distributed for the charitable causes that the non-profit was formed to support, such as education and conservation.

You were elected by the AFC membership. In order to serve them properly you owe it to them to become familiar with the organization, its finances and its policies. Your opinion is important. You shouldn’t hesitate to voice your opinion or question something you don’t understand. When you are part of the AFC Board of Directors you have an obligation to the entire organization.

We are all volunteers. None of us are being paid for our service on the Board. It is a responsibility we all shoulder. The responsibility is diminished for us all if you take some portion of the task as your own.

Thank you for agreeing to serve on the Board of AFC and welcome.
The officers, in 1962, realized that some day AFC would need Bylaws, Articles of Incorporation and tax exempt filing with IRS. However, these requirements were not completed until February 19, 1968. An amazing time lapse that can only be explained by the 'fly fishing comes first' ethic that we know so well. Not much has changed with the AFC ethic!

The incorporators who signed the original Articles were: Edward M. Adams, Charles (Chuck) A. Conner, Harry Gamble, Wm. P. Huested, Denton F. Ingle, Jess Michael, H.E. (Gene) Perry, Dr. L.L. Stolfa and Gerge P. Viasss, LL.D. These Articles were filed with the Arizona Corporation Commission on July 5, 1968.

Arizona Flycasters Club (AFC) began with an organizing meeting on January 12, 1962. It is not known just who was the spark that initiated the idea of organizing an informal group of 26 anglers interested in fly fishing. This group met only in the off season and membership at that time was by invitation only. We do know who the first group of officers was. Elected as President was C.W. (Doc) Jones, John Sandige was elected as Vice-President, Fred Weiler (at that time was Director of AZ Game & Fish) was elected as Secretary/Treasurer and Art Tayler was elected as Chief Flycaster, a title given to the officer responsible for club programs. Prior to this first meeting an effort was made to survey several prominent fly fishing clubs to determine how they were organized and how they conducted their functions. Three organizations contacted were: Golden Gate Flycasters in northern California, Empire Flycasters in Washington State and Harvard Flycasters in Illinois. There were 24 attendees at this first meeting. We only know the names of eleven of these men.

The first Club President was C.W. Doc Jones.

Others that followed were:

<table>
<thead>
<tr>
<th>Year</th>
<th>President</th>
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<tbody>
<tr>
<td>1962</td>
<td>John Sandige *</td>
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<tr>
<td>1963</td>
<td>George Vlassis *</td>
</tr>
<tr>
<td>1964</td>
<td>Al Ellis *</td>
</tr>
<tr>
<td>1965</td>
<td>Ed Adams *</td>
</tr>
<tr>
<td>1966</td>
<td>Chuck Conner *</td>
</tr>
<tr>
<td>1967-68</td>
<td>Ed Adams *</td>
</tr>
<tr>
<td>1969-70</td>
<td>Chuck Conner *</td>
</tr>
<tr>
<td>1971</td>
<td>Harry Gamble *</td>
</tr>
<tr>
<td>1972-73</td>
<td>Jack Miller</td>
</tr>
<tr>
<td>1974</td>
<td>Carl Glassenhart</td>
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<tr>
<td>Year</td>
<td>Director</td>
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<tr>
<td>1975</td>
<td>Walt Doad *</td>
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<tr>
<td>1976</td>
<td>Ed Adams *</td>
</tr>
<tr>
<td>1977</td>
<td>Lon Ellington</td>
</tr>
<tr>
<td>1978-79</td>
<td>Ron Thomas</td>
</tr>
<tr>
<td>1980-81</td>
<td>Tim McNeil *</td>
</tr>
<tr>
<td>1982</td>
<td>Aaron Herrick *</td>
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<tr>
<td>1983</td>
<td>Larry Allen</td>
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<tr>
<td>1984</td>
<td>Jack Miller</td>
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<tr>
<td>1985</td>
<td>Wes Boudette</td>
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<td>1986-94</td>
<td>Dave Cohen *</td>
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<tr>
<td>1995</td>
<td>Carmine Isgro</td>
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<tr>
<td>1996</td>
<td>Bob Bowers</td>
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<tr>
<td>1997-98</td>
<td>Mike Costello</td>
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<td>1998</td>
<td>Dennis Lockett</td>
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<tr>
<td>1998-99</td>
<td>Ron Robinson</td>
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<tr>
<td>2000-01</td>
<td>Dario Travaini *</td>
</tr>
<tr>
<td>2002-03</td>
<td>Dick Kennedy</td>
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<tr>
<td>2004-05</td>
<td>Doug Benford</td>
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<tr>
<td>2006-07</td>
<td>Brian Mazoyer</td>
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<td>2008-09</td>
<td>Ron Rosenlof</td>
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<td>2010-11</td>
<td>Roger Cahoon</td>
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<tr>
<td>2012-13</td>
<td>Jon Wallace</td>
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<td>2014-15</td>
<td>Gary Lashewich</td>
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<tr>
<td>2016-17</td>
<td>Jim Rondoni</td>
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<tr>
<td>2018- Present</td>
<td>Brad Norgaard</td>
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* Deceased
There have been many hard-working board members over the years however the record of their service is incomplete. Over the years the club has grown to over 200+ family memberships. Each year AFC experiences about a 25% attrition rate.

Even so, the membership remains approximately the same, so there have been many people who have worn our badge. It may surprise you to know that the original membership premise was for "Men Only". AFC was started as an exclusive, men's fly-fishing club and applicants had to be approved by the Executive Committee prior to being accepted. This restriction was removed in the early 1980's.

In 1984 after serving two terms as Club Secretary, Jo Watson was elected as Club Vice-President under the enlightened leadership of President Jack Miller, DVM. Jo was an avid fly-fisher and would stay out on the San Juan longer than most club participants. One year as it grew dark, she almost missed the last bus back on the last day of the outing because she lost track of time up-river. A search party was dispatched and when found she said, "No excuse. I was catching fish and thanks for thinking of me.”

In the 1990's a few women came and went and the distaff membership was sparse and remained static. In the spring of 2000, then President Dario Travaini made a concerted effort to increase membership and to encourage women applicants. Dario made several appearances at the Desert Flycasters Club to invite their members as guests to the AFC monthly meetings and to a few outings. He also attended a Dame Juliana Anglers meeting and offered to welcome their members to join AFC and participate in the club's broad menu of educational, conservation and fishing activities. AFC female membership has steadily increased as a result of this outreach, and the club's participation in related efforts such as support of “Casting for Recovery” instituted by the Board in 2002 and subsequent presidents.

Financially, the club has gone from an organization where the members donated $1.00 so a newsletter could be sent out to today’s status where the club has been able to endow a $10,000 scholarship program.

AFC has been a very active club throughout its life. It was one of the first fly fishing clubs to host a national Federation of Fly Fishers, now known as Fly Fishers International conclave in 1968. Twenty-four members of the club went to Jackson Lake Lodge in Moran, WY and produced an excellent conclave that not only made expenses, but also made a profit. The following year two club members became Federation officers. George Vlassis became FFF President and Ed Adams became FFF Secretary. Other members who served the FFF were: Ron Thomas, Membership Chairperson; Jack Miller, International Director and AFC Representative to the Eastern Rocky Mountain Council (ERMC); and Dario Travaini, FFF Board of National Directors and AFC Representative to ERMC. Under George Vlassis’ guidance the Federation was divided into regional councils as they are today. The “Limit Your Kill – Don’t Kill Your Limit” program was started and passed to Jack Miller. After George’s term in office, AFC carried on the program and many thousand patches, signs and decals were sold and shipped worldwide.
A second FFF, now known as FFI conclave was hosted by the AFC in 1971 in Aspen, CO. Here again the club did an excellent job with the assistance of member, Al Ellis who secured the fishing privileges on the Roaring Fork Ranch. This conclave also featured “Mr. Bass”, Ray Scott, as master of ceremonies.

In 1965 the club gave its first public casting class with 96 students. Since that time numerous other classes have been offered in fly tying, rod wrapping, landing net construction, lanyards, personal flotation devises (PFD's), wading and float tube safety.

In 1972, "Operation Antifreeze" was initiated. This project involved soliciting funds from concerned sportsmen, including AFC and FFF (FFI) grants, and governmental and tribal funding partners. These efforts resulted in the purchase of 'Pond Masters', wind driven devices to keep water open and prevent winter-kill. The devices were used at Crescent Lake and later at Seneca Lake.

The club has taken on many other conservation projects such as assisting the Forest Service and AZ Game & Fish in renovation of a dam at the Lee Valley head-water to allow only native trout propagation, and the building of a Gabion dam on Mineral creek with the help of the Desert Flycasters Club. AFC has purchased aquacide and donated it to AZ Game & Fish for stream renovation, worked on fin-clipping at Page Spring Hatchery and on numerous projects to improve Canyon Creek. The crayfish and noxious weed eradication projects are on-going programs.

Club outings have been a significant part of club activities. Many members have improved their fishing techniques by attending monthly outings. Novice fly fishers learned from senior members who were happy to mentor less skilled attendees in the valuable skills acquired through their years of experience. AFC has sponsored outings ranging from the White Mountains to local bass lakes, and surf-casting in the Sea of Cortez to Bonito fishing at Redondo Beach, CA. The first bus trip outings began in 1972 to Redondo Beach Kings Harbor for Bonito.

For approximately 15-years the club had two outings to the first and second estuary of the Sea of Cortez on the gulf south of Rocky Point Mexico. Members stayed in the homes of Ed Adams, Charlie McNeil and George Vlassis, or camped on the beach. Sand buggies and 4-wheel drive pick-ups carried the members down the beach looking for nervous water, diving birds and other signs of predator fish. The principal fish caught were sea-trout (Corvina), Sierra Mackerel, Pompano (Big-Jaw Yellow-Jacket), Flounder and occasionally sharks (Pacific Sharp-nosed). Ed Adams hosted a super fish-fry breakfast and there was always plenty of fish for everyone to take home. Many members on these outings learned the use of shooting-head lines.
Bus outings to the San Juan River have been a success since the 1980’s. Participants stay at Abe’s motel. Fishing is done by either wading or floating in the upper reaches of the San Juan River below Navajo Dam. Diminutive flies (size 24 and up) and San Juan worms are the fly of the day. Use of a “dropper” rig is standard.

Warm-water outings to Alamo, Bartlet, Roosevelt, Apache, Seneca and Takali lakes have been made when the high country was not fishable. Members teamed up with other members with boats or they float -tube these lakes. These outings taught attendees a different method of fly fishing.

The highlight of each year has been the annual banquet, which began in 1970. For many years AFC had some of the best and well-known authorities in fly fishing as guest speakers. Notables included Dave Whitlock, Lefty Kreh, Charlie Brooks, Doug Swisher, Carl Richards, Dave Hughes, Rick Hafele, Leon Martuch, Leon Chandler, Polly Rosborough, Tom Nixon, Darwin Atkins, Virginia Busek, Maggie Marriman, Michel Fong, Ed Schroeder, John Shewey, Mel Kreiger, Jim Teery, Jay Buckner, Gary Borger, Bob Krum, Lee and Joan Wulff, Dan Blanton and Craig Mathews. These names represent the “who’s who” in flyfishing and many were legends in their own time.

**AFC Twenty Fifth Anniversary**

In 1987 the Club celebrated its 25th anniversary with a full day meeting open to the public at Turf Paradise racetrack. This facility was made available to the Club through the generosity of owner, Herb Owens an AFC member/Fly Fisherman.

Guest speakers/presenters included Dave Whitlock, Tom Nix, Dan Blanton, Gary Borger and Doctor Dick Nelson. An outstanding raffle was held with a special raffle for a fishing boat, outboard motor and sonar fish finder donated to the club by a former member.

Doctor Jack Miller’s daughter, Cynthia, presented a fashion show for the ladies. The models were wives of members. The celebration was concluded by a catered bar-b-que.

It is clear that AFC is evolving and changes its focus from time to time. A few may argue that some of these changes are causes for concern, however this is hard to argue in light of AFC’s continued success. One thing that we all can be certain of is that if one looks back on the history of AFC, we can all be proud to be part of this active organization – well known in the western states as a club consisting of a great bunch of guys and gals.
By Dario Travaini

Over time several contributors worked to develop these guidelines. Names that should be recognized are: P. Edwin Rife for his research of Arizona Revised Statutes, TITLE 10, Chapter 31 as they relate to Standards of Conduct for Officers & Directors of Non-Profit Corporations; Brooks Marshall for his work in re-establishing the club’s 501(c)3 status; Jim Schramm, FFF’s Legal Council for his advice and review of our policies and standards, and members of the 2003 Board for their review and suggestions.

Arizona Flycasters Club is incorporated as a non-profit, 501(c)3 educational entity with the State of Arizona. The club’s monthly meeting is open to the public and takes place in a city of Phoenix community center, Sunnyslope Community Center that is also used by the police, sheriff’s department and numerous other civic and social groups. The club submits a notice of these meetings to the local newspaper and distributes free copies of its monthly newsletter to area sporting goods stores. AFC welcomes visitors and guests. Tickets are sold at each meeting for a raffle of fly fishing items and the proceeds are used to support various conservation projects. Alcohol is not allowed at these meetings. AFC believes that these functions are minimum risk events.

The club maintains general liability insurance to protect the club from liability in its operations. In addition, the club maintains directors and officers insurance to protect its directors, officers and volunteers from liability when acting on behalf of the club. The general liability insurance policy requires the club to notify the insurance company in advance of major events. A person must be a member to attend club sponsored outings that are closed sites or when travel is provided by the club.

Due to AFC’s 501(c)3 status, AFC as an organization will refrain from engaging in activities in support of a political office. AFC will also refrain from support of private business for personal gain unless previously approved by the full Board of Directors. Examples are advertisements in the monthly newsletter.
ELECTION OF DIRECTORS

(BY-LAW Guideline Summary)

1. The Board shall act as a nominating committee for the annual election of Directors. This should be completed at the November Board meeting. The presiding officer shall call for nominations to the Board, and following the close of nominations, shall call for a favorable vote total for each nominee. A majority of votes cast shall deem that person nominated.

2. The Board shall present their designated nominees for each Board expired term or vacancy, in writing to the members in the annual meeting of members. The most efficient way to do this is to publish the nominee list in the December newsletter.

3. The annual meeting of the members of the AFC for the election of Directors shall be held in December of each year.

4. At such annual meeting, nominations for Directors may be received from the floor. The presiding officer shall call for floor nominations, if any.

5. Following the close of floor nominations, the presiding officer shall call for an acceptance vote for the new slate of Directors.

DIRECTOR’S DUTIES

1. The Director's duties, including duties as a member of a committee shall be discharged:

   a. In good faith.

   b. With the care an ordinarily prudent person in a like position would exercise under similar circumstances.

   c. In a manner the Director reasonably believes to be in the best interests of AFC.

2. In discharging duties, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by any of the following:

   a. One or more officers of AFC whom the Director reasonably believes are reliably competent in the matters presented.

   b. Legal council, public accountants or other person as to matters the Director reasonably believes are within the person's professional or expert competence.

   c. A committee of or appointed by the Board of Directors of which the Director is not a member of the board if the Director reasonably believes the committee merits confidence.

A Director is not liable for any action taken as a Director or any failure to take any action if the Director's actions were performed in compliance with this section. In any proceeding commenced under this section or any provision of this chapter, a Director has all of the defenses and presumptions ordinarily available to a Director. The Director is presumed in all cases to have acted, failed to act or otherwise discharged such Director's duties. The burden is on the party challenging a Director's action, failure to act or discharge of duties to establish by clear and convincing evidence facts rebutting the presumption.
COMMITTEES OF THE WHOLE

The following is to provide guidance and understanding of the parliamentary procedure called 'Committees of the Whole'. The Board of Directors may designate and appoint committees, which will consist of members of the Board. These committees shall have and exercise to the extent defined by the Board, the authority of the Board of Directors in the management of certain functions of the Arizona Flycasters Club. The decisions and actions made by a Committee of the Whole are on behalf of the Board and in all cases, are subject to review and ratification by the Board.

RECURRING ACTION ITEMS

Below are major recurring actions and payments of the club. Payment for these recurring expenses is the responsibility of the AFC Treasurer. It also is the responsibility of the Treasurer to ensure that tax returns and reports to the Arizona Corporation Commission are processed accurately and on time.

<table>
<thead>
<tr>
<th>Item Description</th>
<th>Organization/Person</th>
<th>DUE DATE</th>
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<tbody>
<tr>
<td>FFI Membership Dues</td>
<td>Federation of Fly Fishers</td>
<td>January</td>
</tr>
<tr>
<td>Annual Dues – AZSFWC</td>
<td>Arizona Sportsman For Wildlife Conservation</td>
<td>January</td>
</tr>
<tr>
<td>Post Office Box Rental</td>
<td>U.S. Post Office</td>
<td>January</td>
</tr>
<tr>
<td>Annual Banquet Deposit</td>
<td>Banquet Facility</td>
<td>February</td>
</tr>
<tr>
<td>Corporation Annual Report &amp; Certificate of Disclosure</td>
<td>Arizona Corporation Commission</td>
<td>April</td>
</tr>
<tr>
<td>General Liability &amp; Directors and Officers Insurance</td>
<td>Markel Insurance Company</td>
<td>May</td>
</tr>
<tr>
<td>Federal Form 990</td>
<td>Dept. of Treasury – IRS</td>
<td>May</td>
</tr>
<tr>
<td>AZ Form 9</td>
<td>Arizona Dept. of Revenue</td>
<td>May</td>
</tr>
<tr>
<td>Facility Rental</td>
<td>Sunnyslope Community Center</td>
<td>July-August</td>
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</tbody>
</table>

Members of the Board should also be fully aware of these obligations, the programs and activities that are involved and their importance to the organization. If there are any questions in your mind about these functions, you owe it to yourself as a member of the Board to ask questions and obtain answers!
AFC DIRECTOR’S MANUAL

flyfishersinternational.org

AFC is an Affiliate member of the Fly Fishers International (FFI) and is a member of the Eastern Rocky Mountain Council of FFI. There are 14 Councils and over 300 clubs in FFI. This Council has member clubs in Arizona, New Mexico, Colorado and Wyoming. Most clubs are Affiliate members. There are a few Charter clubs and Charters have distinct requirements that are unique to their structure. The Federation mandates a number of their By-Law Articles and a Charter’s Articles of Incorporation and By-Laws must have Federation approval. Their fiscal year must be the same as the Federation’s and a Charter must have 100% membership in the Federation. FFI is an international organization dedicated to the betterment of the sport of fly fishing through conservation, restoration and education.

FFI core programs benefit you in three ways.

CONSERVATION

FFI conservation successes are legendary. It was the first angling organization to champion “Catch & Release”. Its pioneering Endangered Fisheries initiative has increased public awareness and political focus on threatened cold-water, warm water and saltwater fisheries. And since FFI’s motto is “All fish-All Waters”, species from albacore to bass to steelhead benefit from FFI’s efforts. Consider what noted outdoor writer Ted Williams said when he received FFI's highest conservation award in 2002: “I have long considered both FFI and Aldo Leopold models for effective conservation work. Shared qualities include: unpretentiousness, masterful communication, the ability to think independently and the courage to challenge conventional wisdom”.

EDUCATION

FFI is educating outdoor enthusiasts around the world to enjoy our sport. Members and clubs teach fly fishing to anglers of all skill levels. FFI worked to establish the Boy Scouts of America Fly Fishing Merit Badge and FFI members will help scouts earn this prestigious recognition. The FFI Fair (formerly Conclave) is a veritable fly fishing university. The Fly-Casting Instructor Certification program is one example of how FFI serves the fly-fishing community. Inspired by the nationally acclaimed Casting for Recovery program for breast cancer survivors, Project Healing Waters Fly Fishing (PHWFF) is a joint activity initiated by the National Capital Chapter of Trout Unlimited and the Mid-Atlantic Council of the Federation of Fly Fishers in 2005. The Project is dedicated to the physical and psychological rehabilitation of active duty military and veterans with disabilities through the therapeutic benefits of fly fishing. It teaches fly fishing basics, casting, fly tying, and takes the veterans on fishing outings. AFC directs the PHWFF Phoenix Program in cooperation the Phoenix VA Medical Center.

ADVOCACY

The Fly Fishers International, its regional councils and local clubs are organized advocates for fly fishers. By joining, you will have the opportunity to contribute to the growth of this great sport. FFI members have
worked together since 1965 to advance fly fishing and the benefits we enjoy. FFI does all of these wonderful things for the sport of Fly Fishing.

What's in it for you?

Quarterly issues of FLYFISHER, full of articles designed to improve your fishing, casting and fly tying skills, heighten your awareness of conservation, teach you entomology, inform you of the latest and greatest gear, review the newest fly fishing literature and videos and keep you up to date on FFI activities around the nation and world.

• Specialty publications (OSPREY, LOOP, CLUBWIRE) for qualified members.
• Bargain rates to attend "Fly Fishing U," the FFI annual Fair and Show.
• Quality merchandise proudly bearing the FFI logo.
• Official FFI membership card, decal and patch.
• And most importantly, the opportunity to form friendships with the greatest fly fishers in the world!

THE ARIZONA SPORTSMAN FOR WILDLIFE CONSERVATION

www.azsfwc.org

The Arizona Sportsman For Wildlife Conservation (AZSFWC) is an umbrella organization for out of doors Sportsmen groups in Arizona. Membership consists of organizations like AFC, Anglers United, Arizona Deer Association, and Arizona Antelope Foundations for example.

The AFC Delegate serves on the AZSFWC Board of Directors and may be elected an officer of that organization.

AZSFWC MISSION

The mission of the Wildlife Conservation Council is to unite hunters and anglers of Arizona, keep them educated and informed about issues of importance to them, and encourage them to participate vigorously in activities which will ensure that efforts to conserve, enhance, restore, protect and scientifically manage Arizona's wildlife resources and habitats are aggressively supported for the enjoyment, appreciation and use by present and future generations.

AZSFWC PURPOSE

• To protect the hunting and fishing heritage that has supported wildlife in Arizona.
• To unite and defend the sportsmen of Arizona through communication, education and development of shared goals and objectives.
• To support the Arizona Game and Fish Department in fulfilling its mission for the preservation and enhancement of wildlife, habitat and open space.
• To encourage and promote sound principles of scientific management.

AZSFWC METHODS
The organization engages in fund raising through various means such as the Conservation License Plate Fund, Raffles, Donation Management and other activities. The funds raised are used for grants to 501(c)3 organizations such as AFC for Recruitment, Education and Habitat Care.

They also monitor and lobby on legislative activities nationally and locally and seek to influence issues in favor of sportsmen which our ability to hunt and fish and to have access on the lands for those activities.

The AZSFWC Board regularly meets with the management of Arizona Game and Fish including the Commissioners.

### AFC AWARDS

#### LIFETIME ACHIEVEMENT AWARD

This is the top award given by the Arizona Flycasters Club. A member can win this award only once and lifetime membership is given with the award. This is the only way lifetime membership is granted and it carries a monetary award ($200) as predetermined by the Board. It is presented by the Club President at the annual banquet, in addition to a suitable plaque commemorating this singular event. The previous Life Members are authorized as a Committee of the Whole to review the nominations and supporting recommendations in order to select the best qualified recipient. Because the committee members are past recipients of the award, they are not eligible for selection. Written recommendation for nominees are to be sent to any committee member for review on or before the end of November. Nominations for or selection of a recipient is not required for any given year.

#### MEMBER OF THE YEAR

This award is given to a member selected by a Committee of the Whole that is represented by past recipients. The recipient of this award should be nominated by an AFC Board member in writing and will include the details of why the person is nominated. The award is presented for multiple contributions that can involve time, money or other forms of support to the membership. A candidate can be nominated in successive years but there can be only one winner per year. It carries a monetary award ($200) as predetermined by the Board. Traditionally, the previous winner makes the presentation at the banquet.

#### SILVER DOCTOR AWARD

**Origin of AFC’s Logo Fly, “The Silver Doctor”**

This beautiful Salmon Fly was originally proposed to be the centerpiece of the AFC logo by Al Ellis, an early and prominent club member. Al was very active in the club’s initial stages of development and one of those people who seemed to know just about anyone famous in the world of fishing. Al was acquainted with many of the sport’s experts and was able to arrange several big-name presentations for AFC. He was the first to talk Dave Whitlock into driving from Oklahoma to Arizona for one of his early programs. Several years after the adoption of the Silver Doctor a few members questioned use of an Atlantic salmon fly in the logo due to the club’s desert location. In the end, the striking beauty of this classic fly prevailed and it has represented AFC ever since. Al passed away at a tackle show in Denver in 1995.
This award is given annually to the female member of the Arizona Flycasters Club who has demonstrated unusual devotion to AFC and to its mission. A recipient must be a member in good standing. The intent of this award is to recognize our valued women members, to promote an increase in their membership and to support their participation in all aspects of AFC interests. This award will be presented by the Vice President at the annual AFC banquet. The award is accompanied by, a commemorative plaque and a monetary award ($150) as predetermined by the Board.

The award criteria for the Silver Doctor are as follows:

1. The candidate for this award should be nominated by an AFC Board member at the December Board meeting.
2. The award is presented for multiple contributions that can involve time, effort or other forms of support to the membership.
3. The candidate should not have previously won the award.
4. The merits of each candidate are discussed and the winner is selected by majority vote of the selection committee, which consists of the past recipients and any individuals appointed to the selection committee by the President.
5. A nominee may not be a member of the selection committee.

PRESIDENT’S PIN AWARD

The President gives this award to those members of the club who in the President’s opinion have been of great service by helping the President to achieve his goals for the club and its membership during the calendar year.

PRESIDENT’S ACHIEVEMENT AWARD

The President may give the President’s Achievement Award to a deserving member of the club who, in the President’s opinion, has exhibited strong support of and exemplary service to the club during the calendar year. It carries a monetary award ($200) as predetermined by the Board and is presented by the President at the Annual Banquet in February.

SENIOR ADVISOR(S) AWARD

The President may award the designation of Senior Advisor to worthy members who have contributed their fly-fishing talents to AFC over a number of years. This is not necessarily awarded every year. The award is announced at the annual banquet by providing the member with a new AFC badge stating that they are a Senior Advisor.
In June 2002 the Board approved the establishment of the Eugene “Chick” Scott Memorial Scholarship at Grand Canyon University. In preparation for this decision, the Board of Directors appointed a Committee of the Whole to explore the details needed to accomplish this effort and to determine the best suited educational facility to receive the endowment funds. Members of this committee were: Dario Travaini, Dick Kennedy, Jerry Hobbs and Doug Benford. Advice was solicited from AZ Game & Fish Department Chief of Fisheries, Larry Riley, as to a recommended College or University. The merits of University of Arizona, Arizona State University, Northern Arizona University and Grand Canyon University were discussed. Grand Canyon was chosen based upon a number of factors that existed at the time of the Committee’s recommendation to the Board. AFC required that the club would maintain management over sight of the endowment and it also required that the investment decisions and administrative details of student awards be the responsibility of the university faculty and staff. The decision to create the endowment at Grand Canyon was based on the following facts:

- It was believed that the endowment would have a greater impact in a smaller university environment.
- Philip Fernandez, PhD was the Dean of the College of Science. Doctor Fernandez was the prime research authority on crayfish depredation in Arizona waters and was well known to officers and AFC Board members.
- The Board decided that the scholarship awards would be made by the Office of Financial Aid upon the recommendation of the Dean of the College of Science according to the following guidelines:
  1. Students of Junior or senior standing seeking a degree in Environmental Biology.
  2. Students shall qualify as being in need of financial assistance by completing the Financial Aid Application materials.
  3. The student shall have and maintain a minimum 3.0 GPA.
  4. Awards shall be credited to the tuition, books and on-campus room and board accounts of the recipient.
  5. Eighty percent (80%) of the earned interest shall be awarded annually. Twenty percent (20%) shall be added to the endowment to nurture the account. If there are no qualifying students during any academic year, the total interest shall be added to the endowment.

Some time in 2003 – 2004 Grand Canyon University was acquired by a “for profit” educational entity that aggressively marketed their various programs. The effect on the 501(c)3 status of Grand Canyon’s College of Science as a tax exempt, educational program was unclear at the time of the acquisition. What was clear to the AFC Board was as follows:

1. There were several College of Science resignations including Dean Fernandez and Thomas Jones, Department of Biology Department Chair.

2. AFC was not able to determine if the curricula, “Environmental Biology” was still offered at the University. This despite efforts by AFC’s Legal Council, Robert S. Segelbaum, Attorney at Law, to establish correspondence with the last known University authority for Donor Relations, Dr. Joyce Parker.
3. Since the initial scholarship award we did not know the interest that has been attributable to the fund or the current balance of the endowment.

4. Further we did not know the number of students if any, who had applied for the scholarship or the amount of the awards if any, that may have been granted.

Accordingly, it was clear that AFC needed to take action to find out the status of the endowment. If the program was no longer available then, to initiate legal action to recover all monies that were due AFC and to begin the search for a new endowment environment.

The search was undertaken during the summer of 2006, primarily by Doug Benford, Past-President and Ron Rosenlof, Vice-Present, and a recommendation to transfer the endowment to the Northern Arizona University Foundation, Inc. was made. The AFC Board of Directors approved the recommendation and the Arizona Flycasters Eugene ‘Chick’ Scott Memorial Scholarship was formally transferred during the September 14, 2006 general meeting. Dr. Maribeth Watwood, Department Chair of Biological Sciences, College of Engineering and Natural Sciences represented NAU. Brian Mazoyer, president, Ron Rosenlof, vice-president, Doug Benford, past president and members of the original Committee of the Whole, Jerry Hobbs, Dick Kennedy and Dario Travaini shared in the transfer.

In March 2007, after the passing of long-time member and past president Dario Travaini, the name of the endowment fund was changed to the Chick Scott and Dario Travaini Memorial Scholarship Fund.

The endowment fund will be used to provide scholarships to support students who have a passion for biology as it relates to fish management, fisheries or aquatic biology and conservation. Eligible students will meet the following criteria:

   a. Enrolled at Northern Arizona University with a class status of Junior or Senior;
   b. Minimum GPA of 2.5 with a preference of 3.0 (where A = 4.0);
   c. Demonstrated competence in the core curriculum of Natural Sciences; and
   d. Student to provide a 100-200-word essay regarding their goals and passion regarding fish management and conservation.

All additions to the fund are deposited to the endowment and scholarships are awarded annually from the earnings on the fund. Scholarship recipients will be selected by the Biological Sciences Scholarship Committee in coordination with the NAU Office of Student Financial Aid. The selection will be made on the basis of the intent of the scholarship and the criteria stated above.
2005 BOARD OF DIRECTORS

Doug Benford, President
Brian Mazoyer, Vice President
Darlene Benford, Treasurer
Tom Herman, Secretary
Paul Finell, Badges/Fly Book/Archive
Dick Kennedy, Conservation
Ron Robinson, Education
Dario Travaini, FFF Rep.
Brad Norgaard, Library
Larry Kamins, Membership Chair
Doug Benford, Membership Development
Ken Steele, Merchandise
Marian Tallon, Newsletter
Donna Walkuski, Newsletter
Roger Cahoon, Outings Chair
Nancy Vance, Programs
Bob Rudzinski, Raffle
Bob Day, Special Events
Chuck Howey, WCC News
Charles Greene, Welcome/Sunshine
Ron Rosenlof/Glen Knight, Youth Activities

2006 BOARD OF DIRECTORS

Brian Mazoyer, President
Bill Vance/Ron Rosenlof, Vice President
Darlene Benford, Treasurer
Tom Herman, Secretary
Paul Finell, Badges/Fly Book/Archive
Dick Kennedy, Conservation
Ron Robinson, Education
Dario Travaini, FFF Rep.
Brad Norgaard, Library

2007 BOARD OF DIRECTORS

Brian Mazoyer, President
Ron Rosenlof, Vice President
Darlene Benford, Treasurer
Tom Herman, Secretary
Paul Finell, Badges/Fly Book/Archive
Dick Kennedy, Conservation
Ron Robinson, Education
Dario Travaini, FFF Rep.
Ron Rosenlof/Glen Knight, Youth Activities
Larry Kamins, Membership Chair
Doug Benford, Membership Development
Ken Steele, Merchandise
Dito Ladd, Newsletter
Dan Varner, Newsletter
Roger Cahoon, Outings Chair
Craig Mernitz, Programs
Bob Rudzinski, Raffle
Bob Day, Special Events
Chuck Howey, WCC News
Charles Greene, Welcome/Sunshine
Glen Knight, Youth Activities

2008 BOARD OF DIRECTORS
Ron Rosenlof, President
Roger Cahoon, Vice President
Bruce Burkett, Treasurer
Marti Cahoon, Secretary
Paul Finell, Badges/Fly Book/Archive
Dick Kennedy, Conservation
Ron Robinson, Education
Karl Kish, FFF Rep.
Brad Norgaard, Library
Larry Kamins, Membership Chair
Edd Cason, Membership Development
Keith Swalley, Merchandise
Dan Varner, Newsletter
Phil Wagner, Outings Chair
Jim Rondoni, Programs
Tom Herman, Raffle
Dick Kennedy, Special Events
Chuck Howey, WCC News
Juanita Cason, Welcome/Sunshine
Glen Knight, Youth Activities
Darlene Benford, Website (non-Board member)
### 2010 BOARD OF DIRECTORS

Roger Cahoon, President  
Jon Wallace, Vice President  
Bruce Burkett, Treasurer  
Marti Cahoon, Secretary  
Paul Finell, Badges/Fly Book/Archive  
Gary Stinson, Conservation  
Ron Robinson, Education  
Karl Kish, FFF Representative  
Brad Norgaard, Library  
Larry Kamins, Membership  
Edd Cason, Membership Development  
Keith Swalley, Merchandise  
Walt Ordog, Newsletter  
Phil Wagner, Outings  
Nancy Vance, Programs  
Tom Herman, Raffle  
Ron Rosenlof, Special Events  
Chuck Howey, WCC Rep  
Juanita Cason, Welcome Table/Sunshine  
Glen Knight, Youth Activities  
Dick Kennedy, NAU Scholarship Foundation (Non-Board member)  
Darlene Benford, Website (Non-Board Position)

### 2011 BOARD OF DIRECTORS

Roger Cahoon, President  
Jon Wallace, Vice President  
Bruce Burkett, Treasurer  
Marti Cahoon, Secretary  
Paul Finell, Badges/Fly Book/Archives  
Chuck Howey, Computers  
Gary Stinson, Conservation

### 2012 BOARD OF DIRECTORS

Jon Wallace, President  
Gary Lashewich, Vice President  
Don Mickus, Treasurer/NAU Foundation Administrator  
Marti Cahoon, Secretary  
Paul Finell, Badges/Fly Book/Archives  
Chuck Howey, Computers  
Gary Stinson, Conservation
# AFC DIRECTOR’S MANUAL

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<td><strong>2013 BOARD OF DIRECTORS</strong></td>
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<td>President</td>
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| **2014 BOARD OF DIRECTORS**    |                             |
| President                      | Gary Lashewich              |
| Vice President                 | Jim Rondoni                 |
| Treasurer/NAU Foundation       | Don Mickus                  |
| Administrator                  | Tom Herman/Marty Cahoon     |
| Secretary                      | Paul Finell                 |
| Badges/Fly Book/Archives       | Chuck Howey                 |
| Technology/Computers           | Mike Stewart                |
| Conservation                   | Ron Robinson                |
| Education                      | Norm Johnson                |
| IFFF Representative/Project    |                            |
| Healing Waters Fly Fishing     | Brad Norgaard               |
| Membership                     | Keith Swalley               |
| Membership Development         | Roger Cahoon                |
| Merchandise                    | Tom Herman                  |
Steve Nemecek, Newsletter
Roger Cahoon, Outings
Rob Kuhfuss, Programs
Brad Johnson, Raffle
Ron Rosenlof, Special Events
Gary Stinson, WCC Rep
Jan Cameron, Welcome Table/Sunshine
Jim Rondoni Youth Activities

2015 BOARD OF DIRECTORS
Gary Lashewich, President
Jim Rondoni, Vice President
Don Mickus, Treasurer/NAU Foundation Administrator
Alan Davis, Secretary
Paul Finell, Badges/Fly Book/Archives
Chuck Howey, Technology/Computers
Mike Stewart, Conservation
Ron Robinson, Education
Norm Johnson, IFFF Representative/Project Healing Waters Fly Fishing
Brad Norgaard, Library
Keith Swalley, Membership
Roger Cahoon, Membership Development
Tom Herman, Merchandise
Steve Nemecek, Newsletter
John Doss, Outings
Rob Kuhfuss, Programs
Brad Johnson, Raffle
Ron Rosenlof, Special Events

2016 BOARD OF DIRECTORS
Jim Rondoni, President
Brad Norgaard, Vice President
Alan Davis, Secretary
Don Mickus, Treasurer/NAU Scholarship
Ed Cocca, Hospitality Chair
John Doss, Member Comm.
Paul Finell, Badges Chair
Chuck Howey, Technology Chair
Brad Johnson, Raffle Chair
Norm Johnson, Project Healing
Phil Koda, Outings Chair
Rob Kuhfuss, Programs Chair
Ron Robinson, Education Chair
Ben Sheridan, Special Events
Ben Sheridan, Youth Activities
Bob Sickles, Librarian
Greg Stock, IFFF Representative
Eric Swanson, Conservation Chair
Toni Wallis, Merchandise Chair
Steve Nemecek, Newsletter Editor

2017 BOARD OF DIRECTORS
Jim Rondoni, President
Brad Norgaard, Vice President
Don Mickus, Treasurer
Alan Davis, Secretary
Paul Finell, Badges
Eric Swanson, Conservation
Ron Robinson, Education
Barb & Brian Fayle, Hospitality
Greg Stock, International Federation of Fly Fishers (IFFF)
Bob Sickles, Library
John Doss, Media Internet
David Mayl, Membership Communications
Toni Wallis, Merchandise
Steve Nemecek, Newsletter
Phil Koda, Outings
John Doss, Programs
Norm Johnson, Project Healing Waters
Brad Johnson, Raffle
Ben Sheridan, Special Events
Chuck Howey, Technology
Ben Sheridan, Youth Activities

2018 BOARD OF DIRECTORS
Brad Norgaard, President
Don Mickus, Vice President
Barney Rouse, Treasurer
Alan Davis, Secretary
Paul Finell, Badges
Ron Robinson, Education
Craig Mernitz, Fundraising
Barb & Brian Fayle, Welcome
Greg Stock, Fly Fishers International (FFI)
Bob Sickles, Library
John Doss, Media & Internet Communications
David Mayl, Membership
Toni Wallis, Merchandise
Steve Nemecek, Newsletter
Jim Rondoni, Outings
John Doss, Programs
Norm Johnson, Project Healing Waters
Ben Sheridan, Special Events Youth Activities
Chuck Howey, Technology
ARIZONA FLYCASTERS, INC. is registered with the Arizona Corporation Commission and its registration data can be found in File Number: 0978515-0. Web Search is: http://www.cc.state.az.us/corp/. The information on file is the Club Domestic Address. Statutory Agent Information, Officer & Director Information, Additional Corporate Information, Record of Annual Reports, Record of Scanned Documents, Record of Amendments and Microfilm Records.

ARTICLE I

This organization shall be called the Arizona Flycasters, Inc. The purposes of the organization are:

1. The Arizona Flycasters Club is established as a non-profit, domestic corporation to be organized exclusively for educational and conservation purposes within the meaning of Section 501-C-3 of the Internal Revenue Code or corresponding section of any future federal tax code.

2. Avoidance of Political Activity. No substantial part of the activities of the Arizona Flycasters Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Arizona Flycasters Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3. General Activities. Notwithstanding any other provisions of these articles, the Arizona Flycasters Club shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501-C-3 of the Internal Revenue Code, or corresponding section of any future tax code; or (b) a corporation, contributions to which are deductible under section 170-C-2 of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE II

MEETINGS OF MEMBERS

SECTION 2. PLACE OF MEETINGS

Every meeting of the members of Arizona Flycasters, Inc. (hereafter called the Corporation) shall be held at the principal office of the Corporation in the State of Arizona or at such other place in said State as shall be specified in the notice of said meeting given as hereinafter provided or in waiver notice thereof signed by the Board of Directors.

SECTION 3. ANNUAL MEETINGS

Each annual meeting of the members of the Corporation for the election of Directors and the transaction of such other business as may properly come before the meeting shall be held during the General meeting held on the second Thursday in December, (or, if that day shall be a legal holiday, then
SECTION 4. SPECIAL MEETINGS

Special meetings of the members for any purpose or purposes, unless otherwise regulated by statute, may be called by resolution of the Board of Directors of the Corporation (herein after called the Board) or by the President or Secretary.

SECTION 5. QUORUM

Except as otherwise provided by law, the presence in person or by proxy of a majority in voting interest of the members entitled to vote there at shall constitute a quorum at each meeting of the Board for the transaction of business. In the absence of a quorum at any such meeting or any adjournment or adjournments thereof, majority in voting interest of those present in person or by proxy, or in the absence there from of the Board, any officer entitled to preside at, or to act as secretary of such meeting, may adjourn such meeting from time to time until a quorum is present thereat. At any such adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 6. VOTING

Unless otherwise provided in the Certificate of Incorporation of the Corporation or other certificates filed pursuant to law, each member of record having voting power shall at each meeting of the Board be entitled to one vote, and may vote either in person or by proxy. At all meetings of the Board, a quorum being all matters, except those the manner of deciding upon which is otherwise expressly regulated by law or by the Certificate of Incorporation of the Corporation or these By-Laws, shall be decided by the vote of a majority of voting interest of the Board present in person or by proxy and entitled to vote thereat. Except in the case of a vote for the election of directors unless demanded by a member of the Board present in person or represented by proxy at any meeting of the Board and entitled to vote thereat or so directed by the Chairperson of the meeting, the vote thereat on any other question need not be by ballot. Upon a demand by any such member for a vote by ballot on any question or at the direction of the Chairperson that a vote by ballot be taken on any question such vote shall be taken. On a vote by ballot each ballot shall be signed by the member voting, or in his name by his proxy, if there be such proxy, and it shall show the number of shares voted by him. Except as otherwise required by law or these By-Laws all voting may be viva voce.

ARTICLE III

DIRECTOR

SECTION 1. GENERAL POWERS

The Board shall manage the business and affairs of the Corporation and may exercise all such authority and powers of the Corporation and do all such lawful acts and things as are not by law, the Certificate of Incorporation or these By-Laws, directed or required to be exercised or done by the members.
SECTION 2. NUMBER, QUALIFICATION AND TERM OF OFFICE

The number of Directors of the Corporation shall be such number, not less than three nor more than twenty-five, as shall from time to time be determined by the Board. All Directors shall be of full age and at least one of them shall be a citizen of the United States and a resident of the State of Arizona. The terms of office of the Directors shall be staggered for terms of three years, two years and one year. At least one-third of the total number of Directors in office shall have terms for a period of one year or until their successors are elected. The Board shall, in its discretion, designate the number of Directors who shall serve for two and three-year terms. The Board shall act as a nominating committee for the annual election of Directors and shall present their designated nominees in writing to the members in the notice of the annual meeting of members. Publication of the list of nominees in the December newsletter fulfills this obligation. At such annual meeting, nominations for Directors may be received from the floor.

SECTION 3. ELECTION OF DIRECTORS

At each meeting of members for the election of Directors at which a quorum shall be present, the persons receiving a plurality of votes cast shall be deemed elected.

SECTION 4. QUORUM AND MANNER OF ACTING

In all cases the transaction of business by the Board will conform to Robert's Rules of Order Newly Revised. These are designed to clarify important parliamentary rules, which are the tools of efficient, effective, democratic meetings. Parliamentary procedure protects the rights of the members of the Board to accomplish common goals and enables them to debate and take action in a fair manner with the least amount of controversy. The rules of parliamentary procedure are based on common sense and logic. They have evolved throughout centuries of usage and custom. Parliamentary rules protect:

- The right of the majority to decide.
- The right of the minority to be heard.
- The rights of individual members.
- The rights of absentees.

Except as provided in Section 5 of Article II, a majority of the whole Board shall constitute a quorum for the transaction of business at any meeting. Any act of a majority of the Directors present at any meeting at which a quorum shall be present shall be the act of the Board. In the absence of a quorum a majority of the Directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which such adjournment shall be taken.

SECTION 5. PLACE OF MEETING

The Board may hold its meetings at such place or places within or without the State of Arizona as the Board from time to time may determine or as shall be specified or fixed in the respective notices or waivers of notice thereof.

SECTION 6. REGULAR MEETINGS
Regular meetings of the Board shall be held at such times and places as the Board by resolution may determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day may be held at the same hour on the next succeeding business day at said place.

SECTION 7. SPECIAL MEETINGS

Special meetings of the Board shall be held whenever called by the President or by any two of the Directors.

SECTION 8. REMOVAL OF DIRECTORS

Any Director may be removed at any time, either with or without cause, by the affirmative vote of the majority of members of the Board entitled to vote, given at a special meeting of such members called for that purpose; and the vacancy in the Board caused by any such removal may be filled by the Board at such meeting.

SECTION 9. VACANCIES

Any vacancy in the Board caused by death, resignation, removal, increase in the number of Directors, or any other cause, may be filled for the unexpired term by a majority vote of the remaining Directors, though less than a quorum, or by the member at the next annual meeting or at any special meeting called for the purpose.

ARTICLE IV

OFFICERS

SECTION 1. NUMBER

The executive officers of the Corporation shall be the President, who shall be a member of the Board, a Vice President, a Secretary and a Treasurer; and there may be, in addition, such subordinate officers as shall be appointed in accordance with the provisions of Article III, Section 3 of these By-Laws. One person may hold the office of, and perform the duties of, any two or more offices.

SECTION 2. ELECTION, TERMS OF OFFICE, QUALIFICATION

The executive officers of the Corporation shall be chosen annually by the Board until a successor has been duly chosen and shall qualify, until that member’s death, until that member resigns, or until that member is removed in the manner hereinafter provided.

SECTION 3. SUBORDINATE OFFICERS

The Board may appoint such subordinate officers as the Board may deem necessary or advisable, including one or more additional Vice Presidents, one or more Assistant Treasurers and one or more
Assistant Secretaries, each of whom shall hold office for such period, having such authority and perform such duties as are provided in these By-Laws or as the Board may from time to time determine. The Board may delegate to any executive officer or to any committee the power to appoint any such additional officers.

SECTION 4. THE PRESIDENT

The President shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject to the control of the Board. The President shall, if present, preside at each meeting of the members and of the Board. The President shall see that all orders and resolutions of the Board are carried into effect. The President may sign, with the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary and execute and deliver in the name of the Corporation all deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where the signing, execution or delivery thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or agent of the Corporation or where any thereof shall be required by law otherwise to be signed, executed and delivered. In general the President shall perform all the duties incident to the office of President and shall perform such other duties as may from time to time be assigned to the President by these By-Laws or by the Board.

SECTION 5. VICE PRESIDENT

Each Vice President shall have such powers and perform such duties as the Board or the President may from time to time prescribe and shall perform such other duties as may be prescribed by these By-Laws. At the request of the President, or in case of the President’s absence or inability to act, the Vice President or, if there shall be more than one Vice President then in office, that one of them who shall be designated for the purpose by the President or by the Board shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all restrictions upon the President.

SECTION 6. THE TREASURER

The Treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the Corporation and shall keep full and accurate accounts or receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such banks or other depositories as may be designated by the Board. The Treasurer shall disperse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and to the Directors at the regular meetings of the Board or whenever they may require it, a statement of all transactions as Treasurer and an account of the financial condition of the Corporation; and in general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the Board.

SECTION 7. THE SECRETARY

The Secretary shall act as secretary of, and keep the minutes of, all meetings of the Board and of the members. The Secretary shall have charge of the books, records and papers of the Corporation relating to its organization as a corporation, and shall see that the reports, statements and other documents required by law are properly kept or filed. It shall be the responsibility of the Secretary to track the terms of Directors in office in accordance with Article III, Section 2 of these By-Laws. The terms of office shall be presented in writing to the Board of Directors for nominations at the November Board meeting of each year. Election
of Directors will then take place at the December Board meeting of each year in accordance with Article III, Section 3. Election of Directors. The Secretary shall in general perform all the duties incident to the office of Secretary. The Secretary shall also have such powers and perform such duties as are assigned by these By-Laws, and shall have such other powers and perform such other duties, not inconsistent with these By-Laws, as the Board shall from time to time prescribe.

ARTICLE V

RESIGNATIONS

Any director or other officer may resign from office at any time by giving written notice of resignation to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time be specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

ARTICLE VI

CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

SECTION 1. EXECUTION OF CONTRACTS

In addition to the provisions of Article III, Section 6 of these By-Laws, the Board may authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; except as is provided by Article IV of these By-Laws with respect to the powers and authority of the President, and, unless so authorized by the Board or expressly authorized by these By-Laws, no officer or agent shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it peculiarly liable for any purpose or to any amount.

SECTION 2. LOANS

No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name unless authorized by resolution of the Board.

SECTION 3. CHECKS & DRAFTS

All checks, drafts and other orders for the payment of monies out of the funds or the Corporation and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board.

SECTION 4. DEPOSITS

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select or may be selected by any officer or officers, agent or agents of the Corporation to whom such power may from time
to time be delegated by the Board, and, for the purpose of such deposit, the President, any Vice President, the Treasurer, the Secretary or any other officer or agent of the Corporation to whom such power may be delegated by the Board may endorse, assign and deliver checks, drafts and other orders for the payment of monies which are payable to the order of the Corporation.

### ARTICLE VII

**OFFICES AND BOOKS**

#### SECTION 1. OFFICES

The principal office of the Corporation shall be at such place in the City of Phoenix, County of Maricopa, as the Board may determine. The Board may from time to time and at any time establish other offices or branches of its business at whatever place seem to expedient.

#### SECTION 2. BOOKS

There shall be kept at the office of the Corporation in the State of Arizona correct books of all the business and transactions of the Corporation, a copy of these By-Laws and the membership book of the Corporation, which shall contain the names, alphabetically arranged, of all persons who are members of the Board, showing their respective places of residence, and the time when they, respectively, became members.

### ARTICLE VIII

**FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year.

### ARTICLE IX

**WAIVER OF NOTICE**

Whenever under provisions of any law of the State of Arizona or of the Certificate of Incorporation, as amended, or these By-Laws or any resolution of the Board, the Corporation or the Board, the Corporation or the Board is authorized to take any action after notice to members or Directors or after the lapse of any period of time, if, at any time before or after such action shall be completed, such notice or lapse of time shall be waived in writing by the person or persons entitled to said notice or entitled to participate in the action to be taken, or, in the case of a member, by an attorney thereunto authorized in the case of a meeting of the Board, all Directors are present, or with respect to which notice is waived by any absent member or Director, may be deemed to have been validly called and held, and all acts done and business conducted at any such meeting shall be deemed valid in all respects.

### ARTICLE X
These By-Laws, or any of them, may be altered, amended or repealed, or new By-Laws may be made, at any annual or special-meeting, by the members of the Board having voting power, or at any regular or special meeting of the Board, by vote of a majority of the whole Board, provided that the proposed action in respect thereof shall be stated in the notice of such meeting, or that such notice shall be waived.