

BYLAWS
CYPRESS CHAPTER INC. OF THE IZAAK WALTON LEAGUE OF AMERICA IWLA
IWLA Chapter #10-046
An independent 501(C) 3 corporation

ARTICLE 1 – NAME

The name of this 501(c)3 corporation is "CYPRESS CHAPTER INC. OF THE IZAAK WALTON LEAGUE OF AMERICA." It is hereafter referred to in these Bylaws as "the Chapter."

ARTICLE II – PURPOSE

Section 1. **The purpose of this organization is scientific and educational, to inform its members** and others about the value of natural resources; to conserve, maintain, protect, restore and defend natural resources and the environment; and to encourage public and private agencies to do likewise.

Section 3. **These bylaws and the operation of this Chapter shall always be consistent** with and in agreement with the bylaws of the Izaak Walton League of America (IWLA), the national organization from which we have our charter. In the case of any disagreement between the Chapter's bylaws and the national bylaws, the national bylaws shall be controlled.

ARTICLE III – BOARD OF DIRECTORS

Section1. **General Powers.** The property, affairs and business of the Chapter shall be conducted, managed, and controlled by the Board of Directors (BOD). The BOD may by general resolution delegate to the Chapter officers, committees, or staff, made up of the elected officers such powers as provided by these Bylaws. Business meetings will consist of the President and at least three other board members or committee chairs to constitute a quorum. Any board member who misses three consecutive board meetings loses the right to vote pending attendance at a future BOD meeting.

Section 2. **Number and Term.** The BOD will consist of at least four and not more than nine active Chapter members, who shall be elected by the active members of the Chapter for three-year terms on a rotating schedule, with up to three directors being elected each year.

Section 3. **Quorum.** A majority of the BOD shall constitute a quorum for transacting business. Meetings may be held electronically.

Section 4. **Manner of Acting.** The decisions of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the BOD, unless a greater number is required by law or by these Bylaws. Actions of an ExCom meetings are subject to approval by the BOD at their next meeting. Board members may give their proxy to another participating board member (in person or virtually) for a single meeting with advance notification to the Secretary.

Section 5.1. **Meetings.** Regular meetings of the BOD shall be held at least quarterly. The fourth regular Chapter meeting may be held immediately prior to the annual meeting. All meetings of the BOD shall be open to all active Chapter members and the public unless litigation is being discussed.

Section 5.2. **Special meetings** of the ExCom and meetings of the BOD shall be held at the call of the President or at the request of a majority of the BOD. Special meetings shall be

held on not less than twenty-four (24) hours of verbal or written notice. E-mail notice shall be given to all board members concurrently with any verbal notice and notice of the meeting shall be posted to social media and for members and the public. Past-Presidents of the Chapter in good standing and Members Emeritus shall be entitled to vote at special meetings. Such meetings can be by electronic means. Or face to face.

Section 5.3. **Board meetings and the Annual meeting may be held by electronic means** with members who are not actually in the presence of one another.

Section 6. **Compensation.** Directors shall not receive compensation for their services as **Directors. They may be reimbursed for expenses** incurred for activities authorized by the BOD.

Section 7. **Removal.** A majority vote of the Directors shall be required to remove a Director, except the President, from office prior to the expiration of the term for which he or she has been elected.

Section 8. **Resignation.** Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in the notice, or, if no time is specified, at the time of acceptance thereof, as determined by the President or BOD.

Section 9. **Vacancies.** Vacancies among the Directors, whether caused by resignation, removal, or expiration of a term, may be filled by the remaining Directors at any regular or special meeting.

ARTICLE IV – OFFICERS

Section 1. **Officers.** The officers of the Chapter shall be a President, Vice-President, Secretary and Treasurer. Only active members of the Chapter shall be eligible to hold office. The chapter can recognize past members as Members Emeritus for outstanding service to the Chapter. Members Emeritus have voting rights at special meetings. At the annual meeting the members shall elect a representative (delegate) to IWLA for the Chapter who is expected to attend the national IWLA convention and represent the Chapters' priorities and policies. Delegates can be reelected.

Section 2. **Term.** Chapter officers shall be elected to hold office for a term of one year or until their respective successors are elected and qualified by the BOD at its first meeting after the annual election of Directors each year. Officers can be reelected.

Section 3.1. **Duties.** The President shall be the chief executive officer of the Chapter. It shall be the duty of the President to preside at all meetings of the Chapter and of the BOD and to perform such duties as ordinarily pertain to that office.

Section 3.2. The Vice-President shall, in the absence of the President, perform the duties of the President and such further duties as shall be assigned to him by the BOD or the President.

Section 3.3. The Secretary shall keep in permanent form records of all business transactions and shall perform such other duties as may be prescribed from time to time by the BOD and shall post approved minutes to the Chapter website and social media. The Secretary shall keep an inventory of all Chapter equipment and real property. The Secretary shall keep a calendar of due dates for all legal compliance submissions and call such due dates to the attention of the Vice President.

Section 3.4. **The Treasurer shall be responsible for all monies and property received by the Chapter; and he/she or the President shall deposit such money in the manner hereinafter prescribed; shall annually account for the same to the BOD. Upon retirement from such an office, the Treasurer shall turn over to the successor Treasurer all funds in his or her possession belonging to the Chapter. The Treasurer and other officers who handle money shall, if required by the BOD, furnish satisfactory bonds, the cost of which shall be paid by the Chapter. The Treasurer shall prepare an annual budget for review/ approval by Directors at the board meeting preceding the annual meeting. The Treasurer shall obtain "Directors' Liability Insurance" for members of the BOD. The treasurer shall negotiate contracts with staff or service providers if such contracts are requested by the BOD or the staff member or service provider.**

Section 3.5. **The duties of all other officers and agents and staff, if any, shall be determined by the BOD.**

Section 3.6. **The Chapter shall elect its delegate to IWLA for a one-year term at the Chapter annual meeting to represent the Chapter's interests and priorities to IWLA, attend the national IWLA convention, and serve as liaison to IWLA for business matters. The delegate can be reelected.**

Section 4. **Removal.** The BOD of the Chapter may at any time by a majority vote ask for, demand, receive and accept the resignation of any officer or employee of the Chapter, other than the President, and upon his or her refusal to tender such resignation or refusal to resign, the majority of said BOD may dismiss that person from office, declare said office vacant, and elect a successor to serve in that office. The President shall be removed only upon a two-thirds vote of the Directors.

Section 5. **Vacancies.** If any vacancy occurs during the year in any one or more of the above offices, for any reason, the BOD, at any regular or special meeting, may elect a successor who shall hold office for the unexpired term of that position.

ARTICLE IV – MEMBERSHIP AND DUES

Section 1. **The annual individual membership dues shall be reviewed and set annually at the annual meeting. and include the current national dues and Florida Division dues, if applicable. Dues shall be payable on or before the first day of January each year. A member whose dues are paid is an active member. Family membership shall be one and one-half (1.5) times the individual membership dues. Student member dues shall be one-half (0.5) times the individual membership dues. Youth membership shall be one-fifth (0.2) times the individual membership dues. [Note: National Life and Life Benefactor Members pay only the Chapter and Florida Division dues.] Adult life members of IWLA may become life members of the Chapter with payment of twenty times chapter dues and will pay no further chapter dues.**

Section 2. **Only members in good standing with IWLA and the Chapter shall be eligible to hold office, vote at meetings or otherwise enjoy the privileges of the organization.**

Section 3. **Any member, who by his conduct violates the rules of this Chapter or of the national organization, may be expelled from membership by a two-thirds vote of the BOD at a regular board meeting, provided the member has been given at least three business days' notice of the proposed action and an opportunity to respond to the alleged violation. All charges alleging such conduct shall be supported by a signed affidavit.**

Section 4. Any member whose **connection with the Chapter is severed** by resignation, expiration of membership, or otherwise shall lose all benefits of membership in the Chapter.

Section 5. Each **Student Membership** listed in this Section shall be a full-time student at an accredited academic institution or trade school. Student Members shall be entitled to vote, hold office at the chapter, state and national level, serve as a committee chair, and act as a delegate to state division and national conventions with the approval of the BOD. Each Student Membership shall be counted as one member on the national membership rolls.

Section 6. Each **Youth Membership** shall be for an individual under the age of eighteen years. Youth Members are not entitled to vote, hold office at the chapter, state and national level or act as a delegate to state division and national conventions unless they are a member of a recognized youth chapter, if any. Each Youth Membership shall be counted as one member on the national membership rolls.

Section 7. **Dues for individual or family dues consist of Cypress Chapter dues, Florida Division dues and National IWLA dues, if applicable**, and are to be paid in a single payment to the chapter treasurer or Membership Dues Recipient ("MDR"). National life members and national life benefactor members of the IWLA do not pay the national IWLA dues portion as their national life memberships already cover those dues. Half-year memberships shall be available for people or families to join after June 30 of any year.

Section 8. Individuals paying National, State and Chapter **dues between July 1 and December 31** are considered members for the remainder of the year and all the following year. People or families that have not paid their national and Chapter dues by January 1 of the year are not 'in good standing' until their dues for the current year have been paid and may not vote, hold office in the chapter or otherwise enjoy the benefits of membership until their dues are paid for the current year.

ARTICLE V – MEETINGS

Section 1. **Regular meetings of the Cypress Chapter, at least quarterly**, shall be held at a place designated by the President on a schedule to be determined by the BOD.

Section 2. **Special meetings** of the Chapter may be called at any time by the President, by a majority of the BOD, or by not less than one-fifth of the active members, by mailing a written notice, or by e-mailing a notice, or by telephone call to members, stating the time and place of such meeting, at least five (5) days before the time of such meeting.

Section 3. A **quorum** for a membership meeting shall exist when the number of attendees equals at least 51% of the Board of Directors.

Section 4. Meetings may be held by **electronic means**.

ARTICLE VI – COMMITTEES

Section 1. **Appointments.** The BOD, or the President, with the consent and approval of the BOD, shall appoint a chair of such standing and special committees as the BOD shall direct. Committee chairs do not have to be members of the BOD.

Section 2. **President Ex-officio member.** The President shall be an ex-officio member, without vote, of all committees.

Section 3. **Term.** The committee chair shall continue as such until the next annual meeting of the Directors of the Chapter, and can be reappointed, or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless the member shall be removed from the committee, or unless said member shall cease to qualify as a member thereof.

Section 4. **Chairperson.** The chair of the committee can recruit additional members of the committee who may or may not be IWLA or Chapter members.

Section 5. **Vacancies.** The vacancy of committee chair may be filled by the BOD.

Section 6. **Manner of Acting.** Unless otherwise provided in the resolution of the BOD designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the committee members present at a meeting where a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the BOD.

ARTICLE VII – STAFF AND SERVICES

Section 1. The BOD may hire an Executive Director, support staff, and contract services.

Section 2. The Directors may, by majority vote, fire any member of staff or terminate any service.

ARTICLE VIII – FINANCES

Section 1. **Fiscal Year.** The fiscal year of the Chapter begins on the first day of January and ends on the thirty-first day of December of each year.

Section 2. **Deposit of Funds.** All funds of the Chapter shall be deposited by the President or Treasurer, or upon his or her order the Membership Dues Recipient (MRD), in the name of the Chapter, in such bank or banks as may be designated by the BOD.

Section 3. **Disbursements.** All disbursements shall be by check or electronic transfer signed or authorized by such persons as the BOD may designate.

Section 5. **Florida License to Solicit** The following paragraph must accompany all attempts to solicit donations in Florida and be renewed with the Florida Department of Agriculture and Consumer Services annually.

A COPY OF THE OFFICIAL REGISTRATION AND FINANCIAL INFORMATION MAY BE OBTAINED FROM THE DIVISION OF CONSUMER SERVICES BY CALLING TOLL-FREE (800-435-7352) WITHIN THE STATE. REGISTRATION DOES NOT IMPLY ENDORSEMENT, APPROVAL, OR RECOMMENDATION BY THE STATE. REGISTRATION #CH12533.

Section 6. **Annual Tax Return.** The Treasurer shall prepare or cause to be prepared, and file the Chapter's annual tax return, to the Internal Revenue Service.

Section 7. **Annual Corporation Report.** The Secretary shall prepare and file the Chapter's annual corporation report to the Florida Secretary of State, Division of Corporations.

Section 8. **Inurement.** No portion of the assets of the Chapter may incur to the benefit of any member, director or officer, other than in reimbursement for expenses incurred as authorized by these bylaws or the Board of Directors.

Section 9. **Dissolution.** Upon dissolution of the Chapter, all remaining assets shall be distributed according to the requirements of the bylaws of the national Izaak Walton League of America.

ARTICLE IX – BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its BOD, membership meetings and any committees having any authority of the Board of Directors.

ARTICLE X – AMENDMENTS

Section 1. These **Bylaws may be amended by a two-thirds (2/3)** vote of the BOD, after notice to the members that such amendment is proposed and when action will be undertaken.

Section 2. No amendment that would place these bylaws in **conflict with the bylaws of the national Izaak Walton League** shall be valid.

Adoption:

These bylaws were approved at the Executive Committee meeting on May 14, 2025 and the Board of Directors of the Chapter on June 18, 2025 to become effective immediately upon adoption.

Nora Demetri Jones Date: 6/30/2025
Signature of President

Marshall Jones

Signed by: Thomas Oates Date: 6/24/2025
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Signature of Secretary:

Tom Oates

Bylaws amendment history: Amended Articles of incorporation September 30, 1976; October 18, 2004; June 12, 2024, June 17, 2025