

BYLAWS
of
THEODORE GORDON FLYFISHERS, INC.
Adopted May 13, 2020

I.

MEMBERS

1. Members. Any individual who wishes to engage with the purposes and objectives of Theodore Gordon Flyfishers, Inc. (the “Corporation”) will become, and remain, a member upon the timely payment of dues and subject to rules and regulations as may be set or modified by the Board of Directors of the Corporation (the “Board”). The Board may authorize any officer or officers to accept for membership in the Corporation any applicant therefor.

Memberships will not be transferable. Any member may be removed, for cause, by resolution of the Board at any meeting of the Board.

2. Classes of Members. Membership classes and the designation, characteristics, qualifications, rights, and limitations of such classes will be determined from time to time by resolution of the Board.

3. Member Votes. Each member entitled to vote will have the right to cast one vote at the annual meeting or at any special meeting of members on any motion that may properly be brought before such meeting.

4. Membership Dues. Dues for all classes of membership will be fixed from time to time by the Board and will be payable at such times as are determined by the Board.

5. Termination of Membership. Any member may terminate his or her membership in the Corporation by (a) failing to pay his or her membership dues when the same are due and payable or (b) filing a written resignation with the Secretary at any time, provided, however that resignation will not entitle the member to a refund of any portion of his or her membership dues.

II.

MEETINGS OF THE MEMBERS

1. Annual Meeting; Regular and Special Meetings. The annual meeting of the members for the election of directors and the transaction of such other business as may properly come before the members shall be held at a time, place and manner fixed by the Board. Special meetings may be called at any time by the President, by the majority of the entire Board, or by the Secretary upon the written demand of ten percent (10%) of the Members.

2. Notice of Meetings. Notice of the place, date, and time of any meeting of the members shall be given personally, by first-class mail or by electronic mail not less than ten (10) and not more than fifty (50) days before the date of such meeting and, unless the meeting is an annual meeting, shall state the purpose or purposes of the meeting and indicate at whose request the meeting is being called. Attendance of a member at a meeting, without protesting a lack of notice prior to the conclusion of the meeting, shall constitute a waiver of notice.

3. Quorum and Member Action. At all meetings of the members, the presence in person or by proxy of ten percent (10%) of the members, or the members entitled to cast one hundred votes, whichever is lesser, shall constitute a quorum for the transaction of business. Whether or not there is a quorum at any meeting, the members present, in person or by proxy,

and entitled to cast of a majority of the votes thereat or the officers present at the meeting, may adjourn the meeting from time to time. The action of a majority of the members present at a meeting of the members at which a quorum is present shall be the act of the members, except as otherwise expressly required by statute or these Bylaws.

4. Action without a Meeting. Any action required or permitted to be taken by the members may be taken without a meeting, if all of the members consent to the adoption of a resolution authorizing the action. Such consents may be written or electronic, to the extent permitted by the New York Not-for-Profit Corporation Law (the “N-PCL”). The resolution and the consents thereto by the members shall be filed with the minutes of the proceedings of the members.

5. Proxy Voting. Every member entitled to vote at any meeting of the members may vote by proxy. A member may authorize another person to act for the member as proxy by (a) executing a writing providing such authorization, signed (including scanned signature) by the member or the member’s authorized representative, or (b) providing such authorization by electronic mail to the person who will be the holder of the proxy or to a proxy solicitation firm or like agent. A proxy is revocable at the pleasure of the member executing it, to the extent permitted by law. Unless the duration of the proxy is specified, it will become invalid after eleven (11) months from the date of its execution.

III.

BOARD OF DIRECTORS

1. Number. The affairs of the Corporation will be managed by the Board. All directors must be at least 18 years of age. Each director must be, and remain, a member of the

Corporation and must meet his or her obligation with respect to payment of dues. The Board will consist of at least eleven (11) directors and not more than seventeen (17) directors, as determined by the entire Board from time to time. The term “entire Board,” wherever used in these Bylaws, means the number of directors elected or appointed as of the most recently held election of directors, as well as any directors whose terms have not yet expired. No decrease in the number of directors shall shorten the term of any incumbent director. The Board will be divided into three (3) classes, each of which will have an equal number of directors, to the extent possible. The terms of each class will be staggered so that the term of one (1) class expires each year at the annual meeting. As the term of each class expires, the successors in that class will be elected for the ensuing term.

2.Election. The directors will be elected by the members at the annual meeting of the members.

3.Term of Office. Each director will serve for a three (3) year term; provided, however, that each director will continue in office until his or her successor is elected and qualified, or until his or her earlier death, resignation, removal, or incapacity. All directors are eligible for unlimited reelection.

4.Removal. Any director may be removed, with or without cause, by the members. Any director may be removed, with cause, by the affirmative vote of a majority of the entire Board.

5.Resignation. Any director may resign by giving no fewer than thirty (30) day’s written notice of such resignation to the President or the Secretary of the Corporation, to the extent such notice is feasible.

6.Vacancies. A vacancy on the Board arising at any time and from any cause may be filled for the unexpired term by the affirmative vote of a majority of the remaining directors.

7.Compensation. Directors will serve without compensation for their services as directors. Directors will be allowed reimbursement for reasonable expenses, subject to such policies as the Board may adopt from time to time. The Board will have the power, in its sole discretion, to contract with any director for services rendered to the Corporation (not including services rendered in his or her capacity as director) and to pay said director reasonable compensation appropriate to the value of such services.

IV.

MEETINGS OF THE BOARD

1.Meetings. The annual meeting of the Board will be held promptly after the annual meeting of the members and immediately following the annual meeting of the members at a place and manner to be determined by the Board. Regular meetings of the Board will be held at such times and places as the Board may from time to time determine. A special meeting of the Board may be called at any time by the President. Except as otherwise provided in these Bylaws, any business may be transacted at any duly called Board meeting.

2.Notice of Meetings. Written notice of the time and place of regular and special meetings of the Board will be given to each director not less than three (3) days before the meeting personally, by first-class mail, or by electronic mail, and will state the time and place of the meeting. The notice of a special meeting also will state the purpose or purposes of the meeting and indicate at whose request the meeting is being called. Attendance of a director at a

meeting, without protesting a lack of notice prior to the meeting or at its commencement, shall constitute a waiver of notice.

3. Quorum and Board Action. A majority of the entire Board will constitute a quorum for the transaction of business at meetings of the Board, and except as otherwise expressly required by statute or these Bylaws, all matters shall be decided by the vote of a majority of the directors present at a meeting at which a quorum is present; but in the absence of a quorum those present at the time and place set for a meeting of the Board may take an adjournment from time to time, until a quorum shall be present.

4. Action without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting, if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. Such consents may be written or electronic, to the extent permitted by the N-PCL. The resolution and the consents thereto by the members of the Board or of such committee shall be filed with the minutes of the proceedings of the Board or of such committee.

5. Participation by Telephone or Videoconference. Any one or more members of the Board or of a committee thereof may participate in a meeting of the Board or the committee by means of a conference telephone, videoconference, or similar communications equipment if all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board or committee, as applicable. Participation by such means shall constitute presence in person at the meeting.

6. Annual Report. At the annual meeting of the members, the Board, pursuant to the provisions of the N-PCL, shall present a report, verified by the President and Treasurer or

by a majority of the directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year terminating not more than six months prior to the date of such meeting;
- (b) The principal changes in assets and liabilities, including trust funds, of the Corporation during such fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during such fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during such fiscal year; and
- (e) The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

Such report shall be filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of the members.

7.Organization. At all meetings of the Board, the President will preside (unless he or she is an employee); provided, however, that if the President is not present, the Board will appoint a chair of the meeting. The Secretary of the Corporation will act as secretary at all

meetings of the Board. In the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

V.

COMMITTEES

1. Committees of the Board. The Board may create, by a resolution adopted by a majority of the entire Board, such committees of the Board as the Board may from time to time find appropriate. Each such committee shall consist of the number of directors determined by the Board and appointed by the President, who shall name one or more such directors as Chair or Chairs of the Committee. Directors may be removed from each such committee, either with or without cause, at any time, by resolution adopted by the Board. Any committee member may resign at any time by giving written notice thereof to the President, a Vice President, or the Secretary of the Corporation. Between meetings of the Board, such committees shall have and may exercise all the authority of the Board, to the extent provided in the resolution. However, no committee shall have the authority to:

- (a) submit to the members any action requiring the members' approval;
- (b) fill vacancies on the Board or on any committee;
- (c) fix the compensation of the directors for serving on the Board or on any committee;
- (d) amend or repeal the Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable;
- (f) elect or remove officers or directors;

- (g) approve a merger or plan of dissolution;
- (h) adopt a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation; or
- (i) approve amendments to the Corporation's certificate of incorporation.

Any action taken by such committees between meetings of the Board shall be reported to the Board at its next meeting.

VI.

OFFICERS

1.Officers. The officers of the Corporation will be a President, a Vice President, a Secretary, a Treasurer, and such other officers with powers and duties not inconsistent with these Bylaws as the Board may from time to time appoint or elect. Any two or more offices may be held by the same individual, except the offices of President and Secretary.

2.Election. The officers of the Corporation will be elected by the Board at each annual meeting of the Board.

3.Term of Office. The terms of office of all officers will expire at the annual meeting of the Board following their election, and in any event, each officer will continue in office until his or her successor is elected and qualified, or until his or her earlier death, resignation, removal, or incapacity. No officer shall serve more than three consecutive terms in the same office unless there is no other director who is willing and able to take the position. In such event, the officer may continue to serve in that office until such time as a successor is identified and elected by the Board.

4.Removal. Any officer of the Corporation may be removed, with or without cause, by the Board provided there is a quorum of not less than a majority of the entire Board present at the meeting at which such action is taken.

5.Resignation. Any officer may resign by giving no fewer than thirty (30) days' written notice of such resignation to the President or the Secretary of the Corporation to the extent such notice is feasible.

6.Vacancies. Any vacancy in any office arising at any time from any cause may be filled for the unexpired term by the Board.

7.President. The President will preside at all meetings of the Board and will perform such other duties as may be assigned by the Board. The President will have and exercise general charge, supervision, and day-to-day management authority over the affairs of the Corporation, subject to the authority and control of the Board, and will perform such other duties as may be assigned by the Board. The President may not be an employee of the Corporation unless the Board approves such employee serving as President by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for the Board approval.

8.Vice President. The Vice President or a designee of the President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board may from time to time prescribe. No employee of the Corporation may serve as Vice-President unless the Board approves such employee serving as Vice-President by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for the Board approval.

Secretary. The Secretary will have charge of such books, documents and papers as the Board may determine, and will have custody of the corporate seal, if any then exists. The Secretary will keep or cause to be kept the minutes of all the meetings of the members and the Board. The Secretary may affix the corporate seal, if any then exists, when so authorized or ordered by the Board. The Secretary will perform all the duties incident to the office of Secretary, subject to control of the Board, and will perform such other duties as may be assigned by the Board.

9.Treasurer. The Treasurer will have custody of all funds, property and securities of the Corporation. The Treasurer will keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and will deposit or cause to be deposited all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer will render or cause to be rendered a statement of the Corporation's accounts. The Treasurer will at all reasonable times exhibit or cause to be exhibited the books and accounts of the Corporation to any officer or director of the Corporation, and will perform such other duties as may be assigned by the Board.

VII.

FISCAL YEAR

The Corporation's fiscal year shall be determined by resolution of the Board.

VIII.

INVESTMENTS

1.Investments and Proxies. The Board has the power to make investments of the funds of the Corporation and to change the same and may sell, from time to time, any part of

the securities of the Corporation or any rights or privileges that may accrue thereon. Any officer of the Corporation, or such other person or persons as the Board may designate, may execute and deliver on behalf of the Corporation proxies for stock owned by the Corporation appointing persons to represent and vote such stock at any meeting of stockholders, with full power of substitution, or rescinding such appointments.

2. Transfer and Assignment. The Board may authorize any officer, director or other person or persons to execute such form of transfer or assignment as may be customary or necessary to constitute a transfer of stocks, bonds or other securities in the name of or belonging to the Corporation. A corporation or person transferring any such stocks, bonds or other securities pursuant to a form of transfer or assignment so executed shall be fully protected and shall not have any duty to inquire whether or not the Board has taken action in respect thereof.

IX.

CONTRACTS, CHECKS AND OTHER INSTRUMENTS

The Board may authorize any officer or officers, in the name of or on behalf of the Corporation, to enter into any contract or to execute and to deliver any instrument, or to sign checks, drafts, endorsements, notes or other evidences of indebtedness of the Corporation. Such authority may be general or confined to specific instances, but unless so authorized by the Board or by these Bylaws, no officer shall have the power or authority to bind the Corporation by any contract or engagement or to render it pecuniarily liable for any purpose or for any amount.

X.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person, or such person's testator or intestate, is or was a director or officer of the Corporation, a committee member who is not a director or officer of the Corporation, or an employee or agent of the Corporation designated for indemnification by the Board, or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as "indemnified parties"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person as a result of such action, suit or proceeding to the full extent permitted by applicable law, upon such determination having been made as to such person's good faith and conduct as is required by applicable law.

2. Advancement of Expenses. Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of applicable law, upon receipt of an undertaking by or on behalf of the indemnified party to repay all or a portion of such amount if it shall ultimately be determined that such indemnified party is not entitled to be indemnified by the Corporation or that the expenses so advanced exceed the indemnification to which the indemnified party is entitled.

3.Insurance. The Corporation may purchase and maintain insurance to indemnify the Corporation and the indemnified parties in a manner and to the fullest extent now or hereafter permitted by law.

XI.

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the laws of the State of New York, the Certificate of Incorporation or these Bylaws, a waiver thereof, written or given via electronic mail, signed or authorized by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the required notice.

XII.

AMENDMENTS

These Bylaws may be adopted, amended, or repealed by the members at the time entitled to vote in the election of directors or by the affirmative vote of a majority of the entire Board.