



BYLAWS

F-M WALLEYES UNLIMITED, INC

ARTICLE I NAME, PURPOSE & DURATION

SECTION 1. NAME Name shall be F-M Walleyes Unlimited, Incorporated and shall be operated as a tax exempt, non-profit organization.

SECTION 2. PURPOSE The F-M Walleyes Unlimited Fishing Club was established for the improvement of standards of fishing for its members and indirectly, the fishing community at large. Through good habits of taking fish and sportsmanlike conduct in this process, better fishing should result for all.

1. The sharing of techniques, locations and information (keeping a diary of catches, time, depth, location, rig and weather conditions).
2. Demonstrations of new equipment and techniques by club members and fishing equipment manufacturers and their representatives.
3. Conservation of the taking, release of and the stocking of walleye in area lakes. Learning what members can do to improve lake conditions, access to lakes and facilities available in local areas.
4. Sharing of facilities, equipment and techniques during club sponsored outings.
5. The awareness of sportsmanlike habits and conduct.

SECTION 3. DURATION The duration of this organization shall be perpetual unless terminated sooner by a two-thirds (2/3) majority of all its members.

ARTICLE II MEMBERS

SECTION 1. CLASSES OF MEMBERS: The Club Membership shall be made up of voting members and non-voting junior members. Dues and privileges associated with the membership shall also be determined by the Board.

SECTION 2. APPLICATION FOR MEMBERSHIP: Membership application forms signed by the prospective member and accompanied by proper dues shall be a member in good standing subject to approval by the board of directors. Members are considered to be in good standing if membership dues are current and they conduct themselves in a sportsmanlike manner.

ARTILE III MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETINGS: The annual meetings of this Club shall be held at such time and place as the Board of Directors may designate, at the beginning of the fiscal year of the Club.

SECTION 2. REGULAR MEETINGS: Regular meetings of the members of the Club shall be held monthly at such time and place as the Board of Directors shall designate.

SECTION 3. NOTICE OF HEARINGS: Notice of meetings, written or printed, for every regular meeting of the voting members shall be prepared and mailed to the last known post office address of each voting member who is a regular member in a timely matter prior to the meeting.

SECTION 4. QUORUM: A quorum at any meeting of the regular members shall consist of twenty-five percent (25%) or more of the Club. A majority of such quorum shall decide any question that may properly come before the meeting.

SECTION 5. ELECTION OF DIRECTORS: The Board of Directors shall be elected at the annual meeting of the Club. The Board shall consist of 12 members: Six directors, Five Officers, and the past president.

SECTION 6. ELECTION PROCEDURE: The elections may be written ballot, or otherwise as the members present thereat shall determine, and any member present shall be privileged to submit nominations at the meeting. No persona shall be eligible to vote at the meeting of the club except in good standing and no member shall be entitled to more than one (1) vote, nor shall any member be entitled to vote or be represented by proxy.

SECTION 7. NOMINATING COMMITTEE: At least ten (10) days prior to the annual meeting, the President and the Board of Directors shall serve as a nominating committee. The nominating committee shall select and nominate at the annual meeting at least one regular member to fill each vacancy in the Board of Directors. Additional nominations from the floor will be accepted.

SECTION 8. OFFICES: The directors so elected shall take office at the conclusion of the annual meeting.

SECTION 9. No major decisions shall be decided without prior approval of the Board of Directors concerning the present and future of the club.

ARTICLE IV BOARD OF DIRECTORS:

SECTION 1. GENERAL POWERS: The affairs of the Club shall be managed by the Board of Directors. Directors shall be regular members of the club in good standing.

SECTION 2. REGULAR MEETINGS: A regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws as soon as possible after the annual meeting of members. The Board of Directors may provide by Resolution the time and place for the holding of additional regular meetings of the Board without other notice than such Resolution.

SECTION 3. SPECIAL MEETINGS: The Board of Directors may hold their meetings at any time or place upon three (3) days' written notice, and may at such meeting transact any business relative to the affairs of the Club consistent with these Bylaws or Articles of Incorporation of this Club.

SECTION 4. QUORUM: A quorum at any meeting of the Board of Directors shall consist of not less then five (5) members thereof and a majority of such quorum shall decide any question that may come before the meeting.

SECTION 5. VACANCY: Any vacancies occurring in the Board of Directors during the year may be filled for the unexpired term by the remaining members of the Board, and in like manner, any office becoming vacant during the year may be filled by the Board of Directors for the unexpired term.

SECTION 6. ELIGIBILITY REQUIREMENTS: A regular club member active in the club no less than six (6) months prior to the annual meetings of the election of officers and Board of Directors shall be eligible for nomination for the upcoming election.

ARTICLE V OFFICERS

SECTION 1. OFFICERS: The officers of the Club shall be a President, Vice President, Secretary, and Treasurer. The President and Vice President and Recording Secretary and Correspondence Secretary and Treasurer shall be chosen from the regular membership.

SECTION 2. ELECTION AND TERM OF OFFICE: The officers of the Club shall be elected [annually] at the annual meeting of the members. The term of office shall be two years for the President, Vice President and Treasurer. The term of office for all other members of the Board of Directors shall be three years.

SECTION 3. REMOVAL: Any officer elected or appointed by the Board of Directors whenever, in its judgement, the best interests of the Club would be served thereby.

SECTION 4. VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT: The president shall be the principal executive officer of the Club and shall in general supervise and control all of the business and affairs of the Club. He or she shall preside at all meetings of the members and

of the Board of Directors. He or she shall sign with the Secretary or any proper officer of the Club authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by Statute to some other office or agent of the Club, and in general, he or she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. VICE PRESIDENT: In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 7. RECORDING SECRETARY: The Recording Secretary shall keep the minutes, shall sign with the President such instruments as require his or her signature, and shall make such reports and perform such other duties as are incident to the office or that are properly required by him or her by the Board of Directors.

SECTION 8. CORRESPONDING SECRETARY: The Corresponding Secretary shall keep the membership roster current, issue notices for all meetings, and shall make such reports and perform such other duties as are incident to the office or that are properly required by him or her by the Board of Directors.

SECTION 9. TREASURER: The Treasurer shall keep accurate books of account for said Club, which at all times shall be open for inspection by any member of the Board of Directors or other officer of the Club.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS: The Board of Directors may authorize any officer, club member, or agent or agents of the Club, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of the and on behalf of the Club, and such authority may be general if confined to specific instances up to a maximum to be determined by the Board of Directors.

SECTION 2. CHECKS, DRAFTS, ETC.: All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club shall be signed by the treasurer in such manner as shall from time to time be determined by Resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Club.

SECTION 3. DEPOSITS: All funds of the Club shall be deposited from time to time to the credit of the Club in such banks or other depositories as the Board of Directors may by resolution direct.

SECTION 4. GIFTS: The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Club.

ARTICLE VII BOOKS AND RECORDS

SECTION 1. The Club shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members. The monthly newsletter shall be construed as proper minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors. The Club shall keep at the registered or principal office the record giving the names and addresses of the members entitled to vote. All books and records of the Club may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

SECTION 2. The Board of Directors shall at each of its meetings examine and approve or correct and approve the minutes of all prior meetings of the club members, meetings of the Board of Directors, and the meetings of committees having any authority of the Board of Directors which have not yet been enacted upon by the Board.

ARTICLE VIII FISCAL YEAR

The Fiscal year of the Club shall begin on the first day of March and end the last day of February of the following year.

ARTICLE IX DUES

SECTION 1. ANNUAL DUES: The Board of Directors shall determine from time to time the amount of annual dues payable to the Club by members of each class.

SECTION 2. PAYMENT OF DUES: Dues shall be payable at such times and in such amounts or in installments as the Board of Directors by resolution determine. Dues shall be considered current if paid prior to the annual meeting.

SECTION 3. ASSESSMENTS: No capital assessments shall be levied upon the members without approval by Resolution of a Club members meeting, either annual or special, or by mail ballot, the notice of which meeting shall specify that a proposal for such assessment is to be considered and acted upon. Such Resolution shall prescribe the purpose of the assessment, the manner and times for its payment by the members, the total sum to be realized. An assessment so adopted shall be levied and collected with dues and payment shall thereof be a condition of membership or continuing membership in the Club.

ARTICLE X INDIVIDUAL LIABILITY

Neither individual members of the Club nor their property shall be liable in any way for the debts or obligations of the club.

ARTICLE XI

These Bylaws may be amended, repealed or altered in whole or in part by a majority of members present at any regular meeting of regular members or at any special meeting called for that explicit purpose.

Last revised 2/15/89