

BY LAWS**BADGER FLY FISHERS, INC.****A R T I C L E I****PURPOSES**

Section 1. Organization. (a) The Badger Fly Fishers, Inc. is a non-stock, not for profit membership corporation organized under Chapter 181 of the Wisconsin Statutes. Pursuant to its Articles of Incorporation, the corporation is to engage exclusively in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue code which are also lawful activities authorized by Chapter 181, Wisconsin Statutes.

(b) The corporation is and shall maintain its status as a member entity of the FEDERATION OF FLY FISHERS, INC.

Section 2. Objectives. (a) The corporation subscribes to the objectives of the FEDERATION OF FLY FISHERS, INC. which are to cultivate and advance the art, science and sport of fly fishing as the most sportsman-like and enjoyable method of angling and the way of fishing most consistent with the preservation and use of our game fish resources; to promote conservation of recreational resources; to elevate the standard of integrity, honor and courtesy of fishermen, and to cherish the spirit of brotherhood among anglers everywhere.

(b) In addition, it shall be the objective of the corporation to support and aid the creation, enhancement, preservation and protection of public sport fishing resources and facilities.

Section 3. Activities. In order to accomplish its objectives the corporation may engage in activities which include but are not limited to the following:

- (a) Engage in fund raising through activities sponsored by itself or in cooperation with other conservation or sport fishing organizations.
- (b) Accept gifts or grants from members of the public, government agencies or other conservation or sport fishing organizations.
- (c) Provide funds in the form of gifts or grants to government agencies or other conservation or sport fishing organizations.

- (d) Sponsor or cosponsor and carry out specific projects designed to:
 - 1.) Educate or instruct the public in the art, science and sport of fly fishing.
 - 2.) Create, enhance, preserve and protect public sport fishing resources and facilities.
- (e) Maintain liaison with government agencies and other conservation organizations concerned with the sport of angling and keep the membership informed of events of interest.
- (f) Publish a newsletter for members and other interested persons.

Section 4. Restrictions on Political Activity. No substantial portion of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation endorse or oppose the candidacy of any person for public office.

A R T I C L E I I

MEMBERSHIP

Section 1. Qualifications. Membership in the corporation shall consist of all individuals who have submitted a completed application form and who are current in the payment of such dues as the corporation may from time to time establish and assess. The corporation's membership officer shall verify that requirements are met before placing an applicant's name on the membership roll.

Section 2. Annual Meetings. There shall be an annual meeting of members for the purpose of electing directors and officers and to transact such other business as may properly come before the members. The annual meeting shall be held on the same date and at the same time and place as the monthly meeting of members for the month of November, as designated by the Board of Directors. However, failure to hold an annual meeting timely shall not affect the terms of officers or directors elected at the last such meeting or the validity of corporate actions which are otherwise lawful.

Section 3. Monthly Meetings. A monthly meeting of the members shall be held on the fourth Monday of each month. The President or the Board of Directors may change the date of a monthly meeting to avoid conflict with holidays or for other good and sufficient reason. Monthly meetings shall be open to the public, however, only qualified members are eligible to vote on any matter or corporate

business properly before them for consideration.

Section 4. Place of Meetings. The Board of Directors may designate any place, either within or without the State of Wisconsin, as the place of meeting for any meeting of members.

Section 5. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting shall be delivered personally, by electronic means or by postal service mail not less than five (5) days before the date of the meeting. If mailed, notice shall be deemed to have been delivered when deposited in the United States Mail, postage prepaid, addressed to the member at his address as it appears on the corporate membership records or if sent electronically, notice shall be deemed to have been delivered at the time and date sent to the electronic address of the member which appears on the corporate membership records.

Section 6. Waiver of Notice. A written waiver of notice signed by a member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a member at a meeting, except when the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Voting Record. If the corporation has ten (10) or more members of record, the officer or assistant officer having charge of the membership records shall make, at least two (2) days before each membership meeting a complete list of the members entitled to vote at the meeting. The list shall be kept on file at the registered office of the corporation or at such other place as the Board of Directors shall provide and any member shall be entitled to inspect the list at any time during usual business hours or by appointment. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member at any time during the meeting. If the requirements of this section have not been substantially complied with, then upon demand of any member in person, the meeting shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at the meeting.

Section 8. Member Quorum. A majority of the members appearing in person and entitled to vote shall constitute a quorum at a meeting of members. Upon the establishment of a quorum, unless otherwise provided by law, the affirmative vote of a majority of the members entitled to vote shall be the act of the members. A subsequent departure of member(s) from a meeting shall not affect the validity of any vote taken prior to the departure but a new quorum shall be established before any further votes are taken.

Section 9. Voting. Only persons whose Badger Fly Fishers, Inc. dues are

currently paid up and who appear on the membership roll of the corporation are eligible to vote on matters properly before the membership. Prior to any voting, the membership, by voice vote, may elect to conduct subsequent votes on matters before them by voice vote, provided, however, that in voting for directors and officers, the voting for any contested office shall be conducted by secret paper ballot.

Section 10. Nominating Committee. For the purpose of electing directors and officers a Nominating Committee shall be constituted annually at the August members meeting. The committee shall consist of the President, one non-officer board member and 3 members at large who shall be voting members of the corporation as defined in Section 9. The names of the members of the Nominating Committee shall be published in the September issue of the corporation newsletter. It shall be the goal of the Nominating Committee to secure multiple candidates for each directorship and office of the corporation. This paragraph in no way limits or prohibits the making of nominations from the floor by members.

A R T I C L E I I I

BOARD OF DIRECTORS

Section 1. General Powers. (a) Subject to the limitations of the Articles of Incorporation, these Bylaws, and the nonprofit corporation statutes concerning corporate action that must be authorized or approved by the members of the corporation, all corporate powers shall be vested in and exercised by or under the authority of the Board of Directors which shall manage and control the affairs of the corporation.

(b) All proposed gifts, grants or donations in excess of (\$500) and all corporation sponsored conservation projects shall be approved by majority vote of the members voting at the meeting at which the proposed item is put before the members for a vote.

Section 2. Number, Qualification, Election and Tenure. The President, Vice President, Secretary and Treasurer of the corporation shall be ex officio members of the Board of Directors. There shall also be elected by the members at the annual meeting of members and in accordance with these Bylaws, additional Directors, to number not less than five (5). The number of Directors may also be increased or decreased from time to time by election at a membership meeting properly noticed as provided in these Bylaws provided, however, that the total number of directors shall always be an odd number. Directors shall take office at, the next January monthly meeting of the members and shall serve until the next succeeding January meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Directors

may be held without notice at such time and at such place as shall be determined from time to time by the Board of Directors. The President shall serve as Chair of the Board of Directors unless he or she declines in which case the Board shall elect some other Director as Chair.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or the President if the President is not also the Chair, at a reasonable time and place and upon such notice as required in these Bylaws.

Section 5. Action Without Meeting. Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Directors is filed in the minutes of the Board. Such consent shall have the same effect as a unanimous vote.

Section 6. Notice and Waiver. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail, by telegram or by telephone. Notice by mail is deemed delivered when deposited postage prepaid in the United States mail. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 7. Quorum and Voting. A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.

Section 10. Vacancies. Any vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the members. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of members or a special meeting of members called for that purpose.

Section 11. Removal. At any meeting of members called expressly for that purpose, any Director(s) may be removed from office, with or without cause, by vote of a majority of the members entitled to vote. New Directors may be

elected by the members for the unexpired terms of the Directors removed from office at the same meeting. If the members fail to elect new Directors, and if the members did not also vote to reduce the number of Directors, then the vacancies unfilled shall be filled as provided in section 10 of this Article.

Section 12. Presumption of Assent. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action unless he or she votes against the action or abstains from voting because of an asserted conflict of interest.

A R T I C L E I V

OFFICERS

Section 1. Designation. There shall be a President, Vice President, Secretary and Treasurer. No person may be elected to or simultaneously hold more than one officer position.

Section 2. Election and Tenure. The officers designated in section 1 of this Article shall be elected by the members at the annual meeting of members. The officers shall take office at the next January monthly meeting of the members and serve until the next succeeding January meeting of members.

Section 3. Vacancies. If the office of President becomes vacant for any reason, the Vice President shall succeed to the office of President and a new Vice President shall be elected by the Board of Directors for the unexpired term. A vacancy in any other office shall be filled by election by the Board of Directors for the unexpired term.

Section 4. Duties. (a) The President shall be the chief executive officer of the corporation and shall have general supervision over the activities of the corporation, subject to control of the Board of Directors. The President shall see that all orders and resolutions of the Board are carried out. The President may sign, with the Treasurer or with the Secretary as appropriate, all certificates, contracts or other documents authorized by the Board, except as may otherwise be required in these Bylaws or by statute. In general, the President shall perform all duties incident to the office of President and such other duties as may from time to time be assigned by these Bylaws or the Board of Directors.

(b) The 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 Bylaws. At the request of the President, or in the President's absence or inability to act, the Vice President shall perform the duties of the President and when so doing shall have all the powers of the President.

(c) The Treasurer shall have charge and custody of, and be responsible for, all the funds, securities and accounts of the corporation, shall prepare an annual budget if requested by the President, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and negotiable instruments in the name of and to the credit of the corporation in such banks or other depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as the Board directs taking care that there be proper vouchers, invoices or other evidence of claim or obligation as may be appropriate. The Treasurer shall render to the President as requested and to the Board at its regular meetings and also as requested, a statement of all transactions of the Treasurer and an account of the financial condition of the corporation. In general, the Treasurer shall perform such other duties and have such other obligations as are commonly incident to such Office and such other duties as may from time to time be assigned by the Board. Unless previously approved by the Board, checks or other negotiable instruments greater than \$250.00 drawn on funds of the corporation shall be countersigned by the President. The Board may require that the Treasurer be bonded, at the expense of the corporation, to insure the faithful performance of his or her duties. The Board may require an independent audit of the corporation's books, records and accounts at any time. Within ten (10) days after the election of a successor, the Treasurer shall turn over to the successor a complete and accurate financial statement including a Profit and Loss Statement and a Statement of Assets and Liabilities, together with all funds, books and records pertaining to his or her office.

(d) The Secretary shall act as secretary of, and keep the minutes of, all meetings of the Board and of the members. The Secretary shall cause to be given notice of all meetings of the members and Directors, shall have charge of the membership roll and records and of all books, records, documents and papers relating to the organization of the corporation and its status as a nonprofit entity. The Secretary shall cause to be kept or filed all reports, statements and other documents required by law to be to be kept or filed. The Secretary shall also perform such additional duties and have such additional obligations normally incident to the office of Secretary together with such other duties as shall from time to time be assigned by the Board.

ARTICLE V

COMMITTEES, ASSISTANT OFFICERS AND ADVISORS

Section 1. Creation. The Board of Directors may create such committees and appoint members thereto as it deems proper. The Board shall specify in writing the

activities, responsibilities and powers of each committee.

Section 2. Assistant Officers. In lieu of creating committees, or in combination therewith, the Board of Directors may appoint such assistant corporate officers as it deems proper to carry out specified activities, responsibilities and powers. Assistant officers shall not be ex officio members of the Board of Directors.

Section 3. Advisors. If the immediate past President is a different person than the newly elected President, the immediate past President shall serve as a nonvoting advisor to the Board for a period of one year. The Board may also appoint such other nonvoting advisors as it deems useful or necessary to carry out its duties and responsibilities. Advisors shall serve on a volunteer basis without compensation and shall be held harmless by the Members, the corporation and the Board for any acts or omissions in their advisory capacities.

Section 3. Vacancies. The Board of Directors may, by appointment, fill any vacancy which shall occur on any committee or in any assistant officership or advisor position.

ARTICLE VI

FISCAL YEAR

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

ARTICLE VII

BOOKS, RECORDS AND REPORTS

Section 1. Report to Members. The corporation shall send an annual report to the then voting members within four months after the close of each fiscal year. The report shall include a balance sheet and a revenue and disbursement statement both for the year ending with the close of the fiscal year. The statement shall be prepared in conformity with generally accepted and consistently applied accounting principles.

Section 2. Inspection of Corporate Records. Any voting member of the corporation, upon reasonable notice and at a reasonable time, may examine and copy at the requestor's expense, any of the books, records and minutes of the corporation. In no event, however, may the items requested to be copied leave the physical possession of the corporation's custodian.

A R T I C L E V I I I

AMENDMENTS

These Bylaws may be replaced or amended by the Board of Directors or by majority vote of the voting members. Any bylaw adopted, amended, repealed or replaced by the members shall not be amended, repealed or replaced by the Board of Directors for a period of two (2) years. The power of the members to amend, repeal or replace these Bylaws shall not, however, permit the members to take any action which would have the effect of jeopardizing the tax exempt status of the corporation and any such adoption, amendment, repeal or replacement shall be null and void and of no legal effect unless the members, by three fourths vote of all voting members as defined in Article II, Section 9, first vote to terminate the status of the corporation as an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

A R T I C L E I X

C O M P E N S A T I O N

All corporate Directors, Officers, Assistant Officers, Committee Members and Advisors shall serve without compensation except that the Board of Directors may by resolution provide for the reimbursement of expenses incurred in the performance of corporate duties by persons serving in any of the above mentioned capacities.

A R T I C L E X

NONPROFIT OPERATION

The corporation will not have or issue shares of stock or pay dividends. No member of the corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the corporation. All property of the corporation of whatever nature shall be used exclusively for charitable or educational purposes. No part of the assets or net earnings of the corporation shall inure to the benefit of any member of the corporation or any other private individual. Upon dissolution, all of the net assets of the corporation shall be distributed exclusively for charitable or educational purposes.