

BYLAWS
OF
WALLEYES UNLIMITED OF MONTANA

ARTICLE I.

OFFICES

The principal office of the corporation in the State of Montana shall be located in the City of Glasgow, County of Valley. The corporation may have such other offices, either within or outside the State of Montana, as the Board of Directors may designate or as the business of the corporation may require from time to time.

The registered office of the corporation required by the Montana Nonprofit Corporation Act to be maintained in the State of Montana may be, but need not be, identical with the principal office in the State of Montana, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II.

MEMBERSHIP

1. Membership to Walleyes Unlimited of Montana shall be open to all persons regardless of sex, religion or ethnic background.
2. A member in good standing must have their annual dues paid and not be in the sphere of circumstances listed in Article II, Section 2 a.
 - a. Membership status may be terminated for nonpayment of dues, or the State Board of Directors may suspend or terminate a membership of any individual member for behavior inconsistent with the goals and purposes to be accomplished by the corporation or which may be damaging to the membership and the purposes of Walleyes Unlimited of Montana.
 - b. Membership in this association may be terminated by voluntarily withdrawing or by nonpayment of the annual dues.
3. Each member in good standing and age 18 or older shall be entitled to one (1) vote in the affairs of the corporation.
4. The classes of membership and annual dues shall be set annually by the board.
5. Memberships and Membership Roster Authorization.
 - a. Memberships. Applications and dues shall be submitted to the State Treasurer on a monthly basis or within 30 days of being received by the local chapter. It is the responsibility of the local chapter to ensure that the information on the application is legible, is complete and correct any discrepancies including legibility.

- b. Membership Roster Authorization Form. This form must be filed by each local chapter with the State Membership Administrator in order to obtain access to membership information.
 - i. Local Chapter Roster Authorization Form. Local chapter presidents shall re-file the form whenever the local chapter president or their designated membership person changes.
 - ii. Tournament Roster Authorization Form. Tournament Directors shall re-file the form whenever a director changes.

ARTICLE III

MEETINGS OF MEMBERS

1. Annual Meeting. An annual meeting of the members of Walleyes Unlimited of Montana shall be held by each local chapter for the purposes of hearing reports of all the officers and standing committees and the election of local chapter officers and directors.

2. Regular Meetings. In addition to the annual meetings, regular meetings of the local chapters shall be held at such times and places as may be determined by the local chapter Board of Directors, provided however, that there shall be one (1) regular meeting per year of each local chapter of Walleyes Unlimited of Montana.

3. Special Meetings. A special meeting of the membership of any local chapter may be called by the president of the local chapter, or a special meeting may be called within ten (10) days by the president or the local chapter Board of Directors.

4. Quorum. Five percent (5%) of the members and Fifty One percent (51%) of the officers and directors of any local chapter must be present at any meeting to constitute a quorum. A majority of those present at the meeting are empowered to conduct business on behalf of the local chapter. In absence of a quorum, a majority of the members present may adjourn the meeting from time to time without further notice.

5. Proxies. At any meeting of the membership of a local chapter, a member entitled to vote may vote by proxy executed in writing by the member.

6. Voting by Mail. Whenever state directors or state officers are to be elected by the membership of the local chapters, said election may be held by mail in accordance with and in such manner as the State Board of Directors shall determine.

ARTICLE IV.

ORGANIZATION - LOCAL CHAPTERS

1. Local Chapters. A local chapter of Walleyes Unlimited of Montana shall be recognized when it constitutes twenty-five (25) members or more, and a majority of the members elect the following officers: president, president elect, secretary, treasurer and state director. No two offices may be held by the same person with the exception of the offices of secretary and treasurer and the offices of president and state director. The local chapter state director shall also be recognized as an officer of the local chapter. All business of the local chapter shall be conducted by the local chapter officers. The local chapter officers are empowered to create committees or boards as they deem necessary to assist them with administering the local chapter business. Any officer of the local chapter may attend the State Directors meeting and, in absence of the state director, shall be entitled to vote and represent the local chapter at all State Directors meetings.

2. Qualification and Method of Election. All officers and directors of local chapters shall be members in good standing of Walleyes Unlimited of Montana. The officers and directors of the local chapters shall serve for a term of two (2) years, to be elected at the annual meeting or until their successors are elected and qualified.

3. Duties of the local chapter officers.

- a. President. The president shall preside at all meetings of the local chapter and of the Board of Directors of the local chapter at which he/she is present, shall exercise general supervision of the affairs and activities of the local chapter and shall serve as a member ex-officio of all standing committees.
- b. President Elect. The president elect shall assume the duties of the president during the president's absence.
- c. Secretary. The secretary shall keep the minutes of all meetings of the local chapter and the Board of Directors which shall be an accurate and official record of all business transacted. The secretary shall be the custodian of all local chapter records.
- d. Treasurer. The treasurer shall receive all local chapter funds; keep them in a bank approved by the local Board of Directors and pay out funds only on notice signed by the treasurer and one other officer. The treasurer shall remit all funds received from memberships to the state treasurer and shall actively account for all receipts and deposits of the local chapter, including providing an annual financial report to the state treasurer, in accordance with Article X, Section 3, and providing access to the local chapter's bank accounts and financial data to the State Board of Directors or their designated agent as requested.
- e. The treasurer shall present a financial report at all meetings. The report shall include: (1) a copy of the financial ledger and (2) a copy of the most recent bank statement and shall be submitted to the secretary for filing. In the event that the treasurer and secretary is the same person, then the treasurer shall also provide an additional copy of the documents and submit them to the president for filing.

4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by any member in good standing elected by the Board of Directors for the unexpired portion of the term or until a nomination and officer election can be held to replace the position for the remaining term.

5. The past president of the Board of Directors shall serve as an ex-officio of the Board of Directors and shall be entitled to all privileges and immunities of the directors and entitled to vote on all matters. In the event that the past president fills a vacant position, they are entitled to only one vote for the vacant position they filled.

6. Dissolution of a Local Chapter. Dissolution of a local chapter requires that the majority (51%) of its members in good standing vote to dissolve it. Voting shall be by paper ballot that is mailed via the U.S. Postal Service. Non-returned ballots constitute a NO vote. Upon the dissolution of any local chapter, all funds held in the local chapter treasury shall be transferred to the state treasury, and all local chapter assets and record documents shall be returned to the State Chapter.

ARTICLE V.

STATE BOARD OF DIRECTORS

Walleyes Unlimited of Montana shall be governed by a Board of Directors and officers. Said Board of Directors and officers shall be designated as State Directors and State Officers. The number of persons on the State Board of Directors shall be determined by the number of local chapters. Each local chapter shall be empowered to have one (1) director on the State Board of Directors.

1. State Board of Directors. The State Board of Directors shall constitute the State Officers and the State Directors elected by each local chapter. The initial number shall be nineteen (19) unless amended as hereinafter provided.

2. Each state director shall be a member in good standing of Walleyes Unlimited of Montana.

3. All state directors shall enter upon their official duties as of the annual meeting and shall serve for a term of two (2) years or until their successors shall be duly elected and qualified.

4. Powers. The affairs of the corporation shall be managed by the State Board of Directors, and they shall determine the policies and activities of the corporation, discipline members, approve the budget, approve all bills, take counsel with committees and have general management of the corporation. The State Board of Directors shall meet annually in January of each year or at such time as determined at the previous State Board of Directors annual meeting and shall have regular meetings at the call of the president or by the call of a majority of the State Board of Directors. Forty percent (40%) of the state officers and state directors shall constitute a quorum. The state officers of the corporation shall be members of the State Board of Directors and shall be considered for purposes of constituting a quorum.

5. Vacancies. A vacancy occurring in the State Board of Directors shall be filled by a member in good standing from the local chapters. Said elected director shall serve for the un-expired term of his predecessor.

6. Proxies. Any member of the State Board of Directors can give a written proxy on any issue to regularly come before the State Board of Directors. Such proxies shall be received before the beginning of any meeting of the State Board.

7. The past president of the State Board of Directors shall serve as an ex-officio member of the State Board of Directors and shall be entitled to all privileges and immunities of the state directors and entitled to vote on all matters.

ARTICLE VI.

STATE OFFICERS

The state officers of the corporation shall be President, President Elect, Secretary, Treasurer and five (5) Regional Directors.

1. Qualification and Method of Election. The state officers shall be members of the corporation and shall be elected by the State Board of Directors at the annual meeting by simple majority of votes cast. The state officers shall serve for a term of two (2) years beginning at the annual meeting or until their successors are elected and qualified. All state officers of the corporation shall be members of the State Board of Directors and entitled to a vote at said meeting. The president elect shall be selected with the understanding that he/she shall be president the following term.

2. Duties of State Officers.

- a. **President.** The president of the corporation shall preside at all meetings of the total membership and at meetings of the State Board of Directors. The president shall have the general supervisory powers of Walleyes Unlimited of Montana, and shall exercise said supervision of all the affairs and activities of the corporation, and also serve as a member ex-officio of all standing committees of Walleyes Unlimited of Montana.
- b. **President elect.** The president elect shall assume the duties of the president during the president's absence and shall have such powers and duties as are designated by the president.
- c. **Secretary.** The secretary shall record and transcribe all minutes of state meetings, record and file the minutes sent by local chapter secretaries and shall be responsible for all correspondence. The secretary shall also be the custodian of all corporate records.
- d. **Treasurer.** The treasurer shall receive all corporate funds; keep them in a bank approved by the State Board of Directors and pay out funds only on notice signed by the treasurer. The president and executive director shall have access rights to the bank accounts for review/clerical purposes. The treasurer shall be responsible for contacting local chapters and their regional directors when local chapter annual financial reports have not been filed timely in accordance with Article X, Section 3 and assessing and collecting the late penalty filing fees. The treasurer shall submit at all state meetings a financial report and copies of the bank statements and other financial accounts since the last state meeting. These documents shall be filed with the state secretary.
- e. **Regional Directors.**
 - i. **Nomination of Regional Directors.** The local chapters of Walleyes Unlimited shall be divided into five regions, to be determined by the State Board of Directors and each region shall have a regional director. Nominations for regional directors shall be selected by the local chapters within their region. These directors shall be voted on and elected at the state meeting by the State Board of Directors. The regional directors shall serve for two years. Elections shall be staggered with regions 1, 3 and 5 electing in the odd years and regions 2 and 4 electing in the even years.
 - (a) **Vacancies.** The Executive Committee has the authority to elect an interim regional director from within said region. The local chapters will then hold nominations for a new regional director who shall be elected by the State Board of Directors at the next state meeting to fill the un-expired term.
 - ii. **Responsibilities of the Regional Directors.** Shall be to collaborate with local chapters and the membership administrator and the executive director for membership retention, collect annual reports from designated local chapter reporters and forward to the executive director, to meet with each local chapter's Executive Board at least once a year for the purpose of clarification of report information, and assist the executive director as required in the duties of new chapter development, and membership retention. They shall work with the managing editor of Fish Tales magazine and the local chapter president or designate in the development of advertising accounts from the local chapters

within their region. Assist the state treasurer with contacting local chapters that are in violation of Article X, Sections 2 and 3.

3. Vacancies. A vacancy in any state office because of death, resignation, removal, disqualification or otherwise may be filled by any member in good standing by election of the State Board of Directors as for the un-expired portion of their term.

4. Nomination of State Officers. Nominations of state officers can be made prior to or at the annual meeting.

ARTICLE VII.

FISCAL YEAR

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

ARTICLE VIII.

AMENDMENTS TO BYLAWS

Any amendments to the bylaws of Walleyes Unlimited of Montana must be presented at least thirty (30) days prior to a meeting of the State Board of Directors. Said amendments must be passed by two thirds (2/3) majority of all State Directors to be effective.

ARTICLE IX.

RECOGNITION OF LOCAL CHAPTERS AND AMENDING NUMBER OF STATE DIRECTORS

The number of directors on the State Board of Directors shall, from time-to-time, be amended so as to directly coincide with the recognition of local chapters. Every local chapter having twenty-five (25) or more members in good standing shall be recognized by the State Board of Directors. Said recognition must be made by motion of the State Board. In the event a local chapter shall voluntarily dissolve or have less than five (5) active members, the State Board of Directors may dissolve that local chapter, thereby reducing the number of directors on the State Board of Directors. Upon the dissolution of any local chapter, all funds held in the local chapter treasury and other local chapter property shall be transferred to the state treasury. The local chapter secretary's records shall be transferred to the state secretary or other assigned person.

ARTICLE X.

DESIGNATION OF DEPOSITORY AND ACCOUNTING PROCEDURES

1. The State Board of Directors shall have the power to select one or more banks chartered in the State of Montana to act as depository of funds of the corporation and to determine the manner of receiving, depositing, and disbursing the funds of the corporation. The State Board of Directors shall further have the power to determine the form of checks to be used in disbursing such funds and to determine and designate the person or persons by whom the checks shall be signed and to change such depositories, the person or persons authorized to sign said checks and the form of such checks at will. Local or State Chapter checking accounts shall require two signatures on each check.

2. Each local chapter must issue a check to the state treasurer equaling any net profit from an event, be it their tournament, banquet, or any other qualifying fund raiser, including information describing the event, within 60 days following the event and before October 1st of each year. The state treasurer will issue a

matching amount check back to the local chapter. At the discretion of the State Board of Directors, a late penalty fee of up to five hundred dollars may be imposed.

3. Each local chapter must provide an annual financial report to the state treasurer for accounting purposes. This report will also be sent to the registered accounting firm via email or certified mail on an annual basis and is due prior to March 1st of each year. At the discretion of the State Board of Directors, local chapters failing to file their report timely may be charged a \$20 per day late penalty fee until the report is received. Upon request, each local chapter must also provide access to its bank accounts to the State Board of Directors, or the State Board of Director's designated agent. A local chapter's failure to provide the annual financial report or access to bank accounts and financial data may result in discipline of the local chapter and its local boards, up to and including suspension or dissolution of the local chapter, at the sole discretion of the State Board.

4. The State Board of Directors will have the authority to discipline or suspend any local chapter that fails to follow the procedures defined in Article X, Sections 2 and 3. All benefits, insurance and association with Walleyes Unlimited of Montana may be nullified during the disciplinary period. In addition, the State Board of Directors shall have the sole authority and discretion to permanently dissolve a local chapter for violations of these Bylaws.

5. The intervention by the State Board of Directors with individual local chapters will also apply to any other functions during day-to-day operations between Walleyes Unlimited of Montana and individual chapters. This includes but is not limited to any penalties and dissolution.

ARTICLE XI.

INDEMNIFICATION OF OFFICERS AND EMPLOYEES

1. Each person who is or has been a Director or Officer of either the state or a local chapter of this association, and each employee of the association acting in a managerial capacity, shall be indemnified by the association against expenses, including attorney's fees necessarily incurred by such person in connection with the defense or settlement of any action, suit or proceeding to which he/she is a party, along or together with others, by reason of their/them being or having been a director, officer or an employee acting in a managerial capacity of this association.

2. Each such person shall also be reimbursed by the association for any amounts paid by such person in satisfaction of any judgment or settlement in connection with any such action, suit or proceeding, unless the amount of such judgment or settlement is payable to the association itself or unless such person shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of their/them duties to this association.

3. The foregoing right of indemnification shall be in addition to any other rights to which such person may be entitled as a matter of law.

ARTICLE XII.

EXECUTIVE COMMITTEE

1. The following state officers shall be appointed to the Executive Committee to serve as the Executive Committee of the State Board of Directors, including the president, president elect, secretary, treasurer, executive director, regional directors, and additional persons designated by the state president and approved by the State Board of Directors.

2. Powers of the Executive Committee. The Executive Committee shall have all the powers of the State Board of Directors except those specifically reserved to the State Board by a resolution of the State Board.

3. Meetings of the Executive Committee. The Executive Committee shall meet as required by the state president or the executive irector. The Committee shall report to the State Board of Directors three (3) times a year or as deemed appropriate.

4. Quorum. Five (5) members of the Executive Committee shall constitute a quorum for the transaction of all business. A majority of those present whether constituting a quorum or not, may adjourn any meeting to meet at a later date.

5. Notice. A written or verbal notice given at any time prior to the date of the meeting shall constitute adequate notice of a committee meeting.

ARTICLE XIII.

EXECUTIVE DIRECTOR

1. The State Board of Directors may appoint an Executive Director. The position of executive director will serve at the discretion of the State Board of Directors and may be dismissed by a majority vote of the State Board. Duties and monthly salary for the position of executive director will be established by the State Board of Directors at the annual meeting. An annual employee performance review will be conducted by the State Board at the fall meeting.

- a. The Executive Director shall be responsible for the day-to-day management and direction of the corporation's business and shall perform such duties as are customarily performed by a general manager. The Executive Director shall also render such other unrelated services and duties as may be assigned to him/her from time-to-time by the state president. The Executive Director shall be responsible to facilitate and oversee the review of the state treasurer's books by a person(s) approved by the state board whenever the State Treasurer changes. His/her duties shall include, but are not limited to, new chapter development, new membership development, membership retention, project supervision, develop programs of interest for local chapters, to speak on behalf of the corporation and represent the State Board as required. He/she shall also distribute a report of his/her activities at every State Board of Directors meeting and submit other applicable reports and information in a timely manner concerning issues of the organization.

ARTICLE XIV.

MANAGING EDITOR – FISH TALES

1. The State Board of Directors may appoint a Managing Editor for Fish Tales Magazine. The position of managing editor will serve at the discretion of the State Board of Directors and may be dismissed by a majority vote of the State Board. Duties and monthly salary for the position of managing editor will be established by the State Board of Directors at the annual meeting. An annual employee performance review will be conducted by the State Board at the fall meeting.

2. Duties of Managing Editor – Fish Tales.

- a. The Fish Tales managing editor shall be responsible for the day-to-day management and direction of the Fish Tales magazine and shall perform such duties as are

customarily performed by a managing editor. He/she shall also render such other unrelated services and duties as may be assigned to him/her from time-to-time by the state president. His/her duties shall include, but are not limited to, managing editor of Fish Tales Magazine, quarterly publication of Fish Tales magazine, accounting and collection of all Fish Tales advertising accounts. He/she shall also prepare and submit to the State Board of Directors a quarterly report summarizing the financial condition of Fish Tales magazine. He/she shall work with Regional Directors in the gathering of material and information from the local chapters.

ARTICLE XV.

BOARD ADVISORS

The following positions shall be designated to serve as State Board Advisors to the Executive Committee. Additional positions can be designated by the state president and approved by the State Board of Directors, including the executive director. The responsibility of these positions is to maintain communications with the Executive Committee and to keep them advised of developments of the projects that they have been elected or volunteered to oversee.

1. Walleyes Unlimited of Montana Tournament Directors.
 - a. These positions are responsible for overseeing and coordinating all fishing tournament events that are sanctioned by the State Board of Directors. These positions do not have voting rights
2. Executive Committee State Board Advisors.
 - a. Board advisors have voting rights.