

# WALLEYES UNLIMITED USA

## *BY-LAWS*

Effective October 18, 2018

### ARTICLE I

#### *Corporate Name and Business Address*

**Section 1:** This organization shall be known as Walleyes Unlimited USA (hereinafter the "Club"). It is organized as an Illinois not-for-profit corporation and is tax exempt under Sec. 501(c)(3) of the Internal Revenue Code.

**Section 2:** The business address of the Club shall change from time to time as dictated by the Board of Directors (hereinafter the "Board"). As of the date of these amended By-Laws, the official business address of the Club is P.O. Box 8817, Waukegan, Illinois 60079.

### ARTICLE II

#### *Charitable Purpose and Objectives*

**Section 1:** The Club is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. The specific purpose of the organization is to organize activities in Wisconsin and connecting watersheds in order to educate, conserve, establish, promote, and preserve multi-species fisheries across the United States of America through education, conservation, cutting edge approaches, catch and release, selective harvest, scholarships, and service projects.

No part of the income or receipts of the Club shall inure to the benefit of any director, member, trustee, officer or other private person, except that the Club shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The organization shall be non-sectarian and non-political.

Notwithstanding any other provision of these articles, the Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 2:** The objectives of the Club are to maintain a union of individuals engaged in the promotion of sportfishing and to develop and improve sportfishing techniques through the exchange of ideas, information, and incidents of practical experience among its members and guests. The Club is dedicated to improving the knowledge and skills of freshwater anglers. A basic tenant of the organization is teaching, which is an important means to the end of educating both children and adults to assist them in achieving greater angling skills as well as an increase in environmental understanding and a better appreciation of the outdoors.

## **ARTICLE III**

### ***Membership***

**Section 1: CLASSIFICATIONS:** The membership of the Club shall be divided into the following classifications:

- A. **Class A** - (Active members) Those individuals who have paid their annual dues are entitled to all the benefits and privileges of the Club
- B. **Class B** - (Senior citizens) Those individuals 65 years of age or older who have paid their annual dues are entitled to all the benefits and privileges of the Club
- C. **Class C** - (Students) Those individuals who have not reached their 25th birthday who are full time students who have paid their annual dues are entitled to all the benefits and privileges of the Club
- D. **Class D** - (Inactive members) Former Class A, B, or C members whose circumstances no longer permit active status, but who desire to receive the Club's newsletter, upon payment of special Class D dues, will be mailed the newsletter or sent an electronic copy; such member can attend meetings upon payment of the guest fee
- E. **Class E** - (Trustees) Those individuals who have served at least two consecutive years as president shall be entitled to all benefits and privileges of Class A members for life, without payment of dues
- F. **Class F** - (Honorary members) Those individuals, approved by the Board, shall be entitled to all benefits and privileges of Class A members subject to limitations as may be imposed by the Board from time to time, without payment of dues
- G. **Class G** - (Life members) Those individuals who have served a minimum of five consecutive years as an officer or director shall be entitled to all benefits and privileges of Class A members for life, without payment of dues.
- H. **Class H** - (Board members) Those individuals who are currently serving as either an elected officer or an appointed officer or director shall be entitled to all benefits and privileges of Class A members, without payment of dues.

**Section 2:** Application for membership in the Club shall be made in writing using specific forms provided for this purpose accompanied with the required dues payment. Said application shall be subject to approval by the Board.

**Section 3:** The annual dues for each membership Class shall be determined by the Board and is due on the first day of January in one lump sum.

**Section 4:** Any member may be expelled from the Club, for cause, upon a 2/3 vote of the Board at any Board meeting, providing a quorum is present and notice in writing of the proposed action has been given to the member to be expelled at least thirty (30) days prior to the board meeting to be held for such action. Cause, as used herein, shall be defined as action taken by a member in contradiction of the principles and beliefs of the Club that might injure or otherwise damage the efforts of the organization.

**Section 5:** Membership cards shall be issued annually to all classes of membership (except to Class D members) upon our receipt of their completed application form. The membership card should be carried as a means of identification for admittance to restricted activities. Each member shall be required to present his or her membership card upon entering Club meetings.

**Section 6:** All new Class A, B, and C members shall receive an electronic copy of the By-Laws from the chairperson of the membership committee upon payment of annual dues, as well as instructions on how to access the Members Only section of the Club's Internet site. For those new members without access to electronic media, the membership chairperson shall assist those new members as is appropriate in each circumstance.

## **ARTICLE IV**

### ***Board of Directors***

**Section 1:** The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Trustees, and the Appointed Directors.

**Section 2:** The President shall nominate his *newly* appointed directors at the first Board meeting following his election as President. Upon majority vote by the *existing* Board members, the *existing* appointed directors will be replaced immediately by the *newly* appointed directors who will serve during the President's term of office. These appointments shall be the first item of business brought before the existing Board by the President at the Annual Meeting.

**Section 3:** The President shall cause to publish a listing of his officers and appointed directors in the Club's newsletter and on the Club's Internet site no later than the second month following his election.

## **ARTICLE V**

### ***Board of Director Meetings***

**Section 1:** An Annual Meeting of the Club shall be held each year during the month of January for the transaction of such business as may come before the meeting, with an agenda including but not limited to the President's officer and director appointments.

**Section 2:** All Board meetings shall be held at such place or places as the Board may direct. Written or printed notices stating the place, date, and hours of the meeting and, in the case of a special meeting, the purposes for which the special meeting is called, shall be delivered not less than five (5) days before the day of the meeting, either by publication in the newsletter, mail, or electronic delivery.

**Section 3:** Written or printed notification, similar to that specified in Section 2 above, shall be given to each Board member regarding any proposed amendments or changes to the By-Laws.

#### **Section 4: QUORUMS.**

A. Official club business may only be conducted upon the existence of a quorum.

B. First, one-half of the total number of current Officers and Appointed Directors must be present plus one more Officer or Appointed Director. Trustees who are not Appointed Directors shall not be counted for this determination.

C. Second, a quorum shall exist if the total number of Officers, Appointed Directors, and other Trustees present is equal to or exceeds the number determined in Paragraph B above.

**Section 5:** Special meetings of the Board may be called by the President or a majority of the Board members. In the case of a true emergency where life or serious bodily injury might occur, any Board member can call an emergency meeting with the concurrence of either the President or Vice President.

**Section 6:** Active members of the Club may attend Board meetings but without voting privileges.

#### **Section 7: VOTING.**

A. Eligibility: Only members of the Board are entitled to vote.

B. Proxy Voting: Board members can vote by proxy on any single item of business brought before the Board upon notifying the President, verbally or in writing, as to the name of the Board member who will be voting his (her) proxy and the issue being voted upon. This must be done prior to the meeting at which the proxy vote will be cast.

C. Passage: The acts of the majority of the Board members, at a Board meeting at which a quorum has been established shall be considered the acts of the entire Board except if otherwise provided for in these By-Laws.

**Section 8:** In order to provide for fair and orderly meetings, Roberts Rules of Order shall be followed.

## ARTICLE VI

### *Management*

**Section 1:** The business of the Club shall be managed by the Board.

**Section 2:** These By-Laws shall govern the policies and procedures of the Club.

## ARTICLE VII

### *Officers*

**Section 1:** The Officers of the organization shall consist of a President, Vice President, Secretary, and a Treasurer.

**Section 2:** The President shall be elected at the December Board meeting in odd numbered years to serve a two (2) year term. This is to be accomplished by means of a written ballot and the elected candidate must receive the majority vote of the Board. Counting of the ballots shall be done openly before the Board.

**Section 3:** The Vice President, Secretary, and Treasurer shall be appointed by the President at the Annual Meeting in January following the President's election and will serve terms concurrent with the President's term. The appointments shall be ratified by the Board.

**Section 4:** The term of the newly-elected President shall commence on the first day of January following his or her election in December. The terms of the appointed Officers shall commence upon their ratification.

**Section 5:** Any Officer may be removed from office by a 2/3 majority vote (cast by secret ballot) of the Board. Notice in writing of the contemplated action shall be given to the officer involved at least five (5) days prior to the contemplated board action.

**Section 6:** A vacancy in the office of President shall be filled by a Board appointment for the unexpired portion of the term. Such appointment shall require a majority vote of the Board.

**Section 7:** Vacancies in any other office shall be filled by appointment of the President with ratification of the Board.

**Section 8:** The President shall be the principal officer of the organization and shall, in general, supervise all business. The President, or his designate, shall preside at all meetings. The President shall sign, with the Secretary, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws, to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The President shall have executive power to make monetary decisions up to the amount of \$500.00 (five hundred dollars) and must provide customary and satisfactory support documentation. The President shall also perform all duties incidental to the office of President and such other duties as may be prescribed from time to time by the Board.

**Section 9:** In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President by these By-Laws or the Board. The Vice President shall perform such other duties that may be assigned from time to time by the President or the Board, including booking the speakers for general membership meetings.

**Section 10:** The Secretary shall keep the minutes of all Board meetings in minute books provided for that purpose including standard and customary digital formats. The Secretary shall also see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Club's records, including newsletters (with the assistance of the Club's designated webmaster); and, in general, perform all duties incidental to the office of the Secretary and such other duties that may be assigned from time to time by the President or the Board.

**Section 11:** The Treasurer shall have charge and custody of all funds and securities of the Club and maintain books and records customary with the general responsibilities of a treasurer. He shall deposit all funds received in a timely manner in such banks or other depositories as approved by the Board. The Treasurer shall record all monies received and expended in standard accounting books and records using standard accounting systems, including but not limited to electronic bookkeeping, and in general, perform all duties incidental to the office of Treasurer and such other duties that may be assigned from time to time by the President or the Board.

## ARTICLE VIII

### *Committees*

**Section 1:** The President or the Board may create one or more committees, including the names of the specific committee members, and each committee may contain one or more Directors as well as Club members who are not Directors. These committees shall not operate without the oversight of the Board. Committees may be created on an ad hoc basis.

**Section 2:** Any member can be removed from a committee by the President or the Board (whomever created the committee) when in their judgment the best interest of the Club shall be served by such removal.

**Section 3:** Each member of a committee shall continue as such until the next Annual Meeting or until the committee is terminated, or unless such member shall be removed from such committee.

## ARTICLE IX

### *Contracts, Indebtedness, and Depositories*

**Section 1:** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club and such authority may be general or confined to specific instances.

**Section 2:** No loans or indebtedness of any kind shall be contracted on behalf of the Club unless approved by the Board.

**Section 3:** All banks, investments, and other depositories must be approved by the Board.

## ARTICLE X

### *Fiscal Year*

The fiscal year of the Club shall begin on the first day of January of each year and end the last day of December of each year.

## ARTICLE XI

### *Waiver of Notice*

When any notice whatsoever is required to be given by the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Business Corporation Act of the State of Illinois, a waiver thereof, in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XII

### *Amendments*

These By-Laws may be amended at any meeting of the Board at which a quorum is present by a 2/3 vote of approval from the Directors present provided the provisions of ARTICLE V Section 3 have been fulfilled five (5) days prior to the meeting date at which the amendment vote will be taken.

## ARTICLE XIII

### *Rules of Order*

**Section 1:** Any interpretation as to the meaning of any part of the By-Laws of the Club shall be made by the Board.

**Section 2:** All matters not provided for in the By-Laws of the Club shall be resolved by the Board.

**ARTICLE XIV**  
***Intellectual Property***

All intellectual property of the Club, including but not limited to the club directory, is private data and is not to be used for commercial gain, personal gain, or any other purpose without the written consent of the Board.

**ARTICLE XV**  
***Dissolution***

The Club may be dissolved by a majority vote of the Directors present at a Board meeting held for that purpose. In the event of dissolution, the residual assets of the Club will be turned over to one or more organizations which are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or to federal, state, or local government agencies for exclusive public purposes.

***Certificate of Adoption of By-Laws***

I do hereby certify that the above-stated By-Laws of Walleyes Unlimited USA were approved by its Board of Directors on October 18, 2018 and that it constitutes a complete and accurate copy of the By-Laws of the Club.

Secretary

*Robert M. Clark*  
*Robert M. Clark*

Date

*10-18-2018*

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