

**RESTATED BYLAWS  
OF  
PIPE FISHING CLUB, INC.  
(a non-stock corporation)**

**(Adopted November 4, 2021)**

**I. NAME**

The name of the corporation is Pipe Fishing Club, Inc.

**II. PURPOSE**

The purpose of the corporation is to promote fishing knowledge, conservation, education and fellowship through programs which ensure fisheries and habitats will benefit all.

**III. MEMBERS**

A. Members.

1. Classes. There are two classes of members: lifetime members; and annual members.
2. Dues. Dues for a lifetime member is a single payment of \$500.00 (\$300.00 if over the age of 55). Dues for an annual member consists of the payment of \$20.00 for an annual road pass. The board of directors may change the future dues.
3. Good standing. A member is in good standing if his or her dues are current.

B. Meetings of Members.

1. Annual Meeting. In each calendar year, an annual meeting shall be held during the month of September. The date, time and place shall be decided by the president, with notice sent by the secretary. Thirty (30) days notice of the annual meeting shall be given to all members in good standing. The notice shall include the agenda for the meeting.
2. Special Meetings. Special meetings of members may be called by the president or by a majority of the board of directors. Special meetings shall be on fourteen (14) days written notice, which shall describe generally the business to be transacted at the meeting

3. Place of Meetings. All meetings of members shall be held within Fond du Lac County, Wisconsin.
4. Voting. Voting shall be by members present at a meeting. No proxies are allowed, but members may attend electronically (e.g. phone, Zoom, Facetime) if approved by the board of directors.
5. Procedure. Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of voting members present.
6. Adjournment. Meetings may be adjourned from time to time without further notice.
7. Quorum. Twenty (20) members present, in good standing, shall constitute a quorum at all meetings.

#### **IV. DIRECTORS**

- A. Number. The management of the corporation shall be vested in a board of directors consisting of thirteen (13) persons.
- B. Powers of Directors. Directors shall be granted the authority to manage the corporation to the extent provided by Wisconsin law.
- C. Term. The term of each director shall be three (3) years. Such terms shall be staggered so that at least four (4) directors are elected at each annual meeting of the members. Upon adoption of these bylaws, thirteen (13) directors shall be elected. The initial terms of each director shall be determined by lot. If a quorum of members is not present at the annual meeting, the directors whose terms are expiring shall continue to serve until their successors are elected.
- D. Meetings of Directors.
  1. Annual Meeting. There shall be an annual meeting of directors held during the month of September, immediately after the annual meeting of members. Thirty (30) days written notice of the annual meeting shall be given at the same time notice is given of the annual membership meeting.
  2. Regular Meetings. Regular meetings of the board of directors shall be held monthly (except July). The date, time and place shall be decided by the president with five (5) days written notice.

3. Special Meetings. Special meetings of directors may be called by the president or by any director. Special meetings shall be on five (5) days written notice, which shall describe generally the business to be transacted at the meeting.
  4. Place of Meetings. All meetings of directors shall be held within Fond du Lac County, Wisconsin.
  5. Voting. Voting shall be by directors present at the meeting. Proxy voting shall not be allowed, but directors may attend electronically if allowed by the board.
  6. Procedure. Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of directors present.
  7. Alternate Voting Procedures. Acting by unanimous consent or conducting meetings electronically shall be permitted to the extent and under the conditions permitted by law.
  8. Quorum. A majority of the directors present in person or electronically shall constitute a quorum for all voting.
- G. Compensation. Directors shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the board of directors.
- H. Indemnification. Directors shall be entitled to indemnification for actions as directors to the extent permitted by Wisconsin law.
- I. Committees. The board of directors may establish any standing or special committees as it deems appropriate, provided that such committees may not exercise the powers of the board.
- J. Vacancy. In the event of a vacancy on the board due to death or resignation, the remaining directors shall appoint a successor to fill the vacancy for the remainder of the term for that position.
- K. Removal.
1. Any director may be removed by the board of directors by an affirmative two-thirds vote at any board of directors meeting, only after proper notice of said matter and meeting has been given.

2. Any director may be removed by an affirmative two-thirds vote, at a special meeting of the members called for such purpose, and after proper notice of said matter and meeting has been given.
3. Any director who fails to attend two of the previous three annual meetings, or 50% of regular meetings of the board for a period of one year, except for extenuating circumstances, shall be deemed to have resigned as a director of this corporation.

## **V. OFFICERS**

- A. In General. The officers of the corporation shall consist of a president, first vice president, second vice president, secretary and treasurer.
- B. Election and Terms. The officers shall be elected by the board of directors at the annual meeting. Each officer shall serve a term of one year. An officer may be removed by a two-thirds vote of the board at any time.
- C. Duties. The duties of each office shall include, but not be limited to, duties prescribed by law and those additional duties set forth below. The president may assign additional duties to any officer as the president deems appropriate.
  1. President. The president shall generally manage the day-to-day operations of the corporation subject to the direction of the board of directors. The president shall preside at all meetings of the board of directors and members.
  2. First Vice president. The first vice president shall exercise the duties of the president in the absence or incapacity of the president. If the president should die, resign, or be removed from office, the first vice president shall succeed to the office of the president.
  3. Second Vice president. The second vice president shall coordinate ice road activities.
  4. Secretary. The secretary shall maintain all records of the corporation and shall prepare minutes of all meetings of the board of directors and members.
  5. Treasurer. The treasurer shall have custody of the funds of the corporation and shall maintain all financial records of the corporation. The treasurer shall report to the president, board of directors, and members on the financial status of the corporation.
- D. Board Membership. Officers shall be members of the board of directors.

- E. Multiple Offices. The office of president may be held by only one person. One person may hold the office of both first vice president and second vice president. One person may hold the office of secretary and treasurer.
- F. Compensation. All officers shall serve without compensation except that they may be reimbursed for actual out-of-pocket expenses incurred in performance of the duties of their office.
- G. Indemnification. Officers shall be entitled to indemnification for actions as officers to the extent permitted by Wisconsin law.
- H. Vacancies. If an office becomes vacant during a term, a special meeting of the directors shall be called and a successor elected to serve the balance of the term of the vacant office.

## **VI. MISCELLANEOUS**

- A. Fiscal Year. The fiscal year of the corporation shall end on December 31.
- B. Depository. In addition to any other powers provided herein or by law, the board of directors may authorize one or more officers of the corporation to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the corporation, make or obtain loans, and sell, assign, or pledge securities and other assets.
- C. Notices. Whenever these bylaws require written notice to members or directors, such notice shall be mailed to each member or director by regular first class mail or electronic mailing (e-mail) to the address of the member or director as shown on the records of the corporation. Each member and director shall be responsible for advising the corporation of his, her, or its current mailing address. In all cases, notice shall be deemed given on the date of mailing or transmitting.

## **VII. AMENDMENT**

- A. These bylaws may also be amended by a vote of two-thirds of the members of the corporation present and voting at a meeting duly called for such purpose. Written notice of the meeting, including the text of the proposed bylaw amendment, must be given to each voting member at least twenty (20) days before the date of the meeting.
- B. These bylaws may also be amended by a vote of two-thirds of the entire board of directors at a duly called regular or special meeting of the board. Written notice of the text of any proposed amendment must be given to each director at least ten (10) days before the date of the meeting. Provided, however, that no amendment adopted by the members may be altered or repealed by the board of directors.

## **VIII. DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the corporation's liabilities, dispose of all of the corporation's assets exclusively for the purposes of the corporation in such manner as the board of directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.