



Women Anglers of Minnesota By-Laws

ARTICLE I. NAME OF ORGANIZATION

The name of the organization is Women Anglers of Minnesota (also referred to in these bylaws as WAM or the Organization)

ARTICLE II. ORGANIZATION PURPOSE

Section 1. Nonprofit Purpose

WAM was established and shall be operated exclusively for charitable, religious, educational, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Section 2. Specific Purpose

The purpose of WAM is to:

- Provide opportunities for women and children to participate in the sport of fishing, improve their fishing skills, and fish for a variety of species.
- Provide opportunities for the friendly exchange of ideas and techniques.
- Educate women and children about the sport of fishing and responsible interaction with the natural environment.
- Promote full adherence with existing conservation, boating, and fishing regulations.
- Promote responsible fishing practices.
- Support other non-profit organizations dedicated to fishing education for women and children and the protection of the natural environment.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Any girl (defined as a young woman between the ages of 12 and 17) or woman shall be eligible to become a member of WAM provided that the girl or woman supports the purposes listed in Article II, Section 2. To apply for membership, a girl or woman must provide a completed application to the Membership Director(s) and tender payment of the annual dues, if any,



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associated with the classification of membership that she is applying for. The Membership Director(s) will timely review any application and either approve or deny it.

Section 2. Membership Level and Annual Dues

There shall be five classifications of WAM's members. To continue as a member of WAM, each girl or woman must continue to pay annual dues. Any member who fails to pay her annual dues after having received two delinquency notices will be removed from the roll of active members. That girl or woman can reapply for membership in accordance with Article III, Section 1.

- a. **ADULT MEMBERS:** Adult Members are eligible to attend meetings and activities and have voting rights of one vote per member. They are eligible to hold office. Annual dues shall be \$30.
- b. **YOUTH MEMBERS:** Youth Members are girls ages 12-17. They are eligible to attend meetings and certain activities as determined by the Board of Directors. They are not eligible to vote or hold office. Annual dues shall be \$15.
- c. **MILITARY MEMBERS:** Active members of the Military and Military veterans will be offered lifetime membership if they provide the Membership Director(s) with proof of DD214 or valid Military ID. They shall have all rights of Adult Members. There shall be no annual dues.
- d. **LIFETIME MEMBERS:** Lifetime membership may be awarded to any Adult Member with approval of the Executive Board and Board of Directors. They shall have all rights of Adult Members. There shall be no annual dues.
- e. **HONORARY MEMBERS:** Any person, group, or business demonstrating support for women's participation in the sport of fishing may be enrolled as an Honorary Member with the approval of the Executive Board. Honorary Members shall receive the newsletter and may have other privileges as determined by the Executive Board and Board of Directors. Honorary Members shall have no voting rights and will pay no membership dues.

Members may not transfer their membership.

Section 3. Resignation and Termination

Any member may resign by notifying the Membership Director(s). No portion of the resigning member's annual dues will be returned to her. If the resigning member owes WAM money, then her resignation shall not impact the amount that the member owes WAM.



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A member can have her membership terminated for one year if two-thirds of the Board of Directors agrees to terminate her membership. Before any member's membership is terminated, the Board shall provide at least fifteen days written notice to the member that the Board will be meeting to consider terminating the member's membership. The written notice shall also contain a reason for the termination. The member may, but is not required to, provide a written response to the Board's written notice. The Board will consider the written response at its meeting provided that the response is received at least four days before the meeting.

Section 4. Non-voting Membership

The Board of Directors shall have the authority to establish and define additional non-voting membership classifications.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held quarterly, at a time and place designated by the Board of Directors. Any meeting of the members may be rescheduled or cancelled because of unforeseen circumstances or for other good cause (as may be determined by the Board in its sole discretion).

Section 2. Annual Meetings

The specific date, time, and location of the annual meeting will be designated by the Board of Directors. At the annual meeting, the members shall receive reports on WAM's activities and finances and conduct necessary business of the organization.

Section 3. Special Meetings

Special meetings may be called by (a) the President, (b) the Treasurer, (c) two or more directors, or (d) 50 members with voting rights or ten percent of the members with voting rights, whichever is less if the members sign, date, and deliver to the President or the Treasurer one or more written demands for the meeting describing the purpose for which it is to be held.

Section 4. Notice of Meetings

Notice of each meeting shall be given to each voting member, by email, not less than two weeks prior to the meeting. Each Member shall, in her Application to become a Member, provide an email address for receiving notice of annual, regular, and special meetings.



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Section 5. Quorum

To transact business at the annual, a regular, or a special member meeting, a quorum must be present. A quorum requires at least ten percent of the voting members of the Organization be present.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority. Voting may occur electronically as deemed appropriate by the Board of Directors in its sole discretion.

Section 7. Attendance at Meetings

The regular meeting, special meetings, or annual meeting may occur electronically (e.g. using Zoom, Skype, Microsoft Teams, or a similar electronic platform) as determined by the Board of Directors. For any electronic meetings, members may attend and vote electronically.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Organization shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Organization.

The Board of Directors shall be composed of the Organization's Officers (the Executive Committee) and the Directors of all Standing Committees.

Section 2. Qualifications, Nomination, Election, and Tenure

- a) Only Adult Members, Military Members, and Lifetime Members of the Organization shall serve as Officers or Directors.
- b) Each member of the Board of Directors must be a member of the Organization and must be current on any membership dues. No more than two family members may serve on the Board of Directors at the same time.
- c) Except for the Officers, each Director position may be held by up to two persons. If a single Director position is held by two persons and both persons appear at a Board meeting, then the two people shall be treated as one Director for purposes of determining whether there is a quorum and voting.



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- d) On or before November 1st of each year, the Secretary will issue a call for nominations and self-nominations for all Officer and Director positions to all members by email and social media. By November 15th of each year, the Secretary shall submit to the members the names of all persons running for Officer and Director positions.

- e) Election shall be done by electronic vote, with each member entitled to one vote for each Officer and Director position. To vote, each member shall complete and submit the official ballot by the date and time announced. Votes shall be counted and verified by at least two Adult Members, Military Members, or Lifetime Members, appointed by the Secretary. The results of any voting shall be reported via email to the membership within two weeks of the voting period. All Officers and Directors shall be elected by a simple majority of the tallied votes.

The members of the Board of Directors shall, upon election, enter upon the performance of their duties on January 1st and shall continue in office until their successors shall be duly elected. Retiring, resigning, or replaced Officers and Directors must transfer all Organization materials to new Officers and Directors at or before the January Board of Directors meeting. Retiring, resigning, or replaced Officers and Directors may serve as consultants to the newly elected Board members.

Officers and Directors shall serve one-year terms.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of January of each calendar year and at a location designated by the President. The President may determine the time, place or means for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all Officers and Directors no less than ten days prior to the meeting date. Officers and Directors shall not miss more than three Board meetings in a year. Any Officer or Director who misses more than three Board meetings may forfeit her position. Officers and Directors are expected to attend as many Regular Member Meetings as possible.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Officers and Directors.

Section 5. Notice



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Notice of any special meeting of the Board of Directors shall be given at least ten days in advance of the meeting by electronic communications. Each Officer and Director must provide an email address to the Secretary for purposes of receiving meeting notices. Any Officer or Director may waive notice of any meeting. The attendance of an Officer or a Director at any meeting shall constitute a waiver of notice of such meeting, except where an Officer or a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum

To transact business at any regular, special, or annual meeting, a quorum of members must be present in-person or electronically. A quorum requires a majority of the Directors.

Section 7. Vacancies

When a vacancy occurs on the Board of Directors it shall be filled without undue delay by a majority vote of the remaining Officers and Directors.

Section 8. Compensation

Officers and Directors shall not receive any compensation from the organization for their service as Officers and Directors.

Section 9. Informal Action by Directors

Any action which may be taken at a Board meeting may also be taken without a meeting if a consent, setting forth the action to be taken, is agreed to by two-thirds of the Officers and Directors following notice of the intended action to all Officers and Directors.

Section 10. Parliamentary Procedure

Board meetings may be conducted in accordance with Robert's Rules of Order.

Section 11. Removal.

Any Director may be removed with or without cause, at any time, by the agreement of three-quarters of the remaining Officers and Directors. Before a Director may be removed, all Officers and Directors must be provided with notice of a regular or special Board meeting for the purpose of discussing, considering, and voting on removal.

If the Director is to be removed for cause, the President or Vice-President may suspend the Director's access to the Organization's funds and information prior to a vote of removal.



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ARTICLE VI. OFFICERS

The Officers of the Organization shall be the President, Vice-President, Secretary, and Treasurer.

Section 1. President

The President shall have active management of the day-to-day business of the Organization. The President shall also have the following responsibilities:

- a. She shall preside at all meetings of the membership, Executive Board, and Board of Directors.
- b. She shall ensure that other Officers and Directors are properly performing their duties.
- c. She shall be responsible for ensuring that all resolutions and decisions of the Executive Board and the Board of Directors are implemented.
- d. She shall be responsible for carrying out other responsibilities as may be assigned to her by the Executive Board and/or Board of Directors.

Section 2. Vice-President

The Vice-President shall have active management of the day-to-day business of the Organization in the President's absence. In addition, the Vice-President shall have the following responsibilities:

- a. She shall attend all meetings of the Executive Board.
- b. She shall be responsible for carrying out other responsibilities as may be assigned to her by the Executive Board and/or Board of Directors.

Section 3. Secretary

The Secretary shall be responsible for keeping and maintaining all the Organization's records and books. In addition, the Secretary shall have the following responsibilities:

- a. She shall attend all meetings of the Executive Board.
- b. She shall record all votes and minutes of all meetings.
- c. She shall send notices of all meetings to the members.



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- d. She shall be responsible for carrying out other responsibilities as may be assigned to her by the Executive Board and/or Board of Directors.

Section 4. Treasurer

The Treasurer shall be responsible for keeping and maintaining the Organization's financial records. In addition, she shall have the following responsibilities:

- a. She shall present a complete and accurate report of the finances at each regular meeting of the Board of Directors and at least annually to the Membership.
- b. She shall assist in a direct audit of the funds of the Organization at least once a year.
- c. She shall supervise the Organization's bookkeeper.
- d. She shall account for any funds received and expenses incurred following any fundraising events.
- e. She shall be responsible for carrying out other responsibilities as may be assigned to her by the Executive Board and/or Board of Directors.

Section 5. Executive Board

The President, Vice-President, Secretary, and Treasurer shall comprise the Executive Board. There will be no other members of the Executive Board.

Section 6. Removal of Officer

Any Officer may be removed with or without cause, at any time, by the agreement of three-quarters of all Officers and Directors.

Before an Officer may be removed, all Officers and Directors must be provided with notice of a regular or special meeting for the purpose of discussing, considering, and voting on the removal.

If the Officer is to be removed for cause, the President or Vice-President may suspend the Officer's access to the Organization's funds, property, and information prior to a removal vote.

Upon removal, the Board of Directors may elect a successor for the Officer's unexpired term. The new Officer will be elected by a simple majority of the remaining Officers and Directors.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees



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The Board of Directors shall establish Standing Committees. Standing Committees shall have duties and responsibilities as determined by the Board of Directors. Each Standing Committee will be chaired by a Director and have as few or as many members, drawn from the general membership, as needed to fulfill its purpose. Except for the Director, the members of a Committee may change from time to time.

Each Standing Committee reports directly to the Board of Directors.

Standing Committees may include:

- a) Membership
- b) Trips
- c) Social
- d) Historian
- e) Publicity
- f) Fundraising
- g) Regional
- h) Marketing
- i) Youth
- j) Tournament

The Board may create additional Standing Committees as needed.

Section 2. Special Committees

The Board of Directors may also establish Special Committees that report to the Board of Directors. The Chair of any special committee may but need not be an Officer or a Director. If the Chair is someone other than an Officer or Director, then she will not be a member of the Board of Directors or Executive Board. Special Committees will be dissolved after they have completed a specified task.

Section 3. Finance Committee

In addition to Standing Committees and Special Committees, the Organization shall have a Finance Committee. The Executive Committee will appoint three Directors to the committee. After a majority approval from the remaining members of the Board these Directors along with the Treasurer will serve as the Finance Committee. The Treasurer shall chair the Committee.

The Finance Committee is responsible for developing and reviewing the Organization's finances, fiscal procedures, fundraising plans, and the annual budget. The board must approve the budget and all expenditures must be within budget. Any change in the budget in excess of \$200



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must be approved by the Board of Directors. The Organization's fiscal year shall be a calendar year. The Finance Committee must submit an annual report to the Board of Directors showing revenue, expenditures, accounts receivable, and accounts payable. The financial records of the Organization shall be made available to the membership, board members, and sponsors.

ARTICLE VIII. OUTSIDE CONTRACTORS

The Board of Directors may, in its sole and exclusive discretion, hire and retain contractors to assist the Officers and Directors of the Organization. These may include, but are not limited to, a bookkeeper, an accountant, and an attorney.

ARTICLE IX. INDEMNIFICATION

Officers and Directors of this Organization are not civilly liable for any act or omission by the Director or Officer in accordance with 42 U.S.C. § 14503, et seq. and Minn. Stat. § 317A.257 or any future State or Federal law that entitles the Officer or Director to immunity or limits her civil liability.

Officers and Directors of WAM shall also be entitled to indemnification in accordance with Minn. Stat. § 317A.521 or any future State or Federal law that entitles an Officers or a Director to indemnification.

ARTICLE X. DEDICATION OF ASSETS AND DISSOLUTION

The properties and assets of the Organization are irrevocably dedicated to and for nonprofit purposes only. No part of the net earnings, properties, or assets of this Organization, dissolution or otherwise, shall be to the benefit of any person or any member, director, or officer of this organization. On liquidation or dissolution, the Board of Directors shall direct all remaining properties and assets of the organization to be distributed and paid over to a 501(c)3 non-profit organization or organization dedicated to the sport of fishing and/or protection of the environment.

ARTICLE XI. AMENDMENTS

Section 1. Articles of Incorporation

The Organization's Articles of Incorporation may only be amended by an affirmative vote of two-thirds of all Officers and Directors and an affirmative vote of two-thirds of all members with voting rights. The Board may vote on an amendment at a regular or special meeting of the



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Board of Directors, but the proposed amendment must be provided to all Officers and Directors at least two weeks before the meeting. The members may vote on an amendment at a regular, a special, or an annual meeting of the membership, but before the members vote, the proposed amendment must be provided to all members at least two weeks before the meeting.

Section 2. Bylaws

The Organization's bylaws may be amended by a two-thirds vote of all Members with voting rights. The members may vote on an amendment at a regular, a special, or an annual meeting of the membership, but the proposed amendment must be provided to all members at least two weeks before the meeting.

ADOPTION OF BYLAWS

We, the undersigned, consent to, and hereby adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of Women Anglers of Minnesota.

ADOPTED AND APPROVED by the Board of Directors on this 1 day of 1 , 2021 .

Michelle Morey

President - Women Anglers of Minnesota

 Stephanie Lawson

ATTEST: Vice President - Women Anglers of Minnesota