

**BYLAWS
OF
MUSKIES, INC.
2020**

TABLE OF CONTENTS

<u>Chapter</u>	<u>Paragraph</u>
I. NAME, PURPOSE AND MISSION	1.01. – 1.02.
II. MEMBERSHIP, VOTING AND MEETINGS	2.01. – 2.07.
III. ORGANIZATION OF THE BOARD	3.01. – 3.11.
IV. REGIONS	4.01. – 4.04.
V. FORMATION OF CHAPTERS	5.01. – 5.06.
VI. CHAPTER OFFICERS	6.01. – 6.03.
MEMBERS RIGHTS, CHAPTER MEETINGS	6.001. – 6.0010.
VII. DEFINITIONS	7.01. – 7.08.
VIII. FORMATION OF FOUNDATIONS/FUNDS	8.01. – 8.06.
IX. CHAPTER FUNDS AND PROPERTY	9.01. – 9.06.
X. CHAPTER EXPENDITURES AND BUDGET	10.01. – 10.05.
XI. CHAPTER ACTIVITIES	11.01. – 11.05.
XII. RECORDS AND REPORTS	12.01. – 12.04.

BYLAWS OF MUSKIES, INC.

CHAPTER I

NAME, PURPOSE AND MISSION

1.01. NAME. The name of the entity, incorporated under the Minnesota Nonprofit Corporation Act on February 24, 1967, is Muskies, Inc. It is an active, service-oriented, educational organization.

1.02. PURPOSE AND MISSION. The purpose of Muskies Inc. is the improvement of the sport of Muskie fishing. Our mission is to unite all Muskie-fishing interests for the promotion and protection of a high-

quality muskellunge sport fishery in the United States and Canada. We will accomplish this by supporting conservation practices, especially catch and release, and research based on sound scientific merit, and carried out by authorized federal or state agencies, appropriate academic institutions, Muskies, Inc. Chapters, and their members. We are committed to the abatement of water pollution, maintenance of records for muskies habitat, growth and range and the dissemination of Muskie information.

CHAPTER II

MEMBERSHIP, VOTING AND MEETINGS

2.01. QUALIFICATIONS. Any individual may become a member of Muskies, Inc. with approval of a majority of the Muskies, Inc. Board of Directors (hereinafter "Board") and the payment of the appropriate dues.

(1) TERMINATION OF MEMBERSHIP. The Board may terminate any membership: (a) for non-payment of dues or (b) by a two-third (2/3) vote for conduct, acts or offenses that the Board deems to be damaging to the reputation of Muskies, Inc. or in opposition to the purposes of Muskies, Inc. Any person whose membership is proposed to be terminated under this provision shall be afforded an opportunity to be heard at the meeting at which the proposed termination is to be voted upon, and shall be given notice of said meeting and proposed action. Notice for purposes of this Bylaw shall mean a notice deposited in the regular U.S. Postal Service at least thirty (30) days prior to the meeting, postage prepaid and directed to the last known address of said member and to all directors qualified to vote.

(2) VOTING RIGHTS. No member of Muskies, Inc. shall have the right to vote directly upon any corporate business, except for the various voting rights granted to Chapters members in the conduct of local Chapter business, including the right to vote for local Chapter officers and representatives who shall be entitled to elect Regional Representatives to the Board as later set forth herein.

2.02. MEETINGS.

(1) PLACE OF MEETING. The Board shall hold its meetings at such places as the majority of the Board shall from time to time determine.

(2) ANNUAL MEETING. The Annual Meeting of the Corporation shall be held during the spring of each year on such date and place as shall be designated by the Board.

(3) NOTICE OF MEETING. Notice of the date and place of the Annual Meeting shall be in accordance with the Bylaws on notice to the members and shall be determined by the Board as soon as practicable, preferably at the Annual Meeting.

(4) QUORUM. A majority of the duly seated directors shall constitute a quorum for voting at the Annual Meeting. In the absence of a quorum the Board members who are present may adjourn with agreement to reconvene at a time and place to be determined and duly noticed to the remaining absent Board members.

(5) AGENDA OF THE ANNUAL MEETING OF THE BOARD. The Agenda, including amendments thereto, is subject to the approval of the Board, but shall include the following items set forth herein, although not necessarily in the same order as listed:

Roll Call of Board Directors:

Introduction of Guests:

Corporate Secretary Report of Annual Director's Disclosure Statements.

President's Report – Governance
Senior Regional Representatives Reports
Vice President Finance/Treasurer Report
Vice President Membership Report
Vice President Fisheries and Research Report (Programs)
Vice President Internal Affairs Report
Vice President Youth Activities Report (Programs)
Vice President Communications and Marketing Report
Parliamentarian/ Chairperson of Bylaws & Ethics Committee Report
Old Business (Fundraising)
New Business (Motions)
Induction of President (when needed)
Election of Board Officers
Comments from members/guests
Adjournment

(6) VOTING BY THE CHAIRPERSON. The Chairperson of all meetings shall vote only in several circumstances: when a vote will affect the outcome i.e., to make or break a tie; or in the event of a written ballot.

2.03. SPECIAL MEETINGS. Special Meetings of the Board may be called by the President on (5) days' notice to each Board member or the written request of any three (3) Board members. Notice for purposes of this Bylaw may mean notice deposited in the U.S. Postal Service or by electronic means and directed to the last known address of each Board member.

2.04. MEETINGS WITHOUT NOTICE. Any Board member may, in writing either before or after a meeting, waive notice thereof, and without notice any Board member by his attendance and participation in the action taken at any meeting of the Board shall be deemed to have waived notice thereof. Whenever all the representatives shall be present and consent to or participate in a meeting thereof, such meeting shall be deemed to be a legal meeting and all business transacted there shall be legal and valid in all respects the same as though such meeting had been regularly called and notice thereof had been regularly given.

2.05. BOARD ACTION WITHOUT A MEETING. Any action that might be taken at a meeting of the Board may be taken without a meeting if done on a ballot prepared and provided to each Board member by electronic means in which ballot the proposal to be voted on is fully described, followed by a place on the ballot to indicate either aye or nay to the proposal and a signature line for the voter. Such ballot when completed by the voter shall be returned to the Corporate Secretary of Muskies, Inc. An affirmative vote by a majority of all Directors shall be required for passage or enactment of the measure being proposed unless otherwise set forth in these Bylaws.

2.06. DISSOLUTION OF MUSKIES, INC. Dissolution of Muskies, Inc. shall be in accordance with statutory law of the State of Minnesota. For dissolution it shall be necessary that the Board of Directors vote for a resolution for dissolution. Notice of any meeting at which this dissolution will be voted upon by the voting membership shall be mailed to every member with voting privileges, not less than twenty (20) nor more than sixty (60) days before the date of the meeting. All assets remaining after payment of all debts and obligations shall be distributed to one or more organization in the United States that have purposes similar to Muskies, Inc. and are exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code 1954 as amended.

2.07. BYLAWS SUPERCEDE POLICIES. To the extent any policy is contrary to a Bylaw, the Bylaw shall control.

CHAPTER III ORGANIZATION
OF THE BOARD

3.01. DEFINITIONS.

(1) BOARD. "Board" means Board of Directors of Muskies, Inc. and shall consist of the following:

President, Immediate Past President, Vice President Finance/Treasurer, Vice President Membership, Vice President Communications and Marketing, Vice President Internal Affairs, Vice President Youth Activities, Vice President Fisheries and Research, Corporate Secretary, and the Regional Representatives.

(2) AUTHORITY.

(A) The Board shall have authority over the general management of this Corporation as well as all lawful corporate powers and authority set forth in the Statutes of the State of Minnesota, the Articles of Incorporation and these Bylaws.

(B) Making, adopting, or modifying the Annual Budget may only be done by the Board. The Board is authorized to engage the Independent Contractor services of persons qualified to assist the Corporation in the responsible handling of its affairs. These services include legal, administrative, journalistic, website, secretarial and others as may be required. The Independent Contractors maybe may be requested by a VP/Committee Chairman of a committee to which the Independent Contractor has responsibilities/supports as an advisor only and may not nominate, move motions, second motions or vote on motions. They may be granted voice during committee meetings.

Only the Board shall decide major issues or matters of significant financial importance (over \$1,000.00), including the Annual Budget of non-budgeted items.

(C) The Board is authorized to engage the Independent Contractor services of persons qualified to assist the Corporation in the responsible handling of its affairs. These services include legal, administrative, journalistic, website, secretarial and others as may be required. The Independent Contractors may be requested by a VP/Committee Chairman of a committee to which the Independent Contractor has responsibilities/supports as an advisor only and may not nominate, move motions, second motions or vote on motions. They may be granted voice during committee meetings.

(D) Executive Accountant. The Vice President Finance/Treasurer shall have the authority to employ an Executive Accountant, with the consent and approval of the Board. The Executive Accountant shall be an Independent Contractor and shall have and perform the various duties listed in the Bylaws, Policies Resolutions, Procedures and Guidelines for that position, on such terms and conditions that may be provided from time to time in the contract with the Executive Accountant. A written Independent Contractor agreement shall be required.

3.02. REMOVAL.

(1) The Board may remove any member of the Board from office for cause. Removal shall require a vote of two-thirds (2/3rds) of the entire Board membership.

(2) No officer shall be removed unless he/she has been given notice of the meeting at which such removal is to be considered at least ten (10) days prior to the date and time of such meeting. Notice for purposes of this Bylaw shall mean notice deposited in the certified U.S. Postal Service, and directed to the last known address of such Board member with copies to all other Board members.

(3) Any meeting or hearing at which removal of an officer is to be considered may be conducted by teleconference at which at least two-thirds (2/3rds) of the entire Board are present and participating according to the following process: 1) Statement of the cause(s) alleged; 2) statements of any defenses asserted by the person whose removal is being sought; 3) a roll call vote of the Board members present and participating on the following question: "Shall (name of officer whose removal is sought) be removed from (his/her) Position?"

(4) The entire proceedings shall be recorded by the Administrative Secretary or his/her designee, but need not be transcribed unless needed for further proceedings.

3.03. COMPENSATION.

(1) No member of the Board shall receive any salary for his/her services as a member of the Board, but shall be entitled to receive reimbursement for necessary and reasonable expenses incurred from attendance at any regular or special meeting of the Board.

(2) Reimbursement for such expenses shall be in accordance with established, written policy of Muskies, Inc. and shall not exceed any individual limitations set forth therein.

(3) Any claim for reimbursement shall be made within thirty (30) days, and validated with such receipts as may be required by the Finance Committee or the Board, all according to the written rules or procedures established by the Finance Committee or the Board.

3.04. OFFICERS, ETHICS & CONFLICT OF INTEREST.

(1) OFFICERS. The officers of the Corporation shall be the President, Vice President Finance/Treasurer, Vice President Membership and Marketing, Vice President Communications, Vice President Internal Affairs, Vice President Youth Activities, Vice President Fisheries and Research and the Corporate Secretary. The Board shall fix the power and authority of any officer not specifically provided for herein.

(2) OBLIGATION TO VOTE AND CONFLICT OF INTEREST. Each member of the Board shall vote on every issue coming before the Board, except any measure in which he/she has a conflict of interest, pecuniary or otherwise. Any member who perceives that he or she may have a conflict of interest on any measure coming before the Board shall recuse himself or herself from participating in any discussion or vote on or pertaining to said measure, except for any measure seeking removal of such member from the Board.

(3) ADVISORY OPINION. Any member who perceives he or she may have a potential conflict of interest on a measure coming before the Board may seek an advisory opinion in advance from the Parliamentarian. The Parliamentarian shall respond to said request within thirty (30) days or, in the alternative, refer the request to the Ethics Committee for investigation and response.

(4) ETHICS COMMITTEE. There is created an Ethics Committee to investigate on its own initiative or any complaint alleging a conflict of interest pertaining to any Board member. Said committee shall be chaired by the Parliamentarian and further consist of the Corporate Secretary and an experienced elected leadership position with Muskies, Inc., to be appointed by the Parliamentarian.

(5) REFERRAL. Any complaint alleging a conflict of interest pertaining to any Board member shall be referred to the Ethics Committee for investigation and shall respond to the complainant and the Board member to whom the complaint pertains within thirty (30) days following referral of the complaint to

the Committee. Prior to any investigation of said complaint by the Committee, the Board member to whom the complaint refers shall be provided a copy of said complaint and the opportunity to be heard.

(6) DEFINITION OF CONFLICT OF INTEREST. A conflict of interest exists when any chapter, regional, or corporate officer of Muskies, Inc. proposes to act on, discuss, or promote any issue, matter, or transaction in which said officer has an undisclosed financial interest, to the detriment of Muskies, Inc. For the purposes of this Bylaw, covered persons are Muskies, Inc. members, relatives (legal, natural or adopted), persons with whom a covered persons shares living quarters under circumstances that closely resemble a marital relationship or who is financially dependent upon the covered person.

(7) OFFICIAL MATERIALS. Officers, when leaving office, for any reason, shall forward all records, properties and information related to Muskies, Inc. to their successor or the President within fortyfive (45) days.

3.05. ELIGIBILITY FOR OFFICE.

(1) STANDING. Any member in good standing in the Corporation shall be eligible to serve as an officer of the Corporation. Further eligibility requirements pertaining to specific offices are listed in this section.

(2) PRESIDENT. Any member in good standing shall be eligible for election as President, provided: (a) He/she has been a member of the Corporation for a period of at least five years at the date of the election, and (b) He/she has previously served as a member of the Board for a period of at least twelve consecutive months.

(3) VICE PRESIDENT(S) AND CORPORATE SECRETARY. Any member in good standing shall be eligible for election or appointment to any of the Vice President positions provided: (a) he/she has been a member in good standing of the Corporation for a period of at least one year at date of election or appointment, and (b) he/she has a demonstrated familiarity, proficiency, interest and experience in the subject area of the Vice-Presidential position to which his/her election or appointment is contemplated.

3.06. ELECTION AND TERM OF OFFICE.

(1) PRESIDENT. The Board Members and Chapter Representatives shall elect the President-Elect in the fall prior to the expiration of the current President's term and following the four (4) Regional Meetings- Presidential nomination and election procedure. The nominating period for M.I. President is from the Annual Board Meeting through September in the year of election. The vote shall occur prior to December 15th following the last Regional meeting. If the Region does not comply with required fall meeting dates of October or November, they will forfeit the-right to vote in the election. Election / Tellers Committee (E/TC). The E/TC shall be comprised of the President, a person selected by the President, and the Corporate Secretary with the latter serving as Chair. In the event that the President is running for reelection, his/her position in the E/TC will be occupied by the Immediate Past President. In the event that there is a vacancy in either position, the EC shall appoint a substitute from among the Senior Regional Representatives. The E/TC shall notify all Board Members and all the Senior Regional Representatives immediately after September 30th the candidate(s) for the office of President. Regions may then discuss the candidates during their Regional meeting. The E/TC shall prepare a ballot suitable for the election. The ballots are to be emailed or electronically distributed to the qualified voters by the Administrative Secretary but returned to the Corporate Secretary within ten working days. The Corporate Secretary shall provide copies of all returned ballots to the E/TC. The E/TC shall count all ballots and certify the result.

The E/TC shall notify the Board of their certified results. Ballots shall be retained for ninety (90) days in the event of a challenge. The President-Elect shall have advisory status only and shall assume the Presidency at the conclusion of the Annual Board Meeting of the following year for a term of two (2) years.

(2) VICE PRESIDENTS AND CORPORATE SECRETARY. The Vice Presidents shall consist of the following offices: Vice President Finance/Treasurer, Vice President Membership, Vice President Communications and Marketing, Vice President Internal Affairs, Vice President Youth Activities, Vice President Fisheries and Research. The Vice Presidents and the Corporate Secretary shall be elected by the Regional Representatives at the Annual Board Meeting for a term of two (2) years, or until their respective successors have been elected or appointed. They shall take office at the close of the Annual Meeting at which they were elected.

3.07. DUTIES OF OFFICERS AND OTHERS.

(1) PRESIDENT. The President shall be the chief executive officer and shall preside and conduct all meetings of the Board and the Executive Committee. The President has no vote unless such vote would impact the vote on any issue or matter moved for adoption and shall neither make nor second any motion. The President shall have general and active management of the business of the Corporation, subject to the supervision and direction of the Board and shall see all such orders and resolutions shall be reported on by the President at the next following Board meeting or as stipulated in the motion. The President shall be responsible for preparing the Annual Board Meeting Agenda. The Agenda to be posted thirty (30) days prior to the Annual Board Meeting on the Muskies, Inc. Website. In the absence of the President or inability to act in his/her office, the Vice President Finance/Treasurer shall be next in line to fulfill the President's duties, then the next successor in line shall be the immediate Past President. If needed, a third successor shall be chosen by the remaining members of the Executive Committee to serve until the next annual meeting. The President shall appoint a qualified Parliamentarian for Muskies, Inc., who shall serve at the pleasure of the President and the Board without pecuniary compensation except for reimbursement of necessary and reasonable expenses within the policy limitations of Muskies, Inc.

(2) VICE PRESIDENTS AND CORPORATE SECRETARY.

(A) VICE PRESIDENT FINANCE/TREASURER.

(1) Description The Vice President Finance/Treasurer shall chair the Finance Committee and oversee the activities and reports of the Executive Accountant, the General Fund, Gil Hamm Legacy Fund for Muskie Research, the Kermit Benson Scholarship Fund Committee, the Perry Smith Memorial Fund Committee, Merchandise, and any other special responsibilities shall further include fundraising initiatives and efforts, and oversight of insurance matters affecting Muskies, Inc.

(2) Succession the VICE PRESIDENT FINANCE/TREASURER SUCCEEDS TO PRESIDENTIAL AUTHORITY. In the case of the death, disqualification, abandonment, absence or incapacity of the President, the Vice President Finance/Treasurer shall succeed to all the powers and duties of the President.

(B) The VICE PRESIDENT MEMBERSHIP shall have primary responsibility in the areas of Membership Merchandising. He/She shall further oversee Leadership Training projects, report to the Board on any New Chapter and/or Chapter Termination proposals or issues, oversee copyright and trademark matters and coordinate with organizations in projects of mutual interest. He/She may appoint and chair committees to assist him/her in the discharge of his/her responsibilities.

(C) The VICE PRESIDENT COMMUNICATIONS AND MARKETING shall supervise, with the appropriate assistance as needed, the Muskies, Inc. Website and Computer Systems, publication of MUSKIE magazine, (including formatting, printing, editorials, articles, and advertisement sales and placement), an

annual Photo Contest, the Annual Calendar project, marketing and maintain a record of exceptional service awards presented by Muskies, Inc.

- (D) The **VICE PRESIDENT INTERNAL AFFAIRS** shall provide such oversight, assistance, direction and guidance to the Regional Representatives as may be necessary or desirable from time to time. This officer shall also oversee maintenance of the Muskies, Inc. Hall of Fame, Lunge Log, Members Only Fishing Contest, Tournaments, History & Archives, and the Gil Hamm Chapter Challenge.
- (E) The **VICE PRESIDENT YOUTH ACTIVITIES** set the overall direction for Muskies, Inc. youth programs and events. The position provides general guidelines for the Chapters to follow when creating and managing their own youth programs. It is designed to establish a youth component into all Muskies, Inc. Chapters and offer assistance where needed. The position is also responsible for planning and coordinating at least one major youth event annually and has it open to all Chapters as budget allows. Educational and safety programs must be built into all youth fishing events. The VP role exists to generate interest in muskie fishing amongst youth to ensure the future of the fishery.
- (F) The **VICE PRESIDENT FISHERIES AND RESEARCH** shall provide the Board and members with information on scientific research opportunities on muskies, habitat improvement, and information on legislative proposals, in any of the several states affecting muskies and muskie habitat. This officer shall continue to seek out responsible research projects and activities that will aid the conservation, preservation, restoration and protection of muskie fisheries, assist in searching for funding sources and educating legislators and others about muskies. He/She shall assist and collaborate with Fisheries, Muskie Symposium, and the Review and Use Committee as may be feasible and productive.
- (G) The **CORPORATE SECRETARY** shall proofread the Board and Executive Committee minutes prior to promulgation. The minutes shall be posted by the Administrative Secretary within thirty (30) days from the time of the meeting. The minutes constitute official actions and records of the corporation. The Corporate Secretary serves as the authorized agent of the corporation to receive service of process and other official correspondence. He/she maintains copies of all Muskies, Inc. contracts and other agreements. He/she maintains the copies of the Board Annual Director's Disclosure Statement prior to each Annual Special/Board Meeting. He/she participates in all Board and Executive meetings. He/she shall be further responsible for the annual updating of the Muskies, Inc. Bylaws and the Muskies, Inc. Policies, Resolutions, Procedures, and Guidelines (PRPAG). With professional archiving assistance, as necessary he/she shall also be responsible for the preservation of essential documents, including Board and member meeting minutes and providing notice to the Board for the timely occurrence of the nominations and election of Board officers.

3.08. EXECUTIVE COMMITTEE.

- 1) **COMPOSITION.** There shall be an Executive Committee that shall consist of the following: President, Immediate Past President, Vice President Finance/Treasurer, Vice President Membership, Vice President Communications and Marketing, Vice President Internal Affairs, Vice President Youth Activities, Vice President Fisheries and Research, Corporate Secretary and the Senior Regional Representatives. If a Senior Regional Representative is unable to participate in any duly called meeting of the Executive Committee, one of the other Regional Representatives selected by the President from that Region in attendance may participate in such meeting in the Senior's place, with full voting privileges.
- 2) **POWERS AND AUTHORITY.** The Executive Committee shall have the management of the affairs of the Corporation between Board meetings. At such time as the Board shall appoint any committees other than the Executive Committee, such other committees shall be under the direction and control of the Executive Committee.

(3) ADDITIONAL POWERS. The Executive Committee shall have the following additional powers and authority to fill vacancies on the Board of Directors, such appointments shall remain in force until the next meeting of the Board. The Executive Committee shall act only in the interval between meetings of the Board and at all times shall be subject to the control and direction of the Board.

(4) REPLACEMENT OF REGIONAL REPRESENTATIVE. The Executive Committee shall further have the authority to replace a Regional Representative who is unable or unwilling to perform the duties of his/her office. Such appointment of a Regional Representative shall be until the next Regional Meeting of the Region affected or the next Board meeting.

(5) ADDITIONAL RESPONSIBILITIES OF EXECUTIVE COMMITTEE. At such time as the Board may engage the services of a full or part-time Executive Director, said person shall be under the direction and control of the Executive Committee. At such time as the Board may create and appoint any committee or committees, such committee or committees shall be under the direction and control of the Executive Committee.

3.09. EXECUTIVE COMMITTEE MEETINGS. The Executive Committee shall meet at stated times upon the written request or e-mail of either the President, or two Executive Committee members, or a Regional Representative and an Executive Committee member. The committee shall fix its own rules of procedure not incompatible with Robert's Rules of Order. In the absence of the President, the Vice President of Finance/Treasurer shall chair the meetings. A majority shall constitute a quorum, but the majority of the whole committee shall be required to enact any measure. The Executive Committee is granted the authority to implement or amend documents in Policies, Resolutions, Procedures, and Guidelines (PRPAG).

3.10. PAST PRESIDENTS. All Past Presidents of Muskies Inc. shall become ex-officio members of the Board for life, so long as they are members of the Corporation in good standing. The Past Presidents shall have the right to sit with the Board at all regular and special meetings, including executive sessions thereof, with voice, but without vote, except for the Immediate Past President who shall have voting rights. The Past Presidents shall perform such acts and duties as may be specifically delegated to them by these Bylaws or requested by the President, the Executive Committee or the Board.

3.11. VACANCIES. If any office other than that of a Regional Representative becomes vacant due to the death, resignation, abandonment, retirement, disqualification, or removal from office of its incumbent and such vacancy commenced at least 10 days prior to the next scheduled Annual Meeting of the Board, then the President may appoint a qualified successor, subject to confirmation by the Executive Committee. The appointee shall serve until a successor has been duly elected by the Board.

CHAPTER IV REGIONS

4.01. REGIONS. Muskies, Inc. shall be subdivided into four geographically based regions of the continental United States. The regions consist of aggregations of states including the assignment of states currently lacking Chapters. From time to time the Executive Committee shall review the alignment of regions and Chapters and make any adjustments deemed necessary or appropriate.

The regions shall be numbered as follows:

Region 1 - Chapters 1, 2, 10, 15, 21, 24, 29, 33, 37, 38, 46, 53, 54, 55, 57, 59, 65

Region 2 - Chapters 4, 6, 8, 12, 13, 20, 26, 30, 35, 61, 62.

Region 3 – Chapters 9, 16, 18, 19, 22, 23, 41, 50, 51, 52, 58, 63, 64, 69, 70,76

Region 4 – Chapters 3, 5, 7, 11, 14, 17, 28, 32, 39, 49.

4.02. REGIONAL MEETINGS.

(1) GOVERNANCE. Each region shall govern its own proceedings, subject to Muskies, Inc. Bylaws and Robert’s Rules of Order.

(2) ANNUAL MEETING. Each Region shall conduct an annual meeting of the Chapter Representatives of its Region some time during the months of October or November at the convenience of the Chapter Representatives of said Region. The Regions shall coordinate the scheduling with the Vice President Internal Affairs in order to prevent simultaneous meetings. The Convener and Chairperson of the region will be the Senior Regional Representative for each region. The meeting shall be noticed, convened, and chaired by the Senior Regional Representative of said Region. One of the regional Chapters will be requested to host the meeting and provide the necessary infrastructure support. The financial cost of hosting the meeting shall be borne equally by the Chapters within that region, whether in attendance or not.

(3) AGENDA. The meeting agendas, from year to year and from region to region, may vary provided that each regional meeting agenda shall include the following items: elections to fill any vacant positions of Regional Representative for said Region; participation in the process of electing a President-elect of the Corporation (in the appropriate year); local/common/regional issues and concerns; proposed changes in the Corporation’s Bylaws and/or Policies; selection of a time for the next Annual Regional Meeting and an “Open Forum” to receive comments from any who may wish to speak. The aforesaid mandatory agenda items need not be in the order in which they are listed.

4.03. REGIONAL REPRESENTATIVES. Each region shall be entitled to be represented by three (3) Regional Representatives. A Regional Representative is a voting member of the Board.

(1) DUTIES. The duties of a Regional Representative shall include the following:

- (A) Attendance at all duly called meetings of said Board and of the Region.
- (B) Voting on all matters coming before said Board for action.
- (C) Acting as a liaison between the region he/she represents and said Board, and representing the interests of the Region.
- (D) Organizing and scheduling Annual Regional Meetings.
- (E) Each Regional Representative shall serve on at least one (1) regional or corporation committee and to take any other reasonable and appropriate actions to further the best interests of his/her region, including the formation of regional committees.
- (F) If a Regional Representative is prevented from attending a Board meeting, he/she shall notify the Administrative Secretary of his/her anticipated absence prior to the meeting.

(2) ELIGIBILITY TO SERVE AS REGIONAL REPRESENTATIVE.

(A) A Regional Representative shall have been a member of Muskies, Inc. in good standing

(B) Any Chapter Representative elected or appointed to serve as a Regional Representative shall be deemed to have vacated the position of Chapter Representative immediately following appointment or election as a Regional Representative.

(C) Any member of Muskies, Inc. who is not a member of a Chapter affiliated with Muskies, Inc. is eligible to seek election or appointment as a Regional Representative, provided he/she resides in the same Region as the Regional Representative position (s)he is seeking.

(3) ELECTIONS AND TERM OF OFFICE.

(A) The Regional Representatives shall be elected solely by the Chapter Representatives of Chapters within that region for a term of three (3) years and serve rotating terms, each of which is offset from the others by one year.

(B) Each region shall schedule and conduct an Annual Meeting in the months of October, or November according to the convenience of the Chapters of said Region, and shall consult with the Vice President Internal Affairs in scheduling such meeting. Annual Regional Meetings shall include the election of a Regional Representative each year as well as filling of any Regional Representative vacancies that may exist.

(C) Except as herein specified, the election of a Regional Representative shall be by vote of the Chapter Representatives of said Region, each of whom has been duly elected to such office by vote of the Chapter with whom he/she is affiliated or duly appointed *pro tempore* by his/her Chapter President under the procedure hereinafter set forth below. The vote may be by voice vote, written ballot, mail, telephone or other means, as the officers of the region shall determine. Except in the case of a contested election the vote will be by written ballot. The Senior Regional Representative shall appoint a committee of three (3) persons to tally the vote. No candidate shall be certified to the Board unless that candidate has received at least one more vote than any other candidate.

(D) **MEETING FORM.** Each region shall determine for itself the form of the meeting that best meets its needs, e.g., face-to-face, teleconference, online computer. Muskies, Inc. Executive Committee members are invited to attend any regional meeting

(E) **REGIONAL COMMITTEES.** Regional Representatives may form committees and/or a coalition of committees within their region. The purpose of these committees is to provide resources for Chapters within that region. Regional Representatives shall chair these Regional Committees. Committee membership may include Regional Representatives, Chapter Representatives, as well as other Chapter members. Possible examples of Committee projects could include Youth Programs, Membership & Promotions, Tournaments, Research and Fisheries, etc.

(F) **MEETING MINUTES.** Minutes shall be prepared by an appointed Recording Secretary. They shall be a record of the discussions and actions of the meeting. Minutes shall be provided to the Chapters within the region no later than thirty (30) days after the adjournment of the meeting by the Recording Secretary or the Senior Regional Representative. Minutes shall also be provided to the respective Senior Regional Representatives of the other regions, Executive Committee, Administrative Secretary and to the Webmaster for public posting.

(G) The Senior Regional Representative shall conduct the election of a Regional Representative. If the Senior Regional Representative is also a candidate for reelection as a Regional Representative the Regional Representative of said Region with the next shortest term of office present shall conduct the election.

4.04. SENIOR REGIONAL REPRESENTATIVE.

(1) The Senior Regional Representative in any region shall be the Regional Representative in said Region with the shortest term of office remaining. In the event such person is unwilling or unable to perform the duties of the Senior Regional Representative, the Chapter Representatives of said region shall then elect

one of the remaining Regional Representatives as the Senior Regional Representative. The Regional Representatives can vote on all issues except for the election of the Regional Representative. The duties of the Senior Regional Representative shall include:

- (A)** Conducting the Annual or Special Meetings of the Region.
- (B)** Provide notice of the date, time and place of the Annual Regional Meeting or any Special Regional Meeting to the Chapter Representatives and draft agendas for said meetings. Notices of Annual or Special Regional Meeting shall be provided to the Chapter Representatives, Chapter Presidents of same region, the Senior Regional Representative of the other regions, and the Vice President Internal Affairs. All such notices should be issued at least forty-five (45) days in advance of the date such meeting is scheduled.
- (C)** Appoint an Acting Parliamentarian, Recording Secretary and Sergeant at Arms for all regional meetings.
- (D)** With the concurrence of the other Regional Representatives for said Region, create and make appoints to regional committees as may be appropriate and helpful.
- (E)** Attend Executive Committee meetings of the Board.
- (F)** Attend the Annual Board Meeting and report on the activities of the Region, including the time and place of the next Annual Regional Meeting.
- (G)** The Senior Regional Representative shall conduct the election of a Regional Representative. If the Senior Regional Representative is also a candidate for reelection as a Regional Representative the Regional Representative of said Region with the next shortest term of office present shall conduct the election.
- (H)** The Senior Regional Representative shall remain in office until the conclusion of the Regional Fall Meeting, the next Regional Representative, in order of seniority, shall take office as Senior Regional Representative for the ensuing year and shall give the Region's report at the next Annual Board Meeting.

CHAPTER V FORMATION OF CHAPTERS

5.01. FORMATION. On a properly submitted and qualified application for creation of a chapter or chapters of Muskies, Inc, The Board may charter Chapters of Muskies, Inc. in the various states within the boundaries of the continental United States of America. Application for recognition as a chartered Muskies, Inc. chapter may be made according to a procedure determined by the Board.

5.02. PURPOSE. The purpose of the Chapter shall be to perform all the local functions of, and to the extent required, to participate in the other activities of Muskies, Inc. in the territory assigned to the Chapter, all in accordance with the Articles of Incorporation, these Bylaws and the rules, regulations and policies as shall be from time to time determined by the Board.

5.03. WRITTEN CHARTER. The Board shall provide each Chapter with a written charter duly signed by appropriate Corporation officials. Such charter shall indicate the name and number of the Chapter, and describe the territory to which it is assigned. In assigning a name to a new Chapter, the Board, in its discretion, shall be guided by any name preference requested by said Chapter, unless such name is already

used by an existing Chapter or is inappropriate for other reason. In conducting any authorized activities, each chartered Chapter shall be permitted to indicate its association with Muskies, Inc.

5.04. CONTROL. Each Chapter shall comply with the Bylaws of Muskies, Inc. as well as any directives or requests as the Board may make from time to time. Where not otherwise in conflict, the Bylaws of Muskies, Inc. shall apply to the Chapters, individually and collectively

5.05. CHAPTER BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE.

(1) DEFINITION. As used in this section, the term “Chapter Board” means Chapter Board of Directors.

(2) QUALIFICATIONS. Members of the Chapter Board must be members in good standing with the Chapter and Muskies, Inc.

(3) POWERS. The business affairs of the Chapter shall be managed by a Chapter Board. All the Chapter powers, except such as are otherwise provided for in these Bylaws, shall be solely vested in and exercised by the Chapter Board subject to the Articles of Incorporation and Bylaws of Muskies, Inc.

(4) NUMBER. The number of members of the Chapter Board shall be set by the Chapter Board, but shall not be less than seven nor more than twenty-four members. The Chapter Board shall consist of the President, First Vice President, Secretary, Treasurer, Chapter Representative, and such others as the Chapter membership may deem appropriate. Each shall be elected for a one (1) year term. The Chapter Board of Directors may create an Executive Committee consisting of the five officers listed above to take action on behalf of the Chapter in between regular or special meetings of the Chapter Board on such matters as may be delegated to it from time to time by a majority of a quorum of the Chapter Board.

(5) ELECTION. The Chapter Board shall be elected at the Annual Meeting of the Chapter members in November or December.

(6) ANNUAL MEETING: The Annual Meeting of the Chapter Board shall be held each year following the Annual Meeting of the members of the Chapter, or at such other time as may be set by the members of the Chapter Board.

5.06. CHAPTER DISSOLUTION, TERMINATION, AND SUSPENSION.

(1) DISSOLUTION.

(A) Any Chapter may resign from the corporation by reason of dissolution or other reasons, provided that all financial obligations of the Chapter have been fulfilled. In the event of the dissolution of any Chapter, notice of such dissolution shall be given to the Board together with all remaining funds and properties of such Chapter. Dissolution shall not become effective until voted upon by the Board. In the case of dissolution, all funds are to be deposited in the Gil Hamm Legacy Fund for Muskie Research. In the alternative, if a new Chapter serving the same geographical area as that previously served by the dissolved Chapter is chartered by the Board or if an existing Chapter in a geographically proximate area agrees to accept the membership and serve the area of the terminated Chapter and is approved by the Board the funds and properties may be transferred to that Chapter, by a majority vote.

(B) Upon dissolution, termination, or suspension all Chapter funds and properties shall be immediately delivered to the Board along with a summary of income and expenses incurred by the Chapter in the current calendar year. The Executive Accountant shall conduct the financial matters

relating to the properties in the best interest of Muskies, Inc. The Vice President Membership will inform the Administrative Secretary and the Webmaster of the Dissolved Chapter. The Vice President Membership will notify all Members of the dissolved Chapter to join another Chapter or become a MAL Member.

(2) TERMINATION.

(A) Any Chapter that does not conform to the accepted standards of conduct, as determined by the Board, may have its charter and right to operate as a Chapter terminated by the Board. In the event of a termination, the Chapter shall cease to exist and the charter issued to it may, at the Board's discretion, be reissued to form another Chapter.

(B) Only the Board of Directors shall have the power to terminate a Chapter and a two thirds 2/3 vote of those voting shall be required.

(3) SUSPENSION.

(A) Any Chapter that does not conform to the accepted standards of conduct, as determined by the Board, may have its charter and right to operate as a Chapter suspended by the Board. In the event of a suspension, the Chapter shall continue to exist, but shall, for the period of suspension, have no power or authority to carry on any corporate activities or to take any action on behalf of the corporation.

(B) The Executive Committee shall have the power to suspend a chapter, and a two-thirds (2/3) vote shall be required. The suspension shall last until the next scheduled Board meeting, at which time the Board can elect to continue the suspension by a two-thirds (2/3) vote or overrule the decision of the Executive Committee.

(C) A majority vote by the Board shall be required to impose probation or lift or reduce any period of suspension of a Chapter. In lieu of suspension, the Board, in its discretion may impose probation for a stated period not to exceed six months when it deems such action justified by sufficient mitigating evidence.

(4) PROCEDURES. No Chapter shall be terminated or suspended unless the Board or Executive Committee, as the case may be, shall have sent notice to the last reported President of said Chapter specifying the reasons for the action at least thirty (30) days prior to such termination or suspension. Notice for the purpose of this Bylaw shall mean notice by certified mail, postage paid, addressed to the last reported President of the affected Chapter. The Chapter affected by a termination or suspension shall have the right to appeal the decision of the Executive Committee or of the Board at the next regular meeting of the Board, if the affected Chapter files such appeal, in writing, with the Board at least thirty (30) days prior to such meeting.

CHAPTER VI CHAPTER OFFICERS

6.01. QUALIFICATIONS, AUTHORITY AND ELECTION. The officers of the Chapter shall be chosen by the members and shall consist of: a President, First Vice President, Secretary, Treasurer, Chapter Representative and such other officers including one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers, as the members may deem advisable from time to time. The members may fix the powers and duties of any officers not specifically provided for herein. Officers are members of the Chapter Board of Directors. The same person may hold any two or more offices at the same time except that the occupant of the office of Chapter Representative shall not be permitted to hold an additional Chapter or Regional office. Officers shall be elected at the Chapter's Annual Meeting in December and shall hold office until the next succeeding Annual Meeting or until their successors have been elected and shall have qualified, unless sooner replaced. Officers must be members of the Chapter from which they are elected.

6.02. REMOVAL AND VACANCIES. Any officer may be removed in the case of disqualification, absence or inability to act of any officer or for any other reason that the members may deem sufficient. The members may delegate, for the time being, the power and duties, or any of them, of any officer or officers, to any other officer, officers or members of the Chapter Board. The members shall fill the vacancies in any office. The person so elected to fill such vacancy shall hold office until the next Annual Meeting at which officers are elected.

6.03. DUTIES OF CHAPTER OFFICERS.

(1) PRESIDENT. The President shall be the chief executive officer of the Chapter. The President shall preside at all meetings of the members, have general and active management of the business of the Chapter under the supervision and direction of the Chapter Board and shall see that all orders and resolutions of the Chapter Board are carried into effect.

(2) TAKEOVER FOR PRESIDENT IF PRESIDENT DISABLED, ETC. In the case of the death, disqualification, absence or incapacity of the President, the First Vice President shall have all the powers and perform all the duties of the President. At other times, the First Vice President shall have such of the powers and perform such duties of the President, as the Chapter shall from time to time determine.

(3) SECRETARY. The Secretary shall attend all meeting of the Chapter Board and of the members and shall record all votes and minutes of all such proceedings in a book to be kept for that purpose. These records will be kept as long as the Chapter is active. In addition, the Secretary shall keep a record of membership of the Chapter or appoint a membership Chairperson to do so. The Secretary shall give notice wherever notice is required to be given in these Bylaws, including but not limited to, the giving of notice of the meetings of the members and shall perform such other duties as may from time to time be prescribed by the Chapter under whose supervision, he/she shall be.

(4) TREASURER. The Treasurer shall have care and custody of the Chapter funds and securities and shall disburse the funds of the Chapter as may be ordered from time to time by the Chapter Board. He/She shall keep full and accurate records of receipts and disbursements in books kept for that purpose and shall deposit all monies, securities and other valuable effects of the Chapter in the name of and to the credit of the Chapter in such depositories as may be designated from time to time by the Chapter Board. The Treasurer shall make a monthly report of the financial status of the Chapter to the Chapter Board and shall forward a copy to the Board of Muskies, Inc. Except to the extent that some other officer may be specifically authorized by the Chapter Board to do so, he/she shall make, execute, and endorse all checks and other commercial paper on behalf of the Chapter, subject however, to other Bylaw provisions on execution of document. He/she shall report the financial condition of the Chapter at the Annual meeting of the members in each year or at such other time as may be directed by the Chapter Board shall perform such other duties as may be prescribed by the Chapter Board.

(5) CHAPTER REPRESENTATIVE. The Chapter Representative shall represent the Chapter at the Region. He/she shall report on the Chapter's activities, suggestions and concerns. He/she will report to the Chapter the results of regional meetings. The Chapter Representative shall not delegate any of his/her duties to any other person, and any such attempted delegation shall make any acts so delegated of no force or effect. However, if the Chapter Representative is unable to attend the Regional Meeting because of an emergency, the Chapter President may designate another person to represent the Chapter on a *pro tempore* basis. The Chapter President must notify the Regional Representatives of the Region of the appointment prior to the Regional Meeting.

SUB-CHAPTER VI
MEMBERS RIGHTS, CHAPTER MEETINGS

6.001. MEMBERS RIGHTS. Each member of the Chapter shall be entitled to one vote at any meeting of the members of the Chapter and shall be entitled to participate equally in any and all activities of the Chapter. Voting for Chapter officers may be by mail or such other method as is approved in advance by the Chapter Board, with any such method permitting each Chapter member an equal opportunity to participate in the vote.

6.002. PLACES OF MEETING. All meetings of the members of the Chapter shall be held at the headquarters or principal office of the Chapter unless some other place as designated by the Chapter Board.

6.003. ANNUAL MEETING. The Annual Meeting of the Chapter shall be held in December of each year, or at such other time as may be designated by the Chapter Board upon notice to the members. The Annual Meeting agenda shall include: the election of Chapter officers and such other business as shall be brought before the meeting. The Chapter Secretary shall notify the Muskies, Inc. Administrative Secretary of the names of the elected officers within twenty (20) days.

6.004. SPECIAL MEETINGS. Special Meetings of the Chapter members for any purpose, unless otherwise proscribed by statute, may be called by the President of the Chapter or by the Secretary, at the request, in writing, of two (2) more Chapter Board members or at the request, in writing, of ten percent (10%) or more of the members of the Chapter entitled to vote. Such meeting request shall state the purpose of the proposed meeting and the business transacted at such meeting shall be confined to the objects stated in such request.

6.005. MEMBERSHIP GENERAL MEETINGS. There shall be a meeting of the Chapter members on dates set by the Chapter Board for a total of at least six (6) meetings per year, including the Annual Meeting.

6.006. NOTICE. Written notice of the time and place of all meetings of the members, annual, monthly or special shall be given to each member of the Chapter entitled to vote thereat, at his/her street or e-mail address as the same appears in the records of the Chapter, at least ten (10) days prior to, but not more than thirty (30) days prior to, the meeting.

6.007. QUORUM AND ADJOURNED MEETINGS. Five percent (5%) of the members entitled to vote thereat, present in person, shall constitute a quorum at all meetings of the members for the transaction of business, except that the absence of a quorum, any meetings may be adjourned from time to time or from place to place, and no notice need be given except for an announcement at the meeting at which adjournment is taken. When a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment.

6.008. VACANCIES. If the office of any member or members of the Chapter Board becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the remaining Chapter Board members, though less than a quorum, shall chose a successor or successors who shall hold office until the next Annual Meeting at which Chapter Board members are elected.

6.009. REMOVAL OF CHAPTER BOARD MEMBER. Except as may be otherwise required by statute or by the Articles of Incorporation, the Chapter members, by a majority vote of the members voting, may, for cause, remove a Chapter Board member or the entire Board from office. However, neither a Chapter Board member nor the entire Chapter Board shall be removed from office unless notice of the meeting at which removal is to be considered states such purpose and the causes for such removal sent to his/her last known address by certified mail, return receipt requested. As well, the Chapter Board member or members affected must receive at least ten (10) days written notice of such meeting. Notice for purposes of this Bylaw means a notice sent by certified U.S. Postal Service to the last known address of such Chapter Board member. When a member of the Chapter Board has been removed, new Chapter Board members may be elected at the same meeting to serve the remainder of the term.

6.0010. COMPENSATION/REIMBURSEMENT. Chapter Board members, as such, shall not receive any stated compensation for their services as Board members, but by resolution of the Chapter Board expenses of attendance, if any, may be allowed for attendance at each meeting of the Chapter Board. Travel expenses may be approved by the Chapter Board should a Chapter Board member be invited to attend a meeting of Muskies, Inc. The Chapter Representative may by resolution of the Chapter Board receive reimbursement of the expenses of attendance at each Regional Meeting.

CHAPTER VII DEFINITIONS

7.01. NOTICE: Whenever the word “notice” appears in these Bylaws, unless the context specifically requires otherwise, notice shall mean dissemination in a timely fashion to the appropriate parties by USPS, electronic means, or both. Whenever any notice is required to be given under any provision of these Bylaws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after such time stated therein, shall be equivalent to notice. Presence at any meeting shall be deemed equivalent to a waiver of notice of such meeting.

7.02. AMENDMENTS. These Bylaws may be altered or amended to the full extent permitted by law at any meeting of the Board or Special Board Meeting called for that purpose upon a vote of two-thirds (2/3) of the Directors present and voting provided that any such amendment shall have been first submitted to each Director at least thirty (30) days prior to the meeting at which such amendment is to be considered. Posting any such proposed amendment on Muskies website at thirty (30) days prior to the annual meeting of the Board or Special Board Meeting shall be deemed sufficient compliance with this section, provided such proposed amendments are in a properly submitted form, and the proposed placement of the proposed amendment with the Bylaws, as well as ‘strikethrough’ and ‘underlining’ that clearly show any proposed deletions and additions.”

7.03. RULES. In the absence of a written rule governing debates and procedures, Muskies, Inc. and its Chapters shall be governed by the most recent edition of Robert’s Rules of Order.

7.04. CONDUCT. Conduct shall mean actions within the framework of federal, state, provincial, local laws, rules, regulations, treaties and international conventions as well as the Bylaws of Muskies, Inc.

(1) APPROPRIATE CONDUCT. Appropriate conduct for a member or members of Muskies, Inc. means lawful conduct consistent with the aims and purposes of Muskies, Inc.

(2) INAPPROPRIATE CONDUCT. Inappropriate conduct includes conduct that is:

- a. intentionally and publicly disrespectful of a fellow member, or
- b. contrary to the goals and purposes of Muskies, Inc. or

c. unlawful and causes embarrassment or other damage to Muskies, Inc. or its reputation as a responsible advocate for lawful muskie fishing and muskie habitat improvement.

(3) DISCRIMINATION OR HARASSMENT. Muskies, Inc. will not condone or permit discrimination or harassment including actions that create a hostile work environment, against any employee or applicant for employment based on race, color, religion, sex, national origin, age, disability, sexual orientation, military or veteran status or other protected status. It is Muskies, Inc. policy to encourage and support a work environment that respects differences and provides all with self-respect, dignity, and fairness. Violation of this policy may be grounds for dismissal or severance from the corporation, Board of Directors or a Chapter Board.

(4) SEXUAL HARASSMENT. Muskies, Inc. is committed to providing a work environment that is characterized by mutual respect and dignity, and that is free of communication or behavior that is offensive or degrading. Sexual harassment is inconsistent with Muskies, Inc. values, as well as a violation of law. Sexual harassment is behavior of a sexual nature that is unwelcome, personally offensive or that interferes with the performance and effectiveness of the recipient and/or creates hostile work environment. It is a form of misconduct that is demeaning to another person and undermines the integrity of the working relationship. It can be committed by, for example, a supervisor, co-worker, volunteer, or vendor. Sexual harassment may occur between individuals of the same gender equally as between individuals of the opposite gender. Sexual harassment may be overt or subtle, and may consist of various physical behaviors and verbal and non-verbal communications, such as sexually innuendoes, suggestive comment, jokes of sexual nature, sexual propositions, threats; display of sexual suggestive objects, cartoons, or pictures including on a computer, graphic commentaries, impeding or blocking normal work or movement, suggestive or insulting sounds, leering, whistling, obscene gestures, unwanted physical contact, touching or pinching.

7.05. REPORTING A VIOLATION OF ETHICS AND/OR POLICIES. The purpose of this Article is to provide all board members, committee members and staff with guidelines for the reporting of unethical or illegal behavior by Muskies, Inc. board members, committee members, staff, vendors, professional service providers, or affiliated organizations.

(1) Muskies, Inc. is committed to lawful and ethical behavior in all of its activities and requires its board members, committee members and staff to conduct them in a manner that complies with all applicable laws and regulations. At any time a Muskies, Inc. person has a concern regarding the propriety or legality of any action contemplated to be taken or that has been taken by Muskies, Inc. or any Muskies, Inc. person, or believes that an action needs to be taken for Muskies, Inc. to be compliance with law or appropriate ethical standards, the person should promptly advise the President or the Vice President Finance/Treasurer.

(2) If management is unresponsive, if the complainant believes management will be unresponsive, or if management is itself the subject of the concern, person should contact the Legal Counselor or Parliamentarian for Muskies, Inc. to report his or her concerns. Every effort will be made to investigate a report by a Muskies, Inc. person as discreetly as possible. Because of the need to investigate the report, correct a problem, or prevent future problems, the corporation cannot, however, promise complete confidentiality.

(3) No person will be discharged, threatened, or discriminated against in any manner for reporting in good faith what he or she perceives to be wrongdoing, violations of law, or unethical conduct.

7.06. FISCAL YEAR AND AUDIT.

(1) FISCAL YEAR. The Fiscal Year of the Corporation shall coincide with the Calendar Year.

(2) AUDIT. As approved by the Executive Committee, an independent Certified Public Accounting firm shall be engaged to conduct independent, annual audits as required by various governmental authorities.

7.07. PROXY VOTING. No proxy votes shall be permitted in any election or voting procedure authorized by these Bylaws.

7.08. POLITICAL ACTIVITIES. No part of the chapter's activities shall consist of disseminating politically partisan propaganda or material.

CHAPTER VIII FORMATION OF FOUNDATIONS/FUNDS

8.01. GENERAL. Muskies, Inc. may establish Tax-Exempt Foundations (Funds) to pursue the goals of the organization. The power to create, operate and dissolve these funds shall rest only in the Board. All such funds and their "Statements of Purpose" shall become a part of the Muskies, Inc. Bylaws and be subject to the amendment provisions therein. All funds held by and/or under the control of each Chapter shall be subject to the control and direction of Muskies, Inc.

8.02. FORMATION. The Muskies, Inc. Board of Directors may form foundations by two-thirds (2/3) vote at any regularly scheduled Board meeting. The formation of a fund shall require the following:

- (1)** Adoption of a specific name for the fund.
- (2)** A complete "Statement of Purpose" (governing instrument) for which the fund is established shall be adopted.
- (3)** This document shall include the appropriate language, required for foundations, by the Internal Revenue Service. Presently code sections 4941, 4942, 4943, 4944 and 4945 apply.
- (4)** "Managing" Committee shall be established to manage the capital of the fund and to generate new capital through donations and other fund-raising projects.
- (5)** The Committee shall consist of, at a minimum, the President of Muskies, Inc., the Vice President Finance/Treasurer, and a committee Chairperson from the Board of Directors.
- (6)** "Review/Use Committee" shall be established with a minimum of three (3) members. Its purpose shall be to fulfill the "Statement of Purpose" of the fund by reviewing programs that are submitted to the committees and recommending or rejecting financial support for such programs.

8.03. MANAGEMENT COMMITTEE. The Managing Committee shall:

- (1)** Maintain complete financial records and report to the Executive Committee twice a year.
- (2)** Invest the capital of the fund in such a way as to preserve the principal and earn appropriate interest income.
- (3)** Solicit donations from corporations, individuals and government or private agencies.
- (4)** Organize and run fundraising events among the membership and the public to increase the assets of the fund.

8.04. REVIEW/USE. The Review/Use Committee shall generally serve as the spokesperson for the fund and shall:

- (1)** Market the fund to the membership and the public.
- (2)** Actively seek out programs deserving of financial support by the fund.

- (3) Review and evaluate projects for merit and need report directly to the Muskies, Inc. Board of Directors for action.
 - (4) Administer the distribution of funds as directed by the Muskies, Inc. Board of Directors.
 - (5) Only the Board, by a majority vote, shall have the power to authorize the distribution of the funds assets.
- 8.05. DISSOLUTION.** Only the Board shall have the power to dissolve a fund. The Dissolution must be by Bylaw Amendment. The assets of the dissolved fund will be distributed at the discretion of the Board of Directors by a two-thirds (2/3) vote.

8.06. FOUNDATIONS.

(1) GIL HAMM LEGACY FUND FOR MUSKIE RESEARCH

- (A) STATEMENT OF PURPOSE.** The Gil Hamm Legacy Fund for Muskie Research is a permanently restricted Fund established to fund worthy research programs involved in the muskellunge fishery. The funds principal shall remain intact and only earned interest shall be available for distribution to programs recommended by the Research Committee and approved by the Board. The fund shall comply with all relevant sections of the code of the Internal Revenue Service.
- (B) MANAGING COMMITTEE.** The Managing Committee shall be the Gil Hamm Legacy Fund for Muskie Research Committee and consist of the MI President, MI VP Finance/Treasurer and MI VP Fisheries and Research.
- (C) REVIEW/USE COMMITTEE.** The Review and Use Committee shall be the Research Committee of Muskies, Inc.

CHAPTER IX CHAPTER FUNDS AND PROPERTY

9.01. GENERAL. All funds and property of the Chapter shall be used only for purposes that are consistent with the purposes of Muskies, Inc. as stated in the Bylaws of Muskies, Inc., Bylaws of the Chapters of Muskies, Inc. and any and all resolutions and directives as may from time to time be promulgated by Board. As well, such funds and property shall be used only for actual administrative expenses in conducting the affairs of the Chapter. All funds and property given to or otherwise coming into the custody of the Chapter belong to and are the property of Muskies, Inc. and may be disposed of only for the purposes authorized by Muskies, Inc. and then only in accordance with the rules, regulations, directives and policies of Muskies, Inc. as the same may be from time to time amended by the Board. Each Chapter will finance and administer their own fundraising activities, with any profits to remain with the Chapter, to be used by the Chapter for purposes consistent with the purposes of Muskies, Inc., subject to the exceptions set forth under the caption, Special Gifts and Contributions.

9.02. DEPOSIT OF FUNDS. All funds and other valuable securities received by the Chapter shall be deposited in a bank designated by the Chapter Board in an account bearing the name: Muskies, Inc., _____ Chapter. As well, withdrawal from such account shall be made only by check or similar order signed by two (2) officers, one of whom shall be the Treasurer.

9.03. SPECIAL GIFTS AND CONTRIBUTIONS. As used in this subdivision, the term Special Gifts means funds or property which may be offered to a Chapter under the provisions of a will, a trust or a similar

instrument and the term Special Contributions means any funds or property other than a Special Gift which may be offered to a Chapter upon any condition or direction of the donor as to its application or purpose.

When a Chapter learns of a special gift or of a special contribution without prior written approval of Board or of the Chapter, it shall notify the Board immediately, giving such detailed information as it may have.

A Chapter shall not accept any special gift or special contribution without prior written approval of the Board which approval may be given upon such terms as the Board deems advisable. It is the policy of Muskies, Inc. with respect to a special gift or special contribution made to or for the benefit of a Chapter that:

(A) If it be made outright, without conditions or directives by the donor, the Board may, if it believes that the sum is relatively large with respect to the Chapter's requirements, direct that all or a part of such gift or contribution be held and be invested by the Board and that the income there from be paid regularly to the Chapter with all or such portion of the principal as the Board may determine there exists a justifiable need.

(B) If it be required to be retained as a trust fund with the income there from to be paid to the Chapter, such fund shall be held and be invested by the Board and the income there from shall be paid regularly to the Chapter for the maintenance and support of its authorized activities.

(C) Hatchery sponsorships are not to be considered special gifts or contributions as defined in this subdivision.

9.04. ENDOWMENTS. A Chapter shall not create an endowment fund.

9.05. REAL ESTATE. A Chapter shall not acquire real property by devise, gift, purchase or otherwise without the prior written approval of the Board. The title to all real property acquired by a Chapter shall be taken and recorded in the name of Muskies, Inc. Muskies, Inc. property located in a Chapter territory shall be financially maintained by the Chapter assigned such territory or by a combination of Chapter as shall be determined by the Board. No real property shall be disposed of without prior written approval of the Board and of the Chapter in whose territory the property is located.

9.06. PROFIT. The Chapter shall not provide financial gain, incidentally or otherwise, to its members.

CHAPTER X CHAPTER EXPENDITURES AND BUDGET

10.01. EXPENDITURES AUTHORIZED. All expenditures shall be made in accordance with the budget of the Chapter or with the authorization of the Chapter Board as the same shall have been recorded in the minutes of the Chapter. The Chapter Treasurer shall sign each expenditure invoice thereby indicating his approval of the expenditure. The following types of expenditures shall be authorized expenditures for a Chapter:

(1) Payment for educational equipment such as show booths, printed literature and, in general, expenses directly related to the purposes of Muskies, Inc.

(2) Payment for prizes, trophies, etc., as such prizes and trophies relate to the purposes of Muskies, Inc.

as stated in the Articles of Incorporation.

- (3) Payment of the general administration expenses of the Chapter.
- (4) Payments of contributions to Muskies, Inc.
- (5) Payment of general expenses incurred by Chapter members in specific promotions or activities approved by the Board.
- (6) Payment to Muskies, Inc. for merchandise such as pins, patches and the like.

10.02. EXPENDITURES NOT AUTHORIZED.

- (1) A Chapter shall not engage in the buying and selling of fishing equipment or other related merchandise for profit.
- (2) In general, expenses that have not been approved by the Chapter Executive Committee or by the Chapter Board are not authorized expenditures.

10.03.SIGNATURE: All checks, promissory notes and other commercial paper, and all other contracts necessary and proper to the business of the Chapter which require execution by the Chapter, shall be signed by two (2) officers, one of which shall be the Treasurer and one of which may be appointed by the Chapter Board as that body may from time to time.

10.04.RIGHT OF EXAMINATION.

The Board or their authorized representative shall have the right, at any time, to examine or audit any and all of the records and books of any Chapter.

10.05.BUDGET. Each Chapter shall adopt a budget system to enable its Chapter Board to plan a program for the year based on projected revenue and need of the Chapter and Muskies, Inc. The budget should set forth the experience of the past year and the current year in comparison with the expected revenue and need of the coming year. A copy of the Chapter budget shall be forwarded to the Board for approval.

CHAPTER XI CHAPTER ACTIVITIES

11.01. PUBLICITY. Effective publicity often determines the success of a Chapter. Each Chapter shall keep the public regularly informed of its activities through local newspaper, radio, television, electronic means and public meetings.

11.02. FUNDRAISING. Each Chapter may engage in local fundraising activities of a private or social nature of the type and in the manner generally approved by the Board, but each such activity must be in accordance with state law as indicated above for annual fundraising.

11.03. CHAPTER NAME. Chapters shall not belong to, or lend the Chapter name or the name Muskies, Inc. to any other organization for any purpose whatsoever without the written approval of the Executive Committee of the Board. Such approval shall be subject to periodic review and withdrawal at any time at

the discretion of the Executive Committee of the Board. Chapters affected by any such withdrawal of approval shall have the right to appeal the decision of the Executive Committee to the Board at any subsequent meeting of the Board, where a majority vote shall prevail.

11.04. EMBLEM. No Chapter shall use any insignia or emblem other than that of the Muskies, Inc. emblem, except that the Chapter name may be worn or displayed in conjunction with the official emblem. Chapters may design their own individual Chapter logo(s), for various apparel such as jackets, hats, T-shirts, sweatshirts, etc.

11.05. LAW COMPLIANCE. Each Chapter shall comply with all laws, rules and regulations of the country, state and political subdivision in which it is located and of all regulatory bodies having jurisdiction over said territory. Muskies, Inc. shall not be liable for the failure of a Chapter to comply with any such law, rule or regulation.

CHAPTER XII RECORDS AND REPORTS

12.01. GENERAL. Each Chapter shall furnish promptly to the Vice President Finance/ Treasurer and the Executive Accountant sufficient financial and other pertinent information regarding Chapter projects and activities. A final report on projects and activities must be available at the time of the audit.

12.02. MEMBERSHIP. Chapter membership lists are strictly confidential and intended only for Chapter use and may not be loaned, transferred, sold or otherwise used for any other purpose.

12.03. BOOKKEEPING. The bookkeeping records of the Chapter shall be in accordance with the guidelines as set forth by the Vice President Finance/Treasurer. and the Executive Accountant.

12.04. RETENTION OF RECORDS. All records, correspondence and books of account shall be retained in a secure location to be determined by the Board in accordance with applicable state and federal law. On direction of the Board or the Executive Committee, such records may be reduced to microfiche, placed in electronic storage, or destroyed, provided all financial records have been kept for at least the minimum period of time required by applicable state and/or federal law.

Adopted: May 21, 2011, Madison, WI

Amended: April 28, 2012, Campbellsville, KY

Amended: October 25, 2012

Amended: April 27, 2013, Sheboygan, WI

Amended: April 26, 2014, Brainerd, MN

Amended: April 18, 2015, Green Bay, WI

Amended: March 12, 2016, Minnetonka, MN

Amended: March 04, 2017, Cranberry, PA

Amended: April 07, 2018, Schaumburg, IL

Amended: June 04, 2019 Special Board Phone Conference