

**CONSTITUTION AND BYLAWS OF
PAYNES POINT HOOK & SPEAR FISHING CLUB, INC.**

Article I

Name

This organization being formed May 9, 1979, is to be known as Paynes Point Hook & Spear Fishing Club, Inc.

Article II

Articles of Incorporation

- A. This organization, having filed with the Secretary of State in Wisconsin, July 16, 1979, shall be known as the Paynes Point Hook & Spear Fishing Club, Inc.

Article III

Purpose

The corporation is organized exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code.

- A. This organization was created for the purpose of fostering conservation and conservation education, promoting and educating in the areas of sportsmanship, stewardship, fairness, and safety in all aspects of outdoor sports including fishing, hunting, and other activities endorsed by the Board of Directors from time to time.
- B. To plow and maintain roads, tree lines, and bridges on Lake Winnebago, when conditions permit.

Article IV

Membership

- A. The membership in this organization shall be open to all.
- B. All members are to abide by the Club regulations and to carry out its duties.
- C. Charter memberships of \$25 are a family membership and includes children to the age of 18 years with no annual dues.
- D. Charter members constituting 69, formed original organization. Charter membership was limited to first 90 days.
- E. Membership year shall run from January 1 thru December 31. A General Family Membership of \$20 entitles the participant and his family to full organizational benefits. Senior Memberships (62 and older) shall pay \$15. On a General Family Membership, children are included to age 18.
- F. Membership fees can be adjusted by action of the Board and approval by the Membership.
- G. No more than one (1) member of an immediate family (husband, wife, or child under 18) may serve as an Officer
- H. Family memberships shall include up to two (2) votes. For immediate family, you must be at least 18 to vote.
- I. Members must hold an active membership for one month prior to having voting authority or ability to run for elected office.
- J. Members misrepresenting the club or causing actions inconsistent with club effectiveness may have their memberships revoked by the Board of Directors.
- K. Lifetime memberships of \$350 will be a family membership and includes children to the age of 18 years with no annual dues. Lifetime memberships can be purchased for children under the age of 18. Must be 18 years or older to vote and each family membership includes 2 votes. By Law to be reviewed in 2023

Article V
The President

- A. Shall preside at meetings and conduct them in a business like manner.
- B. Shall appoint various committees necessary for the operation of the Club.
- C. Shall by virtue of office be Chairperson of the Board of Directors.
- D. Shall present at each Annual Meeting of the Club an Annual Report of the work of the organization.
- E. Shall see all books, reports, inventory and certificates as required by law are properly kept and filed.
- F. Term of office shall be two (2) years with election on even years.
- G. Shall vote only to break a tie.

Article VI
The Vice President

- A. Shall, in the absence of the President perform the duties of that office. In the absence of the President and Vice President, the Secretary shall preside over meetings.
- B. Term of office shall be two (2) years with election on odd years.
- C. Shall have full voting privileges.
- D. Shall maintain a complete inventory list of items over \$100 of club owned items (less Plow and Bridge inventory) and provide at the March meeting a list of repairs or replacement of items.

Article VII
The Secretary

- A. Shall be responsible for keeping a true record of all meetings.
- B. Shall take care of all correspondence and notices.
- C. Shall maintain a complete membership list of club members including month of sign up.
- D. Term of office shall be two (2) years with election on even years.
- E. Shall have full voting privileges.

Article VIII
The Treasurer

- A. Shall keep a true account of all receipts and disbursements.
- B. Shall deposit in a reliable Financial Institution all the Club's funds into a Club checking account, savings account and/or money market.
- C. Along with the President shall make withdrawals from all accounts, only with joint signatures.
- D. Shall during their term in office make a true and complete report of financial transactions to members at meetings.
- E. Shall give a complete financial report to the Board of Directors.
- F. Shall maintain a complete ledger of receipts and disbursements.
- G. Ledger of receipts and disbursements, cancelled checks and bank statements shall be audited by three (3) general members of the Club, appointed by the Vice President, at the end of the Club's fiscal year (April 1 to March 31). The Audit Committee shall have two (2) months to prepare a report.
- H. Term of office shall be two (2) years with election on odd years.
- I. Shall have full voting privileges.

Article IX
Board of Directors

- A. Management of the Club shall be vested in the Club's Officers and Board of Directors, which shall consist of nine (9) members.
- B. Directors shall be elected by the Club's membership at the Annual Meeting.
- C. Term of office for a Board member shall be three (3) years, with three (3) members to be elected each year.
- D. A Director shall be replaced if he/she misses more than three (3) consecutive meetings, general or Board of Directors, without legitimate excuse (work, illness, vacations, etc.). Notice of absence shall be made prior to meeting to any Officer or Director.
- E. Officers and Directors shall be present at ten (10) out of seventeen (17) meetings, General and Board, per year.
- F. A vacancy shall be filled from prior Annual Meeting voting (ballots) results).
- G. The immediate Past-President shall hold the Office of Director-At-Large for one (1) year as advisor with no voting privileges.
- H. Board of Directors meetings shall be held on the first (1) Tuesday of the month.
- I. The Board shall have power to appoint any Officer, except President (Vice President shall move to President) in case of a vacancy to complete term.
- J. Any Officer or Director will be given free membership for service to the Club while they execute their term ending with that calendar year.
- K. The Board of Director shall have the power to spend up to \$1,000.00 for Club activities without approval of membership. These expenditures must be reported to general membership. L. Any donations by general membership must be approved by the board of directors.

Article X
Meetings

- A. The second (2) Thursday September thru April. shall be the club's General Meeting dates.
- B. The President shall call a Special meeting any time conditions warrant it.
- C. The calendar of the Club's meetings shall be printed on the back of the Membership card with place of meetings.
- D. The Annual Meeting shall be held on the second (2) Thursday of April.
- E. A quorum shall consist of not less than ten (10) general members present. If less than 10 general members are present, the board will elect a logical process to proceed.

Article XI
Committee

- A. Plow and Bridge Committee
 - 1. A Chairperson of the Plow and Bridge Committee shall be elected by a quorum vote at the October General meeting.
 - 2. The Chairperson shall appoint members, not to exceed 6, whose function is to support the Chairperson in their capacity.
 - 3. The Plow and Bridge Committee is responsible for tree-line, bridges and roads as well as the maintenance, repair and removal of the aforementioned.
 - 4. The Plow and Bridge Committee, Board of Directors and Officers are the only authorized personnel and are solely responsible for use of trucks in connection with plowing, towing and maintenance of the bridges. They must report directly to the Plow and Bridge Chairperson of any and all repairs to equipment needed to adequately perform their duties.
 - 5. The Plow and Bridge Committee is responsible for maintenance and storage of trucks and equipment.

6. The Plow and Bridge Committee is directly responsible to the Board of Directors.
 7. Plowing and Bridge Maintenance
 - i. The plowing pattern is up to the discretion of the Plow Committee.
 - ii. Depending on weather conditions, the plowing of roads and bridge maintenance shall begin and end when the Chairman designates.
- B. Property and Grounds Committee
1. A Chairperson(s) for Property and Grounds shall be approved by the board and elected by a quorum vote at the October General meeting.
 2. The Chairperson(s) shall be responsible to identify and maintain club properties and report directly to the Board of Directors.
- C. Insurance Committee
1. Complete insurance coverage shall be secured and carried by the Club for properties, vehicles and snow removal equipment owned by the Club.
 2. The Club shall carry liability insurance.
 3. The Insurance Committee shall consist of two (2) members and Chairman approved by the Board of Directors.
- D. Nominating Committee
1. The Committee shall consist of the three (3) newly elected directors.
 2. The Committee shall start slate of nominations at the February meeting and present to the Club at the March Meeting at which time nominations will close.
- E. Other Committees - The Board of Directors may create and appoint any other committee it deems necessary to fulfill the objectives of the Club. The President shall be an ex-officio member of all committees.
- F. Committees may establish rules necessary to provide guidelines for conducting their charter. Any rules that are established will need to be read at the general meeting prior to enforcing the rules.

These rules will be reviewed and modified annually by the respective committees.

Article XII **Club Activities**

- A. All proceeds derived from the operation of the Club shall be used for the betterment of conservation and conservation education, promoting and educating in the areas of sportsmanship, stewardship, fairness, and promoting safety in all aspects of outdoor sports including fishing on Lake Winnebago.
- B. All donations to worthwhile charities must be pre-approved by the Board of Directors, followed by approval of the club membership.
- C. The Club exists for non-profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Board of Directors, Officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- D. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office.

- E. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)
- F. In order to provide long term financial stability of the corporation, 5-10% (upon the discretion of the board) of the net annual income shall be maintained as a club existence fund (upon the discretion of the board) to secure the clubs existence.

Article XIII **Constitution and Bylaws**

- A. Constitution and Bylaws may be amended by two-thirds (2/3) vote of the membership present at the Annual Meeting. Such amendment must be read at the Meeting prior to voting on the Amendment.
- B. These Bylaws shall be reviewed once every two (2) years by the Bylaw Committee, appointed by the President.
- C. Every member of this Club shall be furnished with a copy of the Constitution and Bylaws upon request.

Article XIV **Dissolution**

The corporation may be dissolved only by a two-thirds vote by the entire membership eligible to vote in a general membership meeting. All members must receive notice by mail at least 60 days in advance of the proposed vote.

In the event the Payne's Point Hook & Spear Fishing Club ceases to function and upon the dissolution of the Club, the Board of Directors shall, after paying or making provisions for the down payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific or conservation purposes as shall at the time shall qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Such dispersal shall be solely at the discretion of the court.

Article XV **Liability and Indemnification**

Section 1. Liability. To the extent permitted by law, an officer, director, trustee or non-director volunteer shall not be personally liable to the Club or the general membership for monetary damages in connection with a breach of fiduciary duty. The Club assumes all liability to any person other than the Club or its members for acts or omissions of an officer, director, trustee or non-director volunteer.

Section 2. Insurance. The Board of Directors shall be authorized to purchase and maintain liability insurance should any area of personal liability to the officers, directors, trustees, employees, agents or representatives of the Club be determined.

Section 3. Indemnification. To the fullest extent provided by Wisconsin law, the Club shall hold harmless, defend and indemnify all officers, directors, trustees, employees, agents and non-director volunteers. The club will provide indemnification reimbursements only in amounts not covered by applicable insurance. Indemnification does not cover those who commit unlawful acts.