

MINNESOTA BOWHUNTERS, INC.

BYLAWS

Adopted by the Board of Directors on March 22, 2016

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ARTICLE I. NAME

The name of this organization shall be MINNESOTA BOWHUNTERS, INCORPORATED. It shall be a nonprofit Corporation incorporated under the laws of the State of Minnesota. Hereinafter, where referred to as MBI or the Organization, it shall be interpreted to mean the Corporation.

ARTICLE II. PURPOSE

The purpose of the Corporation shall be to foster, protect and preserve the sport of bowhunting in Minnesota for current and future generations. The goals shall be to:

- Provide opportunities for bowhunters to meet, share experiences, engage in friendly competition and develop a fraternal spirit.
- Present our membership's positions to government officials, departments, and Legislators.
- Educate hunters and the general public on the values of bowhunting.
- Promote and work to maintain high quality wildlife habitat in Minnesota.
- Promote good sportsmanship, good hunting ethics, and safe hunting practices.
- Support enforcement of regulations that curtail the illegal or unethical taking of wildlife.
- Support efforts to increase opportunities for bowhunters to hunt on public and private lands.

ARTICLE III. MEMBERSHIP

Section 1. The membership shall consist of any person or group of persons having such qualifications as prescribed for the various classifications of membership and who has paid the required dues as specified and who has not been convicted of any violations of the Minnesota Game and Fish Laws within a twelve month period prior to the date of application. A member convicted of such violation automatically ceases to be a member,

but may be reinstated by a majority vote of the Board of Directors of Directors after a twelve month probation period.

Section 2. Membership Categories:

- A. Regular. A Regular membership is an individual membership with three (3) options:
 - (1) A one (1) year individual membership for \$20.
 - (2) A three (3) year individual membership for \$55.
 - (3) A one (1) year membership for individuals 65 years of age or older for \$10.
- B. 100% Club. Where all members of a Minnesota archery club belong to a state archery organization, there shall be a one (1) year individual membership for 100% Club members at their choosing for \$15. The 100% Club shall be granted one (1) seat on MBI's Board of Directors.
- C. Affiliated Club. Where all members of a Minnesota archery club do not belong to a state archery organization, there shall be up to five (5) one (1) year individual memberships granted to the Officers of the Affiliated Club for \$75.
- D. Life. An individual membership for life shall be granted to an individual:
 - (1) under age 65 for \$375.
 - (2) 65 years of age or older for \$150.
- E. MBI Booster. An annual MBI Booster membership shall be granted to any business for \$50. MBI Booster will be granted advertising on MBI's website for one year. MBI Boosters shall be considered non-voting members.
- F. At the discretion of the individual member applying for membership in the organization, all memberships except MBI Booster may include spouse and family members age 17 and under. The individual member must notice the Corporation of such designation and provide the names and ages of family members to the Corporation. Only one copy of mailings will be sent to the individual member's primary address. Spouse and family members of an individual members shall be considered non-voting members.

Section 3. Membership Effective Dates

- A. Regular, MBI Booster, and Affiliated Club memberships shall begin the day payment is received and shall expire one year later on the last day of the month.
- B. Life memberships shall begin the day the payment is received and remain in effect throughout the lifetime of the individual.
- C. 100% Club memberships shall begin on the day the payment is received and remain in effect until a date the following year that is agreed to by the club and the organization's Board of Directors.
- D. Membership expiration dates for spouse and family members associated with an individual member shall terminate the same date as the individual member.

Section 4. Membership Rights.

- A. Voting rights. Individual members age 18 and older (not including spouses of an individual member), shall be entitled to one (1) vote in all matters to be determined by the membership at the annual members meeting and at any special members meetings as might be called by the President or general membership.
- B. Right to office. Individual members (not including spouse and family members) shall be entitled to hold office after being duly nominated and elected in accordance with these Bylaws.

ARTICLE IV. STRUCTURE

Section 1. The Corporation shall be administered by a Board of Directors elected by and from the Corporation's members. The Board of Directors shall not exceed twenty (20) individuals (hereafter called Directors), including those that represent 100% Clubs, unless the number of Directors representing 100% Clubs exceeds ten (10). If so, then the total number of Directors allowed shall increase accordingly. The Board of Directors shall act on behalf of the Corporation's members. The responsibility of the Board of Directors shall be to provide the Corporation its overall direction and policy and to give the Executive Committee the responsibility of carrying out the daily business operations of the Corporation.

Section 2. The Executive Committee shall be comprised of the Corporation's Officers and other members, appointed by the Board of Directors, that serve as committee chairs and in other critical capacities that help the Corporation function. The Executive Committee shall be responsible for carrying out the Corporation's daily business based on the direction and policy given by the Board of Directors.

Section 3. The Corporation's fiscal year shall run from April 1 through March 31.

ARTICLE V. OFFICERS

Section 1. Required Officers

The Board of Directors shall elect from their membership a President, Vice President, Secretary, and Treasurer who shall hold their offices until their successors are duly elected. The President, upon the end of his/her term as President, shall automatically succeed to Past President for a one-year term and be considered an Officer. No individual shall hold more than one office at any given time except in cases of a vacancy whereby another officer may fulfill the obligations of the vacant position until the vacancy can be filled as prescribed in the Bylaws. The Officers shall also serve on the Executive Committee.

Section 2. Officer Responsibilities

A. President

- (1) General active management of the business of the Corporation.
- (2) Preside at meetings of the Board of Directors, Executive Committee, and of the members.
- (3) Ensure that orders and resolutions of the Board of Directors and Executive Committee are carried into effect.
- (4) Sign and deliver in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or Bylaws or by the Board of Directors to an Officer or agent of the Corporation.
- (5) Certify proceedings of the Board of Directors, Executive Committee, and the members when necessary.
- (6) Oversee all committee activities.
- (7) Act as the primary spokesperson for the organization.
- (8) Prepare and distribute meeting agendas before each meeting.
- (9) Perform other duties prescribed by the Board of Directors.

B. Vice-President

- (1) Assume the duties of the President in his/her absence.
- (2) Perform any duties delegated by the President.

C. Secretary

- (1) Act as custodian of all records and reports of the Corporation including, but not limited to, the Articles of Incorporation; Bylaws; Statements of Rules, Policies; Schedules of Dues and Fees; meeting minutes; and committee reports.
- (2) Update and submit annual Corporation filings required by the Minnesota Secretary of State.
- (3) Record and keep accurate minutes of all Board of Directors, Executive Committee, and members meetings.
- (4) Within 30 days after all Board of Directors, Executive Committee, and members meetings, distribute copies of the minutes to all Directors, the Newsletter editor, and to the MBI Webmaster.
- (5) Prepare a summary of the business conducted at the annual members meeting or special members meetings and send to the newsletter editor for publishing in the following MBI newsletter and the MBI webmaster for posting on the MBI website.
- (6) When required by the Board of Directors, furnish the Corporation a surety bond conditioned on the faithful discharge of his/her duties, in such amount and with a company to be approved by the Board of Directors. All costs for such bond shall be paid for by the Corporation.

D. Treasurer

- (1) Shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation
- (2) Maintain checking, savings and other investments to ensure a reasonable rate of return while protecting the Corporation's funds.
- (3) Endorse for deposit all notes, checks, and drafts received by the Corporation as ordered by the Executive Committee, making proper vouchers for the deposit.
- (4) Deposit money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Executive Committee.
- (5) Disburse the Corporation's funds and issue checks and drafts in the name of the Corporation as ordered by the Executive Committee.
- (6) Provide at each Board of Director, Executive Committee, and members meetings a summary report of transactions by the Treasurer and of the financial condition of the Corporation.
- (7) File any required federal, state, and local taxes and non-profit financial reports.
- (8) Perform other duties prescribed by the Executive Committee or by the President.
- (9) When required by the Executive Committee, furnish the Corporation a surety bond conditioned on the faithful discharge of his/her duties, in such amount and with a company to be approved by the Executive Board. All costs for such bond shall be paid for by the Corporation.

E. Past President

- (1) Act as advisor to the President, Board of Directors, and Executive Committee.

ARTICLE VI. TERMS OF OFFICE

Section 1. Each Director shall be elected for a term of three (3) years. An effort shall be made to maintain staggered terms so that only one-third of the Board of Directors is elected each fiscal year.

Section 2. There shall be no limit upon the number of succeeding terms for Directors.

Section 3. The Officers shall be elected for one year Terms with no limit to the number of terms except for the President.

Section 4. The President may be elected for no more than four (4) consecutive terms. After the fourth term, there must be a lapse of at least one (1) year before being eligible for the office again.

Section 5. Upon the end of his/her term as President, the President shall automatically succeed to Past President for a one-year term. After completing said one-year term, the Past President will complete any remaining years in his/her term as a Director. There are no other successions for Officers of the Corporation.

ARTICLE VII. ELECTIONS

Section 1. There shall be no cumulative voting or voting by proxy.

Section 2. Directors

A. A minimum of 90 days prior to the annual members meeting, the President shall form a nominations committee to solicit nominees from the organization's membership for the Director positions that will be vacant. All nominees must be members at the time of their nomination. Although not required, it is suggested that the Past President chair the nominations committee.

B. The list of nominees for the Board of Directors shall be presented at the annual members meeting at which time the members, including existing Directors, will be asked to vote by secret paper ballot for as many nominees as there are vacancies to be filled. The nominees receiving the greatest number of votes, equal to the number of vacancies, shall be considered elected to the Board of Directors. In the event that multiple candidates with the most votes end up in a tie, those candidates will engage in a run-off election to be held immediately by secret paper ballot.

Section 3. Officers

At the first Board of Directors meeting of the fiscal year following the annual members meeting, the Board of Directors shall meet and elect from their number, a President, Vice President, Secretary, and Treasurer who shall hold their offices until their successors are duly elected in accordance with these Bylaws.

ARTICLE VIII. RESIGNATION, REMOVAL, VACANCIES

Section 1. Resignation.

- A. A Director may resign at any time by giving written notice to the Board of Directors. The resignation is effective without acceptance when the notice is given to the Board of Directors, unless a later effective time is specified in the notice.
- B. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 2. Removal of Directors.

- A. A Director may be removed at any time, with or without cause, if:
 - (1) The Director was named by the Board of Directors to fill a vacancy; and
 - (2) The members with voting rights have not elected Directors in the interval between the time of the appointment to fill the vacancy and the time of the removal; and
 - (3) A majority of the remaining Directors present at a meeting of the Board of Directors affirmatively vote to remove the Director.
- B. When removing a Director by members with voting rights, a Director may be removed at any time, with or without cause, by those members eligible to elect the Director.

Section 3. Vacancies.

- A. Board of Directors Positions. In the event that a Board of Directors position becomes vacant between Annual Business Meetings, the Board of Directors may choose to fill the vacancy. If so, the Board of Directors shall solicit nominations from the membership for the vacancy until such time it believes it has an adequate number of qualified candidates. The Board of Directors shall elect an individual from the candidates using a secret paper ballot. If, after the Board of Directors has reasonably solicited nominations and only one candidate is nominated, the Board of Directors may appoint the nominee by majority vote. Directors that fill such vacancies shall serve until the next annual members meeting. At that time an election shall be held in accordance with this Article and the Bylaws to fill the remaining term of the vacancy.
- B. Officer Positions. In the event that an Officer position, with the exception of the Past President, becomes vacant during that Officer's term, the Board of Directors shall at their next meeting hold nominations from their number and elect, by majority vote, an individual to fill the remaining term of office.

ARTICLE IX. DUTIES, AUTHORITY, AND RIGHT TO ACT

Section 1. It shall be the obligation of all members and Directors to comply with the Articles of Incorporation and Bylaws. The Board of Directors is authorized to commence termination proceedings pursuant to Minn. Chapter 317A against any employee, member, or Director that fails and refuses to abide by said Articles, Bylaws, and Statutes.

Section 2. Board of Directors and Executive Committee

- A. Quorum. In order to conduct business, the Board of Directors and the Executive Committee shall have a quorum present during their respective meetings and when voting. A quorum is defined as a majority of the Directors and Officers currently holding office for the Board of Directors and Executive Committee, respectively. If a quorum is not present, a meeting may be adjourned or voting tabled until a quorum is present.

- B. After fulfilling the quorum requirement in IX.2.A., the Board of Directors and Executive Committee shall have the authority to transact any business of the Corporation by a majority vote of those present.
- C. When any business of the Corporation causes any compulsory action on the entire membership of the organization; then all members shall be notified by mail at least 30 days prior to such action, and there must be a unanimous vote of approval by the entire Board of Directors.

Section 3. Contractual Restraints

The President, Vice President, Secretary, and Treasurer of the Corporation must have authorization by the Board of Directors or the Executive Committee in order to execute and deliver any contracts, instruments, notes, loan agreements, conveyances, undertakings or other legal obligations in the name of or on behalf of the Corporation.

Section 4. Checks and Payments

All checks and other orders for the payment of money over \$300.00 shall be signed by the Corporate Treasurer and Corporation President or a committee member designated by the Board of Directors.

ARTICLE X. MEETINGS

Section 1. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 2. Annual Members Meeting

- A. Frequency. An annual meeting of the organization's members shall be held each year during the month of March at a time and place determined by the Board of Directors.
- B. Meeting Date. The Board of Directors may fix a date not more than sixty (60) days, but not less than five (5) days, before the date of a meeting of members as the date for the determination of the members entitled to notice of and entitled to vote at the meeting. When a date is so fixed, only voting members on that date are entitled to notice of and permitted to vote at that meeting of members.
- C. Notice requirements. All those eligible to vote, as per these Bylaws, must receive a notice including the date, time, and place of the annual members meeting, as well as the purpose(s) of the meeting.
- D. Agenda. At a minimum the meeting shall include:
 - (1) An election to replace Directors who have completed three year terms and to fill any vacancies that exist on the Board of Directors.
 - (2) A report on the activities and financial condition of the Corporation.
 - (3) An opportunity for members to provide input on the Corporation's annual plan for the upcoming fiscal year.
 - (4) An opportunity for the members to act upon other matters as may be raised consistent with the notice of the meeting requirements.
- E. List of Members
 - (1) Preparation. After fixing a record date for notice of and voting at a meeting, the Corporation (likely the Membership Committee Chair) shall prepare an alphabetical list of the names of its members who are entitled to notice and to vote. The list must show the address and number of votes each member is entitled to vote at the meeting.
 - (2) Inspection. The list of members must be available for inspection by a member with voting rights for the purpose of communication with other members concerning the meeting, beginning two business days after the

meeting notice is given and continuing through the meeting, at the Corporation's registered office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. The list must also be available at the meeting. A member, a member's agent, or attorney is entitled on written demand to inspect and to copy the list, at a reasonable time and at the member's expense, during the period it is available for inspection and at any time during the meeting or an adjournment.

- F. Quorum. The members present at the annual members meeting shall constitute a quorum.
- G. Voting. An affirmative vote by a majority of those attending the annual members meeting is required for action.

Section 3. Board of Directors Meetings

- A. The Board of Directors shall have a minimum of two (2) regular meetings per fiscal year. The President may call for additional meetings as deemed necessary.
- B. The President or Secretary shall determine the date, place, and time for such meetings.
- C. Notice of such meetings shall be sent to each Director at least thirty (30) days prior to such meetings to their mailing or email address as shown in the membership records.
- D. An agenda for such meetings shall be developed by the President and sent to each Director no later than seven (7) days prior to the meeting.
- E. The first meeting of the Directors in a fiscal year shall occur within one month of the annual members meeting. The Directors at this meeting shall elect Officers in accordance with these Bylaws, establish an annual plan for the fiscal year based on input from the organization's members, establish a budget for the fiscal year commensurate with the annual plan, and appoint committee members commensurate with the annual plan.

Section 4. Executive Committee Meetings

- A. The Executive Committee shall have a minimum of four (4) regular meetings per fiscal year. The President may call for additional meetings as deemed necessary.
- B. The President or Secretary shall determine the date, place, and time for such meetings.
- C. Notice of such meetings shall be sent to each Executive Committee member at least fifteen (15) days prior to such meetings to their mailing or email address as shown in the membership records.
- D. An agenda for such meetings shall be developed by the President and sent to each Executive Committee member no later than seven (7) days prior to the meeting.
- E. Executive Committee meetings will be held in order to transact business or take action on issues that involve the daily business of the Corporation including, but not limited to, the Corporation's financial condition, the authorization of expenditures, providing direction to committees and making decisions on issues relative to committee actions, and ensuring that reporting and contract requirements are met. The Executive Committee is responsible for implementing the annual plan as directed by the Board of Directors.

Section 5. Special Meetings of Members

- A. If at least 50 members with voting rights or ten percent (10%) of the members of the Corporation with voting rights, whichever is less, sign, date, and deliver to the President one or more written demands for a meeting describing the purpose for which it is to be held, a special meeting of the Corporation's members shall be held.

- B. Within 30 days after receipt of a demand for a special meeting from voting members, the Board of Directors shall cause a special meeting to be called and held on notice no later than 90 days after receipt of the demand at the expense of the Corporation. If the Board of Directors fails to cause a special meeting to be called and held as required by this subdivision, a voting member making the demand may call the meeting by giving notice under section at expense of the Corporation. If a special meeting is demanded by the members, the meeting must be held in the county where the Corporation's registered office is located.
- C. The notice of a special meeting must contain a statement of the purposes of the meeting. The notice may also contain other information required by the Articles of Incorporation or Bylaws or considered necessary or desirable by the Board of Directors or by another person calling the meeting. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting. Business transacted at a special meeting that is not included in those stated purposes is voidable by or on behalf of the Corporation.

ARTICLE XI. COMMITTEES

Section 1. During the first Board of Directors meeting of the fiscal year, the Board of Directors may establish committees and appoint committee chairs for the fiscal year. Committees may include, but not be limited to, newsletter, membership, web, certain events, merchandise, legislative, marketing, and auditing.

Section 2. Executive Committee. See Article IV. Section 2.

Section 3. Except for the Executive Committee, committee members shall serve for not less than one (1) year, or until new committee members are appointed.

ARTICLE XII. RULES, POLICIES, SCHEDULE OF FEES

The Corporation, through its Board of Directors, may adopt standing rules, policies, and a schedule of miscellaneous fees it deems necessary to promote the business of the Corporation.

ARTICLE XIII. BYLAW CHANGES

Section 1. Amendments by Board of Directors

With the exception of Article IX. 2. C., the Board of Directors, by a two-thirds vote of the votes being cast, may amend the Bylaws at any meeting of the Board of Directors. Included in the notice shall be a copy of the proposed amendment to the Bylaws.

Section 2. Amendments by Members

If at least 50 members with voting rights or ten percent (10%) of the members with voting rights, whichever is less, propose to the Board of Directors a resolution for action by the Board of Directors to adopt, amend, or repeal any part of the Bylaws, the Board of Directors must consider such action at its next meeting. The resolution must contain the provisions proposed for adoption, amendment, or repeal. Such a proposal must be noticed to all members.

ARTICLE XIV. BOOKS, RECORDS AND FINANCIAL STATEMENT

Section 1. Records Required

The Corporation shall keep at its registered office correct and complete copies of its Articles of Incorporation and Bylaws, accounting records, statements of rules and policies, schedules of dues and fees, voting agreements, and minutes of meetings of members, Board of Directors, Executive Committee, and other committees for the last six years.

Section 2. Records Availability

A member or a Director, or the agent or attorney of a member or a Director, may inspect all documents referred to in Article XIV for any proper purpose at any reasonable time. A proper purpose is one reasonably related to the person's interest as a member or Director of the Corporation.

Section 3. Financial statement

Upon request, the Corporation shall provide any member or Director a statement showing the financial result of all operations and transactions affecting income and surplus during its last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of the closing date of the accounting period.

Section 4. Other use prohibited

A member or Director who has gained access under Article XIV to any corporate record may not use or furnish to another for use the corporate record or a portion of the contents for any purpose other than a proper purpose. Upon application of the Corporation, a court may issue a protective order or order other relief as may be necessary to enforce the provisions of Article XIV.

Section 5. Cost of copies

The Corporation may charge the requesting party a reasonable fee to cover the expenses of providing copies of documents under Article XIV.