Section 7.2. **Fiscal Year.** The fiscal year of the corporation shall end on the last day of December each year.

ARTICLE VIII. AMENDMENTS

Section 8.1. **By Members.** These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by affirmative vote of a majority of all members voting at a meeting which is called for such purpose and at which a quorum is in attendance. Before the members may alter, amend, or repeal the bylaws, however, the proposed change must be submitted to the board of directors and the board must approve the change.

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At the annual meeting on March 5, 2022, a majority of the members of Wisconsin Bow Hunters Association, Inc., approved and adopted the above bylaws.

Officer Signature

David A Peterson

Officer Title

BYLAWS
OF
WISCONSIN BOWHUNTERS ASSOCIATION, INC.

ARTICLE I.
NAME, INCORPORATION, PURPOSE AND OFFICE

Section 1.1. **Name.** The name of this corporation is Wisconsin Bow Hunters Association, Inc.

Section 1.2. **Incorporation.** The corporation is a nonstock, nonprofit corporation organized under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes.

Section 1.3. **Purpose.** The corporation is intended to be a tax-exempt organization described in Internal Revenue Code section 501(c)(7), namely, a club organized for pleasure, recreation, and other nonprofitable purposes, substantially all the activities of which are for such purposes and no part of the net earnings of which inures to the benefit of any private shareholder. Within those general purposes, the specific purposes of the corporation are to (a) promote the sport of hunting with the bow and arrow and (b) foster the education, fellowship, and good sportsmanship of its members.

Section 1.4. **Offices.** Until no longer required by the Wisconsin Nonstock Corporation Law, the corporation shall have a registered office at all times in the State of Wisconsin. The corporation shall initially have its registered office at 17 East 3rd Street, P. O. Box 240, Clintonville, Wisconsin 54929. Initially, the registered agent shall be Julie C.Rettler at that address. The initial principal office of the corporation shall be at 17 East 3rd Street, P. O. Box 240, Clintonville,, Wisconsin 54929. The board of directors may from

time to time change the registered agent, the registered office, or the principal office.

ARTICLE II. MEMBERS

Section 2.1. **Qualification.** Any individual who supports the purposes of the corporation is qualified to be a member of the corporation.

Section 2.2. **Membership Categories.** Upon completion of an application form approved by the corporation and payment of the dues amount established by the board of directors, a qualified individual may (a) become a member for one or more years or for lifetime and/or (b) obtain a one-year family membership that includes not only the qualified individual but also all family members who live at the same address and who are under the age of 18.

Section 2.3. **Booster Club Membership.** Upon completion of an application form approved by the corporation and payment of the dues amount established by the board of directors, a business that supports the purposes of the corporation may become a member of the corporation's booster club.

Section 2.4. **Voting Rights.** Each individual member who is over the age of 18 is entitled to one vote on each matter that comes before the members. Booster club membership does not include voting rights. To vote at a meeting, the member must be present at the meeting; proxy voting is not allowed.

Section 2.5. **Annual Meetings.** An annual meeting of the members shall be held on the first weekend in March (or within 30 days thereof) at a place in the State of Wisconsin designated by the board of directors. At the annual meeting, the members shall elect directors for the upcoming year and transact any other business that comes before the members. Notice setting forth the time and place of the annual meeting shall be published in the corporation's regular publication, which shall be mailed to the members at least 30 days before the date fixed for the meeting.

Section 2.6. **Special Meetings.** Special meetings of the members may be called at any time by majority vote of the board of directors. Special meetings shall be held at a place in the State of Wisconsin designated by the board. The corporation's

a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendre or its equivalent, or after trial) shall not be deemed an adjudication that such director or officer is guilty of fraud in the performance of his or her duties, if such director or officer was acting in good faith in what he or she considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal. The corporation by its board of directors, may indemnify in like manner, or with any limitations, any employee or former employee of the corporation with respect to any action taken or not taken in his or her capacity as such employee. The foregoing rights of indemnification shall be in addition to all rights to which officers, directors or employees may be entitled as a matter of law.

Section 6.3. **Transactions with the Corporation.** No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the contract or transaction is fair and reasonable to the corporation. Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction. This Section shall not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VII. GENERAL

Section 7.1. **Seal.** The corporation shall not have a corporate seal.

Section 5.4. **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the board of directors.

ARTICLE VI. OFFICERS AND DIRECTORS: LIABILITY AND INDEMNITY; TRANSACTIONS WITH CORPORATION

Section 6.1. **Liability of Directors and Officers.** No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him, in good faith, as a director or officer and the corporation, or of any other corporation which he or she serves as a director or officer at the request of the corporation, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his or her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he or she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he or she may be entitled as a matter of law.

Section 6.2. **Indemnity of Officers and Directors.** Every person who is or was a director or officer of the corporation, and any person who may have served at its request as a director or officer of another corporation, shall (together with the heirs, executors and administrators of such person) be indemnified by the corporation against all costs, damages and expenses asserted against, incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he or she is made or threatened to be made a party by reason of his or her being or having been such director or officer, except in relation to matters as to which a recovery shall be had against him or her by reason of his or her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his or her duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of

secretary shall mail a notice of the special meeting to each member of record with voting rights at least 30 days before the date fixed for the meeting. The notice shall state the time and place of the meeting and the object of the meeting. No business may be transacted at a special meeting, except as stated in the notice sent to the members, unless the members attending the special meeting unanimously consent to the transaction of additional business.

Section 2.7. **Waiver of Insufficient Notice.** Any member may, in writing or by appearing at a meeting, waive any lack of sufficient notice of the meeting.

Section 2.8. **Quorum.** 0.75 percent of the membership, based upon the membership as of the last day of February of the current year, shall constitute a quorum for the transaction of business at any meeting of the members.

Section 2.9. **Manner of Acting.** The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law or the articles of incorporation or these bylaws.

Section 2.10 **Revocation/Suspension of Membership.** Any member may be suspended or expelled for cause by the directors in a lawful meeting assembled, after the member has been informed of the charge against him and has been given reasonable opportunity to be heard in the member's own defense.

Section 2.11 **Membership List.** A Membership list containing each member's name, address, and phone number and email address or any other electronic identifier will be made available to directors and committee chairpersons. Committee chairpersons will have the ability to contact members. This list may not be sold, given away, duplicated, or used for personal business or any non-

ARTICLE III. DIRECTORS

Section 3.1. **General Powers.** The affairs of the corporation shall be managed by its board of directors. The board of directors shall have all the powers permitted to such a body under the Wisconsin Nonstock Corporation Law, except as limited by the articles of incorporation or these bylaws.

Section 3.2. **Number, Qualifications, and Tenure.** The number of directors of the corporation shall be twenty three, with each director being a member of the corporation who represents the members in one of the following districts in Wisconsin and who lives within the boundaries of that district:

2 directors from District 1 (Bayfield, Douglas, Burnett, Washburn, & Sawyer counties)
2 directors from District 2 (Ashland, Iron, Vilas, Price, & Oneida counties)
2 directors from District 3 (Polk, Barron, Chippewa, St. Croix, Pierce, Dunn, & Eau Claire counties)
2 directors from District 4 (Rusk, Taylor, Lincoln, Clark, & Marathon counties)
2 directors from District 5 (Forest, Florence, Marinette, Langlade, Oconto, Shawano, & Menominee counties)
2 directors from District 6 (Pepin, Buffalo, Trempeleau, Jackson, La Crosse, Monroe, Vernon, & Crawford counties)
2 directors from District 7 (Wood, Portage, Waupaca, Juneau, Adams, Waushara, Green Lake, & Marquette counties)
2 directors from District 8 (Door, Kewaunee, Brown, Outagamie, Winnebago, Calumet, Manitowoc, Sheboygan, & Fond du Lac counties)
3 directors from District 9 (Grant, Richland, Sauk, Columbia, Dane, Iowa, Lafayette, Green, & Rock counties)
4 directors from District 10 (Dodge, Washington, Ozaukee, Jefferson, Racine, Waukesha, Milwaukee, Walworth, & Kenosha counties)

Except as otherwise determined by the members, the term of each director is 3 years. If a director moves out of his district, he may stay on the board until his term expires, but, if he does so, he shall (unless otherwise approved by the board) continue to represent the members in that district.

Section 3.3. **Vacancies.** If a vacancy occurs among the directors (such as by death, resignation, disqualification, removal, or otherwise), the members at the next annual meeting shall elect a director to fill the vacancy.

stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the board of directors shall have the power to perform all the duties of the office to which he or she is appointed to act, except as such power may be otherwise defined or restricted by the board of directors.

Section 4.11. **Salaries.** The salaries of the principal officers shall be fixed from time to time by the board of directors or by a duly authorized committee thereof. No officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

ARTICLE V. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 5.1. **Contracts.** The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages, and instruments of the assignment or pledge made by the corporation shall be executed in the name of the corporation by the president (or vice-president) and by the secretary; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

Section 5.2. **Debt.** No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution by or under the board of directors. Such authorization may be general or confined to specific instances.

Section 5.3. **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the board of directors.

directors shall elect or appoint, from time to time and for such periods or without limitation as to time as the board of directors shall order.

Section 4.3. **Election and Term of Office.** The officers of the corporation shall be determined annually at the annual meeting of the board of directors. Officers shall serve until the following annual meeting or until their successors have been elected.

Section 4.4. **Removal.** Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby.

Section 4.5. **Vacancies.** A vacancy in any principal office (because of death, resignation, removal, disqualification or otherwise) shall be filled by the board of directors for the unexpired portion of the term.

Section 4.6. **President.** The president shall in general supervise and control all of the business affairs of the corporation and shall, when present, preside at all meetings of the board of directors.

Section 4.7. **Vice-President.** The vice-president shall act for the president when the president is not present or not able to act.

Section 4.8. **Secretary.** The secretary shall (a) keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions with these bylaws or as required by law; (c) be custodian of the corporate records; and (e) in general perform all duties incident to the office of secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the board of directors.

Section 4.9. **Treasurer.** The treasurer shall (a) keep the financial records of the corporation and shall report thereon to the board of directors from time to time; and (b) in general perform all duties incident to the office of treasurer and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the board of directors.

Section 4.10. **Other Assistants and Acting Officers.** The board of directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the corporation in his or her

Section 3.4. **Removal.** A majority of the members voting at a meeting at which a quorum is present may remove a director for cause or not for cause.

Section 3.5. **Annual and Regular Meetings.** An annual meeting of the board of directors shall generally be held as soon as practicable after the annual meeting of the members. At the annual meeting, the directors shall elect officers and transact other business that comes before the directors. Notice of each annual or additional regular meeting of the board of directors shall be given to each director at least 30 days before the meeting.

Section 3.6. **Special Meetings.** Special meetings of the board of directors shall be held upon call of the president or any two directors and may be held in any place in the United States. Notice of each special meeting of the board of directors shall be given to each director by mail at least 5 days before the meeting or, in lieu of thereof, by personal notice (in person or by telephone) at least 48 hours before the meeting.

Section 3.7. **Notice and Waiver.** Whenever any notice is required to be given to any director, a waiver thereof in writing, signed at the time (whether before or after the time of meeting) by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at (or participation in) a meeting shall constitute a waiver of notice of such meeting, except where a director objects at the meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular, or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 3.8. **Participation in Meeting.** Any or all directors may participate in a meeting, and any meeting may be conducted, through the use of any means of communication by which (a) all participating directors may simultaneously hear each other during the meeting (such as a speaker telephone) or (b) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors (such as an electronic instant messaging system).

Section 3.9. **Quorum.** A majority of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 3.10. **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or the articles of incorporation or these bylaws.

Section 3.11. **Meeting Chair.** Meetings of the board of directors shall be chaired by the first office holder listed below who is present at the meeting: president; vice president; treasurer; any director chosen by the directors present. The secretary of the corporation shall record the actions taken at the meeting. In the absence of the secretary, the chair may appoint any person present to act as the secretary of the meeting.

Section 3.12. **Conduct of Meetings.** Roberts Rules of Order shall govern all matters of parliamentary procedure at all meetings of the members and all meetings of the directors, except as otherwise provided in the bylaws.

Section 3.13. **Compensation.** Directors shall serve without compensation but may be reimbursed for reasonable out-of-pocket expenses incurred in rendering services to the corporation.

Section 3.14. **Presumption of Assent.** A director of the corporation who is present at a meeting of the board of directors or a committee thereof which he or she is a member at which the action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.15. **Executive Committee.** The board of directors shall have an executive committee, consisting of the president, vice-president, secretary, and treasurer. The executive committee shall have the power and authority to take action on important matters that need attention before the next meeting of the board of directors. The actions taken by the executive committee shall be reported to the board at its next meeting at which a quorum is present and, unless the board takes action at that meeting inconsistent with the actions taken by the executive committee, those actions shall be considered ratified by the board.

Section 3.16. **Committees.** The board of directors, by affirmative vote of a majority of the directors then in office, may designate one or more committees for any purpose. The committees, if any, shall have and may execute such powers as are provided in the resolution of the board of directors designating such committee, as such resolution may from time to time be amended and supplemented. Each such committee shall elect a presiding officer from its members, shall fix its own rules governing the conduct of its activities and shall make such reports to the board of directors of its activities as the board of directors may request.

Section 3.17. **Unanimous Consent Without Meeting.** If the board of directors (or any committee thereof) wishes to take an action outside of a meeting, the board (or committee) may do so, but only if the action is set forth in a written resolution that is signed by all of the directors (or members of such committee) entitled to vote with respect to such action.

ARTICLE IV. OFFICERS

Section 4.1. **Number and Qualifications.** The principal officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer, each of whom shall be elected by the board of directors and each of whom shall be a director. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors. Any two or more offices may be held by the same person, except the offices of president and vice-president. An individual must have served as a director of the corporation for at least 1 year before he or she can be an officer other than secretary or treasurer.

Section 4.2. **Duties.** The duties of the officers shall be those enumerated herein and any further duties designated by the board of directors. The duties herein specified for particular officers may be transferred to and vested in such other officers as the board of