



LAKE REGION ANGLERS, INC.
BYLAWS

ARTICLE I: NAME, OFFICE OF REGISTERED AGENT

Section I. Name:

The name of this non-profit Corporation is "Lake Region Anglers, Inc.", also registered as the Lake Region Anglers Association herein after referred to as the Corporation. Lake Region Anglers, Inc. is incorporated under the non-profit Corporation laws of the State of North Dakota.

Section II. Office of Registered Agent:

The principal office of the Corporation shall be located in Devils Lake, North Dakota.

ARTICLE II: PURPOSES AND OBJECTIVES

Section I. The Purposes and Objectives of the Corporation:

A: To bring together all area anglers.

B: To improve angler skills through education via the exchange of information, ideas and techniques.

C: To create an awareness of the fellowship that comes from participating in the sport of fishing by enhancing the number of opportunities for the public to participate in the sport of fishing.

D: To provide for the maintenance and enhancement of the sport fishery resources.

E: To instill an understanding that all anglers have a responsibility to protect our lakes and rivers, their aquatic habitats and the species of fish that inhabit those waters.

F: To raise funds as needed with the sole use of those funds being to further the purposes and objectives of the Lake Region Anglers Association, Inc. a non-profit Corporation. All funds raised are for the use solely by the Corporation. As a non-profit entity Corporation funds shall not be used for the benefit of any one individual or business. The Corporation shall not engage in any form of trade or commerce or carry on any activity that would result in a remunerative profit to the Corporation.

G: To honor members whose contributions helped the association achieve its stated purposes and objectives through their selection as our SPORTSPERSON of the YEAR and / or our LIFETIME ACHIEVEMENT Award designate. (See LRAA award Nomination forms for additional information.)

ARTICLE III: MEMBERSHIP AND DUES

Section I. Membership:

A: Membership shall be open to any individual, family, or business interested in supporting the Corporation.

1: A Family membership includes the spouse and all other family members under the age of 18 years.

2: A business or organization that joins LRAA will be considered as an individual membership. One individual from the business or organization will be designated as the sole representative to LRAA for any membership benefits that derive from the businesses involvement with LRAA.

3: The membership year will run from April 1st through March 31st. Membership becomes effective upon the payment of the annual dues amount.

B: Membership benefits include the following:

1. The right to bring business before the Executive Board for consideration, voting rights at the annual meeting, and all other rights designated to members of a non-profit Corporation.

Section II. Dues:

A: The Annual Membership dues shall be \$20 per individual, family, or business made payable to the Corporation.

B: Lifetime memberships are available - Ages 18 - 59 @ \$350 or Ages 60 & Over @ \$250.

ARTICLE IV: MEETINGS

Section I. Regular Meetings:

A: The Executive Board (Executive Officers and Board of Directors) of the Lake Region Anglers Association meets a minimum of 9 times per year with the meetings held on the 1st Tuesday of every month during the months of September through May. In addition the Executive Board organizes and holds an Annual Membership Meeting scheduled to be held in either late March or early April each year. The Executive Board Meetings are scheduled to start at 7:00 PM and last until the business before the Corporation is completed. The Executive Board Meetings are currently being held in the banquet room at Felix's Restaurant but the location of the meetings are subject to change.

B: In order to convene a meeting and conduct business at a regular meeting of the Executive Board a quorum of the members of the Executive Board must be present. A quorum equals a minimum of nine voting members of the Executive Board.

C: Any business brought forth before the Executive Board via a motion will be considered passed by a simple majority of affirmative votes.

D: In order to change the date of any regularly scheduled meeting of the Corporation the elected Officers and members of the Executive Board are required to approve the date change at the meeting prior to the proposed change. The members of the Corporation are required to be notified via the corporations e-mail tree whenever there is a change of a meeting date.

E: The President is the lead person at all regular, annual, and any special meetings of the corporation.

F: Meetings of the general membership may be called more often by a majority vote of the members of the Executive Board or the elected Executive Officers of the Corporation.

G: The Corporation must hold a minimum of 4 Executive Board meetings during each calendar year. Special Meetings of the Corporation can be called by any member of the Executive Board with approval of the President whenever necessary to transact special business of the corporation.

Section II. Special Meetings:

A: Any Executive Board Member shall have the authority to call a special meeting upon approval of the President and one Board member.

Section III. Annual Meetings:

The annual meeting shall be held in either the month of March or April.

Section IV. Notice of Meetings:

Meetings shall be held in accordance with Article IV, Section I.

Section V. Roberts Rules of Order:

Roberts Rules of Order shall be used to run all meetings where any business of the corporation is to be conducted.

ARTICLE V: EXECUTIVE BOARD

Section I. Executive Officers and Board of Directors:

A: The Executive Board is to be elected in accordance with the provisions of the Articles of Incorporation and the Corporation's By-Laws.

B: The Executive Board of the Corporation will be made up of the following groups, the Executive Officers, the Board of Directors and a Past President:

1. Executive Officers of the Corporation are: President, Vice President, Secretary and Treasurer (four (4) members).
2. Board of Directors: The Board of Directors will consist of ten members; nine (9) elected members and a tenth (10th) member, the outgoing President of the Corporation (the current Past President).
3. Past President: Upon the newly elected President being administered the Oath of Office the outgoing President becomes the Corporations Past President and a voting member of the Corporation's Board of Directors.

Section II. Election, Removal and Vacancies:

A: Nominees for the Executive Board positions must be paid-in-full members who have been a member of the Corporation for a minimum of one (1) year.

B: To be nominated for the office of President the nominee must have been a member of the Executive Board for one full elected term or longer prior to being considered for the office of President.

C: The term of office of a member of the corporation's Executive Board (Executive Officers and Board of Directors) shall be for a period of two (2) years. No more than five (5) Board of Director's positions are allowed to carry over in any one year.

D: The four (4) Executive Officer positions of the Corporation are elected semi-annually by a vote of the general membership attending the Corporation's Annual Meeting and shall take office at the first regularly scheduled meeting after the Annual Meeting.

E: The Board of Directors positions of the Corporation are elected semi-annually by a vote of the general membership attending the Corporation's Annual Meeting and shall take the oath of office at the first regularly scheduled business meeting after the Annual Meeting.

F: A member of the Executive Board shall not have three (3) consecutive unexplained meeting absences or they will be subject to being immediately removed from office by a majority affirmative vote of the Executive Board. All Executive Board members are required to notify the Secretary of the Corporation or a member of the Executive Board if they will be absent for one of the regularly scheduled Executive Board Meeting.

G: If for any reason a vacancy occurs within the Executive Board of the Corporation the President shall appoint a member in good standing to fill the vacant position with the President's appointment to be ratified by the Executive Board at the next regularly scheduled Corporation meeting.

Section III. Duties of the Executive Officers

A: President: The President shall be the principal executive officer of the Corporation and shall supervise and be responsible for all of the business and affairs of the Corporation. The President will preside over the general membership meetings of the elected officers of the Corporation. The President shall have the primary responsibility to appoint the committees necessary to perform the functions of the Corporation. The President of LRAA shall only have voting rights when a vote of the Executive Board's has resulted in a tied vote on a specific motion. The President's vote will be the tie-breaking, deciding vote on any motions ending in a tied vote.

B: Vice President: The Vice President shall attend to all the duties of the President in the absence of the President and be responsible to discharge any other duties so assigned by the President. If the President can no longer fulfill his duties the Vice-President will assume the President position and appoint a new Vice-President to be approved by the Board of Directors at the next regular meeting of the Board. The Vice-President is a voting member of the Executive Board.

C: Secretary: The Secretary shall be responsible for keeping the minutes of the Corporation and officer's meetings in a special books designated for such a purpose; the secretary shall see that all notices pertaining to Corporation activities be given; the secretary shall handle all the correspondence of the Corporation and keep all of the necessary records of the Corporation; and the secretary shall perform all the duties incidental to the office of Secretary and other such duties as assigned by the President. The Secretary is a voting member of the Executive Board.

D: Treasurer: The Treasurer shall be responsible for keeping a proper record of the receipt and expenditures of all funds of the Corporation and shall perform all other duties incidental to the office of

Treasurer and other such duties assigned by the President. The Treasurer is a voting member of the Executive Board.

Section IV. Duties of the Board of Directors

A: Board of Directors: A member of the Board of Directors has certain legal obligations, known as duties. Duties of the Board of Directors are to set policy for the Corporation, monitor the Corporation's operations, take reasonable care when making decisions for the Corporation ("duty of care"), act in the best interest of the Corporation ("duty of loyalty"), act in accordance with the Corporation's objectives ("duty of obedience") and stand aside when there is a conflict of interest ("recusal") while serving as the public figure for the Corporation. The members of the Board of Directors are voting members of the Executive Board.

B. Past President: Upon the newly elected President being administered the Oath of Office the outgoing President becomes the Corporation's Past President and a voting member of the Corporation's Board of Directors. The Past-President is a voting member of the Executive Board.

ARTICLE VI: COMMITTEES

Section I. Committees

A: Committees are appointed by the President of this Corporation to meet a specific need or to fulfill a specific function.

B: Each member of a committee shall continue in place until the functions or purpose of the committee is completed or until such a time the President dissolves the committee. If a committee member can no longer carry out their duties for any reason the President shall designate a new member to replace the prior committee member.

C: Any committee tasked by the President of the Corporation will work to complete the designated assignment tasked to them by the President and report back on the status of their assignment to the Executive Board of the Corporation. 1) The Executive Board will vote on approving or denying the committee's recommendation (s); 2) the Executive Board can ask the committee to provide additional information on the assignment; 3) the Executive Board can provide the committee with a new direction on the assignment before moving forward with a vote; 4) or the Executive Board can ask that the committee be dissolved without taking any further action on the assignment.

D. A candidate for an elected Executive Board position cannot be a member of the Corporation's Nominating Committee; however a member of the nominating committee can be nominated for an Executive Board position from the floor at the corporation's Annual Meeting.

ARTICLE VII: FISCAL YEAR AND AUDIT

Section I. Fiscal Year

A: The Financial Fiscal Year of the Corporation shall begin on the 1st day of January and end on the last of December each year.

Section II. Audits

A: An internal examination of the Treasurers report (s) will be completed after the Corporations January meeting. The President will appoint a committee at the December meeting of the Board with a report due back to the Executive Board at the regularly scheduled February meeting of the Corporation.

B: Any member has the right to request an examination of the books.

ARTICLE VIII: AMENDMENTS

Section I. Amendments

A: These By-Laws may be altered, amended or repealed and any new proposed by-laws will only be adopted after a two-thirds (2/3) affirmative vote of the members in attendance at the next regularly scheduled annual meeting of the Corporation.

ARTICLE IX: DISSOLUTION

Section I. Dissolution

A: In the event of dissolution of the Corporation all of the remaining assets of the Corporation shall be distributed only for charitable or educational purposes to another corporation (s) who has a similar general purpose and who is incorporated under laws similar to this corporation.

DATE OF AMENDED BY-LAWS March 25th, 2011

Signatures:

PRESIDENT: Clark Wicks VICE PRESIDENT: Johnnie P. Land

SECRETARY: Cashy Nord TREASURER: Brenda Barstad

BOARD MEMBERS:

Bob Gelboorn Arlyn Raymond F. Chel

Johnnie P. Land Alton Nord Alton Nord

Alton Nord Alton Nord Alton Nord

BOARD MEMBER - PAST PRESIDENT: Alton Nord