

# Wisconsin Bass Foundation Articles of Incorporation

These Articles of Incorporation for the Wisconsin Bass Foundation, Inc., were executed on the 20th day of August, 2004, by the undersigned for the purpose of forming a nonprofit, nonstock Wisconsin corporation under Chapter 181 of the Wisconsin statutes.

## Article I - Name

The name of this corporation is the Wisconsin Bass Foundation, Inc., hereinafter referred to as the "Foundation".

## Article II - Existence

The Foundation is created as a nonprofit, nonstock Wisconsin corporation under Chapter 181 of the Wisconsin statutes. The Foundation shall have perpetual existence. Within fifteen (15) months from the end of the month in which it is organized, the Foundation shall submit an application for tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

## Article III - Purpose

The exclusive purpose for which the Foundation is created is to perform certain functions for, and to assist in carrying out the educational, scientific, and charitable purposes of the Wisconsin State Bass Federation, Inc., a nonstock Wisconsin corporation under Chapter 181 of the Wisconsin statutes, with an office located at W224 S10850 Big Bend Dr, Big Bend, WI 53103.

To accomplish this purpose, the Foundation shall:

- A. Develop and improve youth educational opportunities for the sport of bass fishing and fishing conservation issues by conducting educational conferences, seminars, youth contests, and workshops, or developing youth educational materials.
- B. Develop and improve public educational opportunities for the sport of bass fishing and fishing conservation issues by conducting educational conferences, conventions, seminars, and workshops, or developing public educational materials.
- C. Engage or assist in scientific research in the field of environmental conservation, fisheries management or tournament fishing as related to bass and disseminate the results of such research to the public by means of internet, newsletters and other appropriate publications.
- D. Assist qualified individuals in the higher education study of environmental conservation or fisheries management by establishing and administering scholarship funds for that purpose.
- E. Assist appropriate federal, state, and local environmental agencies in training, research, and conservation programs as related to bass fisheries or the sport of tournament bass fishing.
- F. Develop and implement improvements in fisheries habitat, public or handicap access, or other conservation projects as deemed appropriate by the Foundation and federal, state or local environmental agencies.
- G. Engage in such other general activities which are supportive of the purely educational, scientific, and charitable purpose of the Wisconsin State Bass Federation, Inc.

The Foundation is expressly prohibited from engaging in any activity which would be inconsistent with the status of an educational, scientific, and charitable organization as defined in section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any successor provision. None of the above-stated activities of the Foundation shall be construed as other than for purposes that are appropriate for an educational, scientific,

and charitable organization as defined in section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any successor provision. The purpose of the Foundation is also expressly limited by the restrictions that are set forth in Article VIII of these articles of incorporation.

#### **Article IV - Principal Office and Registered Agent**

The principal office of the Foundation is W224 S10850 Big Bend Dr, Big Bend, Wisconsin 53103. The name and address of the initial registered agent for the Foundation is James Jones, W224 S10850 Big Bend Dr, Big Bend, Wisconsin 53103.

#### **Article V - Amendment**

These articles may be amended in the manner authorized by law at the time the amendment is proposed. Any amendments may only contain such provisions as might lawfully have been contained in these original articles.

#### **Article VI - Board of Trustees**

The affairs of the Foundation shall be managed by a Board of Directors that shall be known as the "Board of Trustees" of the Foundation. The Board of Trustees shall be comprised of the individuals serving as the four Executive Officers, Youth Director and Conservation Director of the Wisconsin State Bass Federation, Inc, and no less than one nor more than five additional members who are not concurrently serving on the Board of Directors of the Wisconsin State Bass Federation, Inc., as appointed to serve a one-year term by majority vote of the members of the Board of Trustees.

#### **Article VII - Organization and Membership Provisions**

The Foundation shall be a corporation without stockholders and without members. The Foundation shall be sponsored and controlled by the Wisconsin State Bass Federation, Inc., and is organized exclusively for educational, scientific, and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any successor provision.

#### **Article VIII - Restrictions**

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to any member of the Board of Trustees, or any sponsor, donor, creator, director, officer, employee, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of these articles. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Foundation 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, as amended, or any successor provision; or, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or any successor provision.

As provided in Article II, an application shall be filed to establish that the Foundation is a "private foundation" within the meaning of section 509 of the Internal Revenue Code of 1954, as amended, or any successor provision, and the following additional restrictions shall apply:

- A. The Foundation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, as amended, or any successor provision.
- B. The Foundation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, as amended, or any successor provision.
- C. The Foundation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954, as amended, or any successor provision.

D. The Foundation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, as amended, or any successor provision.

E. The Foundation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954, as amended, or any successor provision.

#### **Article IX - Dissolution**

In accordance with the applicable provisions of the Wisconsin statutes, upon the dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any successor provision, as the Board of Trustees shall determine. Any such assets not so distributed or shall be disposed of by the Circuit Court for the county in which the principal office of the Foundation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **Article X - Bylaws**

The initial by-laws of the Foundation shall be adopted by the Board of Trustees. The Board of Trustees is authorized and empowered to alter, amend, or repeal the by-laws by a two-thirds majority vote of the members of the Board of Trustees in attendance at any duly-called meeting of the Board of Trustees. No by-law adopted pursuant to this section shall be effective if it is inconsistent with the Foundation's status as an educational, scientific, and charitable organization within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any successor provision.

#### **Article XI - Incorporators**

The following individuals are the incorporators of the Foundation:

Mike Hofmann, 611 Birchwood Ln, Weston, WI 54476

David Snyder, 1011 Greenwood St, Holmen, WI 54636

Ray Loendorf, 9543 Copper Rd, Warrens, WI 54666

Jim Jones, W224 S10850 Big Bend Dr, Big Bend, WI 53103

Ken Snow, W4703 850 Ave, Spring Valley, WI 54767

Cindy Lemke, W1211-146 Hillview Dr, Sullivan, WI 53178

These articles including by reference the attached sheets were executed in duplicate this 20th day of August, 2004, in Madison, Wisconsin.

# Wisconsin Bass Foundation Bylaws

These Bylaws for the Wisconsin Bass Foundation, Inc., a nonstock, nonprofit Wisconsin Corporation organized under Chapter 181 of the Wisconsin statutes, with a principal office located at W224 S10850 Big Bend Dr, Big Bend, WI 53103, were adopted on the 20th day of August, 2004, by the Board of Trustees at the initial meeting held in Madison, Wisconsin.

## Section 1 - Name

The name of this corporation is the Wisconsin Bass Foundation, Inc., hereinafter referred to as the "Foundation".

## Section 2 - Purpose

As specified in the Articles of Incorporation, the exclusive purpose for which the Foundation is created is to perform certain functions for, and to assist in carrying out the educational, scientific, and charitable purposes of the Wisconsin State BASS Federation, Inc. To accomplish this purpose, the Foundation shall:

A. Develop and improve youth educational opportunities for the sport of bass fishing and fishing conservation issues by conducting educational conferences, seminars, youth contests, and workshops, or developing youth educational materials.

B. Develop and improve public educational opportunities for the sport of bass fishing and fishing conservation issues by conducting educational conferences, conventions, seminars, and workshops, or developing public educational materials.

C. Engage or assist in scientific research in the field of environmental conservation, fisheries management or tournament fishing as related to bass and disseminate the results of such research to the public by means of internet, newsletters and other appropriate publications.

D. Assist qualified individuals in the higher education study of environmental conservation or fisheries management by establishing and administering scholarship funds for that purpose.

E. Assist appropriate federal, state, and local environmental agencies in training, research, and conservation programs as related to bass fisheries or the sport of tournament bass fishing.

F. Develop and implement improvements in fisheries habitat, public or handicap access, or other conservation projects as deemed appropriate by the Foundation and federal, state or local environmental agencies.

G. Engage in such other general activities which are supportive of the purely educational, scientific, and charitable purpose of the Wisconsin State BASS Federation, Inc.

During the formative period of the Foundation, the Board of Trustees shall have the authority to choose activities which are appropriate for the Foundation at the present level of development. Additional activities and projects, falling within the general framework of the purposes articulated in the Articles of Incorporation, shall also be authorized, provided that they are within the restrictions contained in Articles III and VIII of the Articles of Incorporation.

## Section 3 - Reports

The Foundation shall prepare annual written reports outlining the activities of the Foundation. The Foundation shall annually prepare a summary of all financial records maintained by the Foundation. These reports shall be sent to the members of the Board of Trustees of the Foundation, other members of the Board of Directors and Club Reps of the Wisconsin State BASS Federation, Inc.

**Section 4 - Principal Office**

The initial principal office of the Foundation is W224 S10850 Big Bend Dr, Big Bend, WI 53103. The principal office of the Foundation shall reside with the current Treasurer of the Foundation.

**Section 5 - Board of Trustees**

The composition of the Board of Trustees shall be determined by Article VI of the Articles of Incorporation. The Trustees shall have the exclusive authority to manage the affairs of the Foundation in accordance with the provisions of these Bylaws, the Articles of Incorporation, and the special restrictions that apply to the Foundation as a corporation seeking recognition of tax-exempt status under the Internal Revenue Code of 1986, as amended.

**Section 6- Executive Director**

The Wisconsin State BASS Federation Vice President, shall serve as the Executive Director of the Foundation under the direction and control of the Board of Trustees. The Executive Director shall have the authority to exercise the powers of the corporate president of the Foundation under chapter 181 of the Wisconsin statutes. The Executive Director shall have general supervision, direction and control of the Foundation; be the official representative of the Foundation; delegate such duties as may be appropriate to fulfill the purposes of the Foundation; and shall preside at all meetings of the Foundation. The Executive Director is responsible for submitting annual written reports outlining the activities of the Foundation, as described in section 3. The Executive Director shall annually propose additional Federation members to positions on the Board of Trustees, as described in Article VI of the Articles of Incorporation.

**Section 7- Treasurer**

The Wisconsin State BASS Federation Treasurer, shall serve as the Treasurer of the Foundation under the direction and control of the Board of Trustees. The Treasurer shall keep account of all moneys, credits, and property of any kind and nature of the Foundation; maintain accurate financial records, and submit financial reports as directed by the Board of Trustees, and as described in section 3.

**Section 8- Secretary**

The Wisconsin State BASS Federation Secretary, shall serve as the Secretary of the Foundation under the direction and control of the Board of Trustees. The Secretary shall record all minutes of the Foundation, keep all records of the Foundation, and countersign all leases, contracts and conveyances approved by the Board of Trustees.

**Section 9 - Meetings**

1. Frequency - The Board of Trustees shall meet at least twice per year to conduct the business of the Foundation, preferably at the times of the meetings of the Wisconsin State BASS Federation. The Executive Director is given the authority to schedule additional meetings of the Trustees as deemed necessary, provided that at least 24 hours advance notice is given prior to any meeting.

2. Communications Technology - Meetings of the Board of Trustees or committees may be conducted by telephone or other communication technology in accordance with Wis. Stats. 181.24(3) or any successor thereto. If a meeting is to be conducted pursuant to this Section C, all Trustees shall be informed at the time the meeting is to begin that a meeting is taking place at which official business may be transacted and that a director participating in such meeting is deemed present in person at the meeting. At the beginning of such meeting, and at the time any vote is taken, Trustees shall first verify their identities and their ability to simultaneously hear each other. Meetings may be held pursuant to this section to vote on any matter which properly comes before the directors pursuant to the bylaws, including meetings called to sell, lease, exchange or otherwise dispose of substantial property or assets of the corporation, to dissolve or act to revoke voluntary dissolution proceedings, or otherwise.

3. Voting by Mail or Fax - Action taken by a mail ballot or by facsimile of members of the Board of Trustees by unanimous consent shall be a valid action of the Board and shall be reported at the next regular meeting of the Board. A mail ballot shall allow a minimum of ten (10) days response time.

### **Section 8 – Standing Committees:**

Between the meetings of the Board of Trustees, the affairs and projects of the Foundation shall be managed by Standing Committees, appointed annually by plurality vote of the Board of Trustees. The Executive Director of the Foundation shall serve as an ex-officio member of all standing committees.

1. Conservation Committee- This committee is responsible for planning and implementing conservation or environmental projects or research as approved by and under the direction of the Board of Trustees. The Wisconsin State BASS Federation Conservation Director shall serve as Chairman of this committee.
2. Youth Committee- This committee is responsible for planning and implementing youth projects as approved by and under the direction of the Board of Trustees. The Wisconsin State BASS Federation Youth Director shall serve as Chairman of this committee.
3. Scholarship Committee- This committee is responsible for planning and implementing of scholarships as approved by and under the direction of the Board of Trustees. The Wisconsin State BASS Federation Treasurer shall serve as Chairman of this committee.
4. Education Committee- This committee is responsible for planning and implementing public education projects as approved by and under the direction of the Board of Trustees. The Wisconsin State BASS Federation Secretary shall serve as Chairman of this committee.

### **Section 9 - Parliamentary Authority**

The affairs of the Foundation shall be governed by the provisions of Roberts Rules of Order, Newly Revised.

### **Section 10 - Amendment**

These Bylaws have been adopted by the Board of Trustees. Amendments to the Bylaws may be adopted by a 2/3 approval of the Board of Trustees, provided that any proposed amendments may contain only such provisions as might lawfully have been contained in these original Bylaws. The Executive Director is given the authority to revise these Bylaws and mail copies of the proposed revisions to the members of the Board of Trustees for adoption at any duly called meeting of the Trustees or by a special mail ballot mailed to their address of record.