

# **BYLAWS**

**OF**

**ST. JOSEPH COUNTY  
CONSERVATION  
AND SPORTSMAN CLUB, INC.**

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## **PREFACE**

### **SECTION 1. - DEFINITIONS**

- (A) Notice – Notice occurs when the required documents are placed in the U.S. mail, with proper postage and properly addressed with the last known address on the records of the Corporation of the intended recipient.
- (B) Record Day – The date, fixed by the Board of Director by resolution, on which a Member must be registered on the books of the Corporation as having paid their annual dues to the Corporation for the purposes to notice of and to vote on Corporate business at any Membership meeting of the Corporation, including the Annual Membership. The date fixed shall not be more than sixty (60) days before the commencement of the Annual Meeting.
- (C) Resident – The individuals' principle place of residence.

For clarity and recognition, the following words have been capitalized throughout:

- (1) Bylaws
  - (2) Articles of Incorporation
  - (3) Purpose
  - (4) Objectives
  - (5) Board of Directors
  - (6) District
  - (7) Corporation
  - (8) Officers
  - (9) Chair
  - (10) Record Day
  - (11) Annual Meeting
- (D) Members/Membership – includes Member and Honorary Life Membership and means a Member who meets the requirements of membership and who has paid his/her annual dues to the corporation and who is not subject to suspension of Membership or expulsion.

**ARTICLE I**  
**NAME, PURPOSE, AND OBJECTIVES**

**SECTION 1. - NAME**

The name of this organization incorporated under the laws of the State of Michigan and hereinafter referred to as the "Corporation," shall be the St. Joseph County Conservation and Sportsman Club, Inc.

**SECTION 2. - CORPORATION PURPOSE AND OBJECTIVES**

- (A) The promotion and development of the natural resources of St. Joseph County, including wildlife, fish and game; the promotion of sporting events and good sportsmanship in St. Joseph County; the building and maintenance of facilities for the recreation of the Members and their families; to own and manage real estate and property; and to cooperate with State and National Conservation and sportsman groups.
- (B) To own, hold, lease, establish, maintain and support, either directly or in cooperation with other organizations or governmental agencies, property, facilities and services in order to provide facilities and financial benefits to this corporation.
- (C) To acquire, own, dispose of, transfer, manage, encumber, mortgage, lease or operate real and personal property, or any interest therein, in order to provide facilities and financial benefits to this corporation.
- (D) To apply any revenue generated by these activities or any gifts, grants, bequests and devises, and the proceeds thereof, in furtherance of the purposes of this corporation.

**ARTICLE II**  
**MEMBERSHIP**

**SECTION 1. – CLASSIFICATION OF MEMBERS**

(A) **Member**

A Member is a person 18 years of age or older, who accepts the Purposes and Objectives of the Corporation and agrees to promote the same.

(B) **Honorary Life Member**

Members that have been awarded Honorary Life membership status, are full members of the club and do not pay dues.

**SECTION 2. - DUES**

The annual dues for the Members of the Corporation shall be as designated in Article IX (1) of these Bylaws.

**SECTION 3. - QUALIFICATIONS, ACCEPTANCE, DISAPPROVAL, AND TERMINATION OF MEMBERSHIP**

(A) **Qualifications of Membership**

- (1) The Membership of this Corporation shall be persons who have been recommended by a Member, accepts the Purposes and Objectives of the Corporation, agrees to promote the same, and has complied with the requisites of membership as provided for in these Bylaws.
- (2) Honorary Life Members of the Corporation shall be Members who have gone above and beyond for the good of the club. Recommended by a Board Member and is approved by two-thirds (2/3) vote of the Board of Directors present.

(B) **Acceptance of Application of Membership**

- (1) Membership

All written applications for Membership, including Honorary Life Memberships, shall be subject to approval by the Board of Directors at the next available Board meeting.

**(C) Disapproval and Appeal of Application for Membership**

If an application for Membership is disapproved because the applicant fails to meet the qualifications of Membership:

- (1) A new application may be submitted to the Board of Directors at any time if the reason for denial has changed.

**(D) Termination of Membership**

The Board of Directors may, by a two-thirds (2/3) vote, terminate the membership of any Member for cause after notice and hearing pursuant to guidelines established by the Board of Directors. For cause shall include, but is not limited to the conviction of any Member of a violation of any game, fish, environmental laws, the rules or governing documents of the Corporation.

**SECTION 4. - REPRESENTATION**

All Members may attend and have the privilege of the floor at any meeting of the Corporation.

**SECTION 5. - IMMEDIATE FAMILY**

All Members of the Member's immediate family, up to the age of 18 and those age 18 or over who are full time students or active duty military status are permitted to participate in all Corporate activities, except voting on Corporation matters (spouses, see Article III, Section 1).

**SECTION 6. - MICHIGAN UNITED CONSERVATION CLUBS**

Membership in this Corporation shall include Membership in Michigan United Conservation Clubs, with all benefits and privileges that come with it.

**ARTICLE III**  
**VOTING**

**SECTION 1. – MEMBERSHIP MEETING**

(A) Members and spouses shall have one vote each at all Membership Meetings.

**(B) Absentee Ballots for the Election of Officers and Directors**

Any Member or spouse may submit a written request for an Absentee Ballot form from the Executive Secretary on or before February 15, preceding the elections at the March Annual Membership Meeting. The Absentee Ballot must be submitted to the Executive Secretary prior to the election.

**(C) Method of Voting**

- (1) Voting shall be by voice vote except as otherwise provided in these Bylaws or called for by the Membership at the Annual Membership Meeting.
- (2) A majority vote is sufficient for the adoption of any motion that is in order except:
  - (a) As these Bylaws and Robert's Rules of Order otherwise prescribe.

**(D) Plurality and Tie Votes**

All elections shall be determined by plurality vote, defined as more than any other candidate. A tie vote shall be decided by a run-off election to be held during the meeting in which the election is occurring.

**SECTION 2. - BOARD OF DIRECTORS' MEETINGS**

(A) Each member of the Board of Directors shall have no more than one (1) vote.

- (B) Except where otherwise provided in these Bylaws, the actions of the majority of the Directors present at any meeting of the Board of Directors shall be the action of the Board of Directors.
- (C) If the majority of the whole Board of Directors severally and/or collectively consents in writing to any action to be taken by the Corporation, such an action shall be as valid a Corporate action as though it had been authorized at a meeting of the Board of Directors.

## **ARTICLE IV** **MEMBERSHIP MEETINGS**

### **SECTION 1. - MEETINGS**

#### **(A) Annual Membership Meetings**

- (1) The Corporation shall hold a regular Annual Membership Meeting on the second Monday of March each year. The place of the Annual Membership Meeting shall be determined by the Board of Directors.
- (2) Notice: All Members of the Corporation shall be noticed of the Annual Membership Meeting at least forty-five (45) days in advance. The notice shall include a printed agenda.

#### **(B) Special Membership Meetings**

- (1) Special meetings of this Corporation may be called by the President, or by the Board of Directors.
- (2) Notice of Special Membership Meetings  
All Members of the Corporation shall be noticed of the time, place and purpose of a Special Membership Meeting at least three (3) days in advance. Nothing shall take place at any Special Membership Meeting that does not pertain to the purpose or reason for which the special meeting was called.

#### **(C) Quorum**

At any Annual or Special Membership Meeting of this Corporation, ten (10) Members shall constitute a quorum for the transaction of business.

#### **(D) Annual Membership Meeting Agenda Preparation**

- (1) The agenda shall be prepared by the President subject to the approval of the Annual Membership Meeting.
- (2) Agenda Items Include:
  - (a) Conservation Pledge.
  - (b) Introductions.
  - (c) Reading of minutes of previous meeting.
  - (d) Annual Executive Secretary's report.
  - (e) Annual Treasurer's report.
  - (f) Annual reports from Committees required by their charge to make a report to the Annual Membership Meeting.
  - (g) Election of Officers of the Corporation and Directors.
  - (h) Good of the Corporation.
  - (i) Adjournment.

(E) **Minutes**

- (1) **Annual Membership Meeting.** The minutes of the Annual Membership Meetings shall be properly edited to include all actions and pertinent discussion of same and shall be presented to the Board of Directors at its next meeting for approval and following approval shall be published by the Recording Secretary as prescribed by the Board of Directors.
- (2) **Regular Membership Meeting.** The minutes of any Regular Membership Meeting should be properly edited to include all actions and pertinent discussion of same and shall be presented to the Membership at their next meeting for approval and following approval, shall be published by the Recording Secretary as prescribed by the Board of Directors.

(F) **Effective Date of Annual Membership Actions**

Unless otherwise provided in these Bylaws or the Annual Membership Meeting, all actions shall take effect upon adjournment.

(G) **Annual Membership Meeting Election Procedure**

- (1) All elective Officers of the Corporation and Directors shall be elected at the Annual Membership Meeting.
- (2) In the event of an emergency so the Annual Membership Meeting cannot be legally held, the Board of Directors may direct the election of Officers of the Corporation and Directors shall be held by mail and shall prescribe procedures for qualifying voters and canvassing the election.
- (3) Nominating Committee: At the September Membership Meeting, the Members shall elect three (3) Members who, along with the Executive Secretary, will comprise the Nominating Committee. Nominations for Officers of the Corporation and Directors for election at the Annual Membership Meeting shall be made by the Nominating Committee. The Nominating Committee shall report its slate of Nominees to the December Membership Meeting.
- (4) Nominations from the floor: Nominations from the floor at the December Membership Meeting for all elective Officers of the Corporation and Directors will be accepted.

**ARTICLE V**  
**OFFICERS, QUALIFICATIONS, DIRECTORS,**  
**TERM, VACANCY, REMOVAL, AND LIMITATIONS**

**SECTION 1. - OFFICERS OF THE CORPORATION**

The elective officers of this Corporation shall be a President, Vice President, Recording Secretary, Executive Secretary, and Treasurer.

**SECTION 2. - QUALIFICATIONS FOR OFFICERS, ELECTED DIRECTORS AND ACTIVITY DIRECTORS OF THE CORPORATION**

Any person who is Member of this Corporation shall be eligible for office, elected Director or Activity Director in this Corporation.

**SECTION 3. - DUTIES**

(A) **President**

The President shall be the chief executive officer of the Corporation and shall have general charge of its affairs subject to the control of the Board of Directors. The President or his or her designee shall chair all meetings of the Corporation. The President shall have such other powers and duties as are incident to the office and not inconsistent with these Bylaws, or as shall be assigned by the Board of Directors. He or she shall appoint Chairpersons and Committees.



(B) **Vice President**

It shall be the duty of the Vice President to perform the duties of the President in the absence of the President and to aid the President in the performance of his or her duties when called upon, and to perform such other duties as may be assigned to him or her.

(C) **Treasurer**

The Treasurer shall keep full and accurate account of all receipts and disbursements and deposit all money, checks and other obligations to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall draw checks on such designated depositories for all authorized expenditures of the Corporation and prepare an annual budget. The Treasurer shall disburse the funds of the Corporation only in accordance with the Articles of Incorporation, these Bylaws, and the policies established by the Board of Directors. The Treasurer shall make a complete annual statement for the past fiscal year at each Annual Membership Meeting. The Treasurer shall perform all other duties incident to the office subject to the control of the Board of Directors. The Treasurer shall make such other reports and at such times as determined by the Board of Directors, such as monthly financial reports to the Board of Directors and the Membership.

(D) **Recording Secretary**

The Recording Secretary shall keep accurate minutes of all meetings of the Corporation. Conduct all outside Correspondence, other than membership, and perform such other duties as may be assigned to him or her by the president, membership or the Board of Directors

(E) **Executive Secretary**

The Executive Secretary shall conduct such correspondence, regarding membership, maintain the Membership records, serve on the Nominating Committee, and perform such other duties as may be assigned to him or her by the President, Membership, or the Board of Directors.

(F) **Elected Directors**

It shall be the duty of the Directors to act as communication contacts between Club members and the Board of Directors. Directors shall make available methods of contact (address, phone, email, etc.) so that members may reach them to discuss Club issues, address questions, offer volunteer services, and address other topics that members may desire to discuss. In addition, Directors will also perform other duties as may be assigned to him or her.

(G) **Activity Directors**

It shall be the duty of Activities Directors to oversee the activities to which they have been appointed by the Board of Directors and approved by the Membership. These duties may include, but not be limited to: submitting and managing an annual budget for their Activities, including capital improvements, operating expenses, and estimated income; promoting the Activities to Members and the public as needed; submit to the Board of Directors rules and procedures unique to their Activities for approval; immediately report to an Officer, and later to the full Board of Directors, any safety or rule violations that may require action from the Board of Directors; familiarize themselves with the Club rules and guidelines for operating their Activities; present to the Board of Directors an annual report of their Activities no later than the January Membership meeting; any other duties that may be requested by the Board of Directors for their Activities.

**(H) Resident Agent**

The Vice president shall be named as Resident Agent each year at the Annual Membership meeting. The Resident Agent shall be named, with full name & address with the state Tax commission on our 501C4report each year.

**SECTION 4. - TERMS**

The terms of elected Officers of the Corporation and Directors shall commence immediately upon adjournment of the Annual Membership Meeting. The elective Officers of the Corporation shall hold office for the term of one year. Each of the two District Directors is elected for a two (2) year period in alternate years. The Director at large shall hold office for the term of one year

**SECTION 5. - VACANCIES**

**(A) President**

- (1) Vacancy: In the event of a vacancy in the office of the President, by death, resignation, removal, permanent disability, or for any other cause, the Vice President shall assume charge of and exercise the duties of that office until the successor is elected at the next Annual Membership Meeting.
- (2) Disability: In the event of a disability of the President where he or she cannot perform the duties of the office, the Vice President shall act as President for the duration of the disability.

**(B) Vice President**

Vacancies in the office of Vice President, by death, resignation, removal, permanent disability, or for any other cause shall be filled by a vote of the Board of Directors at the next Board of Directors meeting following the vacancy. He or she elected to fill this vacancy shall assume charge of and exercise the duties of that office until their successors are elected at the next Annual Membership Meeting.

**(C) Recording Secretary**

Vacancies in the office of Recording Secretary, by death, resignation, removal, permanent disability, or for any other cause shall be filled by a vote of the Board of Directors at the next Board of Directors meeting following the vacancy. He or she elected to fill this vacancy shall assume charge of and exercise the duties of that office until their successors are elected at the next Annual Membership Meeting.

**(D) Executive Secretary**

Vacancies in the office of Executive Secretary, by death, resignation, removal, permanent disability, or for any other cause shall be filled by a vote of the Board of Directors at the next Board of Directors meeting following the vacancy. He or she elected to fill this vacancy shall assume charge of and exercise the duties of that office until their successors are elected at the next Annual Membership Meeting.

**(E) Treasurer**

- (1) Vacancy: In the event of a vacancy in the office of the Treasurer by death, resignation, removal, permanent disability, or for any other cause, shall be filled by a vote of the Board of Directors at the next Board of Directors meeting following the vacancy. He or she elected to fill this vacancy shall assume charge of and exercise the duties of that office until their successor is elected at the next Annual Membership Meeting.
- (2) Disability: In the event of a disability of the Treasurer where he or she cannot perform the duties of the office, the President shall act as Treasurer for the duration of the disability.

## **SECTION 6. - REMOVAL OF OFFICERS AND DIRECTORS**

- (1) Elective Officers of the Corporation and Director may be removed from their office for cause such as, but not limited to, a breach of duty of loyalty or duty of care, by a two-thirds (2/3) vote of the Board of Directors present at any meeting of the Board of Directors.
- (2) Any Member of the Board of Directors who has three (3) consecutive unexcused absences from Board Meetings, will be dismissed from the Board of Directors. An unexcused absence is an absence not reported to an officer or director in advance or within 48 hours after the meeting.

## **SECTION 7. - LIMITATIONS**

No person shall hold more than one office of the Corporation at any time except as set out in these Bylaws.

## **ARTICLE VI** **DISTRICTS**

### **SECTION 1. - DISTRICTS**

#### **(A) District**

There shall be four (4) Districts and a At Large District.

#### **(B) Territorial Limits**

- (1) District 1 includes the Townships of Flowerfield, Park, Fabius, and Lockport.
- (2) District 2 includes the Townships of Mendon, Leonidas, Nottawa, and Colon.
- (3) District 3 includes the Townships of Constantine, Florence, Mottville, and White Pigeon.
- (4) District 4 includes the Townships of Sherman, Burr Oak, Sturgis, and Fawn River.
- (5) District at Large includes all members not living in Districts 1, 2, 3, or 4.

#### **(C) Change in Territorial Limits**

Any change in the territorial limits of the Districts shall require a two-thirds (2/3) vote of the Membership at the Annual Membership Meeting.

## **ARTICLE VII** **BOARD OF DIRECTORS**

### **SECTION 1. - BOARD POWERS**

- (A) The property and lawful business of this Corporation shall be held and managed by the Board of Directors, which shall possess such powers and authority in addition to the powers and authority herein specifically prescribed, as may be necessary to complete execution of the purposes of the Corporation, limited only by the Articles of Incorporation, and these Bylaws.
- (B) Finances of this Corporation shall be under the control of the Board of Directors except as otherwise provided in the Articles of Incorporation and these Bylaws.
- (C) The Board of Directors may appoint or employ additional agents or Officers as it deems necessary, prescribing their duties and authority and providing for their compensation.
- (D) The Board of Directors shall have authority to affiliate this Corporation with any other organization having like interests, aims or purposes, and may appoint delegates, if not elected by the Annual Membership Meetings, and provide the delegates expenses to attend the meetings of such organizations.

- (E) The Board of Directors shall have the authority to appoint Activity Directors and determine their duties. Any Activity Director appointed by the Board of Directors must be approved by the Membership at the next membership Meeting.

## **SECTION 2. - MEETINGS**

### **(A) General and Special Meetings**

- (1) The President or his or her designee shall chair the Board of Directors' meetings.
- (2) The Board of Directors shall hold meetings on the last Monday of each month, except when that Monday comes on a declared holiday, in which case the Board Meeting will be held as determined by the Board of Directors. The times and places of the Board meetings shall be determined by the Board of Directors.
- (3) Special meetings of the Board of Directors may be called by the President, and shall be called on the written request to the President of no less than two Officers of the Corporation, or any four members of the Board of Directors. The purpose of said special meetings shall be contained in the notice of the meeting.
- (4) In the event a scheduled Board of Directors meeting cannot be held in person due to a disruptive cause (e.g. governmental order prohibiting gatherings or other emergency cause), the President or his/her designee (another officer) may call an alternative method for meeting, such as, but not limited to, audio conferencing, video conferencing, teleconferencing, such as a web-based conference meeting (e.g. Zoom or Microsoft Teams, or similar platforms). Nothing in this section will require this action to be taken. Roll call voice vote must be documented for any actions taken by the Board in an electronic meeting.

### **(B) Quorum**

At any meeting of the Board of Directors, 50% plus 1 of the Members of the Board of Directors shall constitute a quorum for the official transaction of business.

### **(C) Vote**

Two-thirds (2/3) vote of the members of the Board of Directors shall constitute a majority on all proposals.

### **(D) Agenda**

The specific agenda for any meeting of the Board of Directors shall be set by the President, subject to the approval of the Board of Directors.

### **(E) Notice**

All Members of the Board of Directors shall be notified of the time, place, and purpose of all meetings at least three (3) days in advance of the meetings.

## **SECTION 3. - MEMBERS OF THE BOARD OF DIRECTORS**

The Members of the Board of Directors shall consist of the following:

- (A) Officers of the Corporation.
- (B) Director at Large.
- (C) Two Directors from each District.
- (D) Activity Directors appointed by the Board of Directors and approved by the membership,

#### **SECTION 4. - VACANCIES ON THE BOARD OF DIRECTORS**

Vacancies by death, resignation, removal, permanent disability, or for any other cause, on the Board of Directors (except for the corporate officers) shall be filled by election at the next meeting of the Membership following the vacancy.

### **ARTICLE VIII** **COMMITTEES**

#### **SECTION 1. - CREATION**

- (A) The Board of Directors, by resolution adopted by a vote of a majority of the members of the Board of Directors, shall establish, as Standing Committees, the committees specifically referenced in these Bylaws according to the criteria set out in this Article.
- (B) The Board of Directors, by resolution adopted by a vote of a majority of the members of the Directors, may designate one or more committees, standing or otherwise, each committee consisting of one or more Directors.
- (C) The Board of Directors, by resolution adopted by a vote of a majority of the members of the Board of Directors, may designate one or more committees, standing or otherwise, each committee consisting of one or more Members or one or more Directors or any combination of Members and Directors.
- (D) Subject to the specific governing documents of the committee, the Board of Directors may also designate one or more Directors as alternate committee members who may replace an absent or disqualified committee member at a committee meeting. Also, subject to the specific governing documents of the committee, if a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate member to act at the committee meeting in place of the absent or disqualified committee member.
- (E) The Board of Directors, by resolution, adopted by a vote of a majority of the members of the Board of Directors, shall specifically establish, among other committee guidelines, the charge, purpose, power, and procedures of the committees as well as the qualifications for committee members for all such committees.
- (F) Except for the committees specifically referenced in these Bylaws, the committees designated by the Board of Directors shall serve at the pleasure of the Board of Directors. Except for the Nominating Committee, all committee members shall serve at the pleasure of the Board of Directors.

#### **SECTION 2. - GENERAL COMMITTEE POWERS**

To the extent provided by resolution of the Board of Directors, a committee designated by the Board of Directors may exercise any power of the Board of Directors in managing the Corporation's business and affairs. However, no committee shall have the power to:

- (A) Amend the Articles of Incorporation;
- (B) Adopt an agreement of merger or consolidation;
- (C) Amend the Bylaws of the Corporation;
- (D) Fill vacancies on the Board;
- (E) Fix compensation of the Directors for serving on the Board or on a committee;
- (F) Recommend to the Members the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- (G) Recommend to the Members a dissolution of the Corporation or a revocation of a dissolution; or

(H) Terminate Memberships.

## **ARTICLE IX** **FINANCIAL MANAGEMENT**

### **SECTION 1. - DUES**

Dues shall be paid in such manner and at such times as determined by the Board of Directors. Any such change shall require the approval of a two-thirds majority of the members of the Board of Directors in attendance at each of two (2) consecutive regularly scheduled Board of Directors meetings. Any proposed dues change must appear on the agenda distributed in advance of each of the Board of Directors meetings in which consideration is to be given.

### **SECTION 2. - USE OF CORPORATE FUNDS**

- (A) All funds and assets of the Corporation shall be used only for purposes that are consistent with the purposes of the Corporation, and for the actual administrative expenses in conducting the affairs of the Corporation, under the direction and with the approval of the Board of Directors. The Board of Directors may purchase land, buildings, and equipment whenever the general interests of the Corporation require the same.
- (B) Checks for five hundred (\$500.00) dollars or less may be signed by the Treasurer. All other checks shall be signed by the Treasurer and either the President or Vice President.

### **SECTION 3. - BUDGET**

- (A) A proposed budget covering anticipated revenue and proposed expenditures for the next fiscal year shall be developed by the Treasurer for consideration by the Board of Directors prior to the beginning of the fiscal year.
- (B) Adjustments in line items as necessitated by unexpected expense or revenue curtailment shall be approved by the Board of Directors except that the President may authorize expenditures of any emergency nature to protect assets of the Corporation.

### **SECTION 4. - PAYMENT OF ACCOUNTS**

No bills or accounts against the Corporation shall be paid until approval of the Board of Directors has been granted unless covered by the annual budget approved by the Board of Directors. All accounts shall be paid when due and management of cash flow to achieve this shall be a joint responsibility of the Board of Directors, Treasurer, and President in their respective functions.

### **SECTION 5. - BORROWING POWER**

The Board of Directors may, whenever the general interests of the Corporation require the same, borrow money and issue its promissory note or bond for the repayment thereof with interest and may, in like case, mortgage its property as security for its debts or other lawful engagements.

### **SECTION 6. - FISCAL YEAR**

The fiscal year of the Corporation shall be from March 1 to the end of February of the next year.

### **SECTION 7. - AUDIT**

The financial accounts of this Corporation shall be subjected to an audit whenever the Board of Directors shall so determine, but at least once every three (3) years.

### **SECTION 8. - SURETY BONDS**

Surety bonds in the amounts determined by the Board of Directors and covering the elective Officers of the Corporation as designated by the Board of Directors shall be financed as a budgeted item by the Corporation.

## ARTICLE X AMENDMENTS ADDENDUMS AND GENERAL PROVISIONS

### SECTION 1. - AMENDMENTS

- (A) These Bylaws may be amended at any Annual Membership Meeting by a two-thirds (2/3) vote of the members present at an Annual Membership Meeting. All proposed amendments shall be referred to the Bylaws Committee by the December Membership Meeting. The Bylaws Committee may make changes and/or additions to the proposed amendments and shall report the proposed amendments with its recommendations to the Annual Membership Meeting. The purpose of all proposed amendments shall be included in the notice of the Annual Membership Meeting.
- (B) Further, all proposed amendments may be amended upon motion from the floor of the Annual Membership Meeting, in which case any proposed amendment as amended shall be re-referred to the Bylaws Committee which shall make such alterations as it deems necessary and suggest such changes in other parts of these Bylaws necessitated by the proposed amendment as amended. The committee shall report back with recommendations to the next Membership Meeting for final consideration with said amendments worded exactly as they would appear in the Bylaws if adopted.

### SECTION 2. - INTERPRETATION OF THE BYLAWS

If any question shall arise relative to the interpretation of these Bylaws, the Board of Directors shall decide after the matter has been referred to the Bylaws Committee for study and recommendation. The Board of Directors shall submit all questions relative to the interpretation in writing, signed by the President, to the Bylaws Committee. Any Member aggrieved by the decision of the Board of Directors may appeal at the next Annual Membership Meeting.

### SECTION 3. - PARLIAMENTARY GUIDE

Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws.

### SECTION 4. - EFFECTIVE DATE OF BYLAWS CHANGE

**Effective dates** of all Bylaws amendments/addendums shall be noted by end notes to these Bylaws.

Article IX Section 2 (B) was amended at the **March 12, 2012** Annual Membership meeting. Replacing "two hundred fifty (\$250.00) with five hundred (\$500.00) dollars.

Article V, Section 3 (D) was amended at the **March 11, 2013** Annual Membership meeting. Adding Conduct all outside correspondence, other than membership, and perform such other duties as may be assigned to him or her by the President, membership, or the Board of Directors. Replacing "The Recording Secretary shall keep accurate minutes of all meetings of the Corporation".

Article V, Section 3 (E) was amended at the **March 11, 2013** Annual Membership meeting, after the word Correspondence add "regarding membership". Replacing, The Executive Secretary shall conduct such correspondence, maintain the Membership records, serve on the Nominating Committee, and perform such other duties as may be assigned to him or her by the President, Membership, or the Board of Directors.

Article VII, Section 2 (3) was amended at the **March 11, 2013** Annual Membership meeting. Adding no less than two Officers of the Corporation, or any four members of the Board of Directors". Replacing "no less than 50 % plus 1 of the members of the Board of Directors.

Article V, Section 3 (F) Elected Directors was amended at the **March 10, 2014** Annual membership meeting. In Part, Directors will make efforts to contact at least 20 Club members who are members of the Board of Directors during each fiscal year. Replacing 20 to 60.

Article V, Section 4. Terms was amended at the **March 11, 2014** Annual Membership meeting. The Director at Large is not addressed. Add the Director at Large shall hold office for the term of one year.

Article VI, Section 1 (A) Districts was amended at the **March 11, 2014** Annual Membership meeting. There shall be four (4) Districts. Adding there shall be (4) District and an at Large Director.

Article VI, Section 1 (B) Territorial limits was amended at the **March 11, 2014** Annual Membership meeting. The Director at Large is not addressed. Adding, District at Large includes all members not living in Districts 1, 2, 3, or 4.

Article VII, Section 2 Meetings, (C) Vote, was amended at the **March 11, 2014** Annual Membership meeting. Two-thirds (2/3) vote of the members of the Board of Directors shall constitute a majority on all proposals. Adding, a simple majority vote of the Board of Directors shall constitute a majority on all proposals.

Article VII, Section 2 Meetings, (E) Meeting, was amended at the **March 11, 2014** Annual Membership meeting. All members of the Board of Directors shall be noticed of the time, place and purpose of all meetings at least fifteen (15) days in advance of the meeting. Adding Spelling of "noticed" changed to notified and 15 days to three (3) days.

Article V Section 3, (G) Duties was amended at the **March 14, 2016** Annual Membership meeting. Changing the word Activity to "Activities", nine times in the paragraph.

Article VII Section 3. Members of the Board of Directors was amended at the **March 14, 2016** Annual Membership meeting. Item (C) Resident was removed. Article V, Officers, Directors, Term, Vacancy, Removal and Limitations Section 3 Duties, item (H) was added "Resident Agent". The Vice president shall be named as resident Agent each year at the Annual membership meeting. The Resident Agent shall be named with full name & address with the state tax commission on our 501C4 report each year.

Article X, Section 1, (A) Amendments was amended at the **March 14, 2016** Annual Membership meeting. Change the wording from "all proposed amendments shall be referred to the bylaw committee ninety (90) days prior to the annual membership meeting". To all proposed amendments shall be referred to the bylaw committee by the December membership meeting.

Article X, Section 1, (B) Amendments was amended at the **March 14, 2016** Annual Membership meeting. Changing the wording from "The committee shall report back with recommendations to the Annual membership meeting". To "The committee shall report back with recommendations to the next membership meeting".

Article II, Section 1 (B) Honorary Life members was amended at the **March 13, 2018** Annual Membership meeting. From Members that have been awarded Honorary Life membership status, who accept the purposes and objectives of the Corporation and agree to promote the same. Changed to Members that have been awarded Honorary Life membership status, are full members of the club and do not pay dues.

Article II, Section 3 (A) 2 Qualifications of Membership, Honorary Life Members of the Corporation, was amended at the **March 13, 2018** Annual Membership meeting. Honorary Life Members of the Corporation shall be Members who have been active in the Corporation for not less than twenty (20) years, recommended by a Board Member, and is approved by two-thirds (2/3) vote of the Board of Directors. Changed to Honorary Life Members of the Corporation shall be Members who have gone above and beyond for the good of the club. Recommended by a Board Member and is approved by two-thirds (2/3) vote of the Board of Directors present.



Article IV, Section 1 (G) 3 Annual Membership Meeting Election Procedure was amended at the **March 13, 2018** annual Membership meeting. Nominating Committee, was Changed from January to September and February was **Changed** to December,

Article IV, Section 10(G) 4 Annual Membership Meeting Nominations from the floor was amended at the **March 13, 2018** annual Membership meeting. Nominations from the floor at the February membership meeting was Changed to Nominations from the floor at the December membership meeting.

Article V, Section 3 (F) Duties, Elected Directors was amended at the **March 13, 2018** annual Membership meeting. It shall be the duty of the Directors to act as communication contacts between Club members and the Board of Directors. Directors shall make available methods of contact (address, phone, email, etc.) so that members may reach them to discuss Club issues, address questions, offer volunteer services, and address other topics that members may desire to discuss. In addition, Directors will make efforts to contact at least 60 Club members, who are not members of the Board of Directors, during each fiscal year, to discuss Club activities and issues, and report back to the Board of Directors the results of these efforts. Elected Directors will also serve as public communication contacts for conservation issues. In addition, Directors will also perform other duties as may be assigned to him or her. **Changed** to: It shall be the duty of the Directors to act as communication contacts between Club members and the Board of Directors. Directors shall make available methods of contact (address, phone, email, etc.) so that members may reach them to discuss Club issues, address questions, offer volunteer services, and address other topics that members may desire to discuss. In addition, Directors will also perform other duties as may be assigned to him or her.

Article II, **Membership**, Section 5. – **Immediate Family** was amended at the **March 2019** annual membership meeting as stated in bold below.

All Members of the Member's immediate family, up to the age of 18 and those age 18 or over who **are full time students or active duty military status** are permitted to participate in all Corporate activities, except voting on Corporation matters (spouses, see Article III, Section 1).

Article VII **Board of Directors**, Section 2 (A) **General and Special Meetings** was amended at the **March 8, 2021** annual membership meeting, subsection (4) was *added*, as stated below.

In the event a scheduled Board of Directors meeting cannot be held in person due to a disruptive cause (e.g. governmental order prohibiting gatherings or other emergency cause), the President or his/her designee (another officer) may call an alternative method for meeting, such as, but not limited to, audio conferencing, video conferencing, teleconferencing, such as a web-based conference meeting (e.g. Zoom or Microsoft Teams, or similar platforms). Nothing in this section will require this action to be taken. Roll call voice vote must be documented for any actions taken by the Board in an electronic meeting.