

# **Fennville Rod & Gun Club**

*HELP KEEP THE FORESTS GREEN AND GROWING; THE STREAMS CLEAR AND FLOWING*

**FOUNDED 1954**

**FENNVILLE, MICHIGAN**

# **CONSTITUTION AND BY-LAWS**

AMENDED: OCTOBER 2016

# **CONSTITUTION BY-LAWS, RULES AND REGULATIONS**

## **ARTICLE 1.**

### **Section 1. Name**

The name of this organization incorporated under the laws of the State of Michigan and hereinafter referred to, as the "Club" shall be "Fennville Rod and Gun Club, Inc."

### **Section 2. Objectives**

The objects of this club are fraternal, civic and educational and in its purposes shall be to further and advance the cause of conservation in all its phases; to perpetuate and conserve the fish, game, mineral, soil, water and the forest resources of the state: to assist worthy causes and to maintain true allegiance and obedience to the laws of this state and the rules and regulations of the Michigan Department of Natural Resources: to and so manage the use of all natural resources that this generation and posterity will receive the maximum benefit from the same: to preserve and strengthen friendship and good will among its members.

### **Section 3. Organization**

The club shall be incorporated under the laws of the State of Michigan, as a nonprofit organization in its entirety. No officer shall receive remuneration for these services, and neither an officer nor a member shall receive any reimbursement in the form of dividends of shares in accrued Treasury receipts, real or personal property of this club. In the event of dissolution or abandonment of this club, all property, both real and/or personal, in the title or equity that shall remain after the payment of all legal and just debts shall be disposed of to a worthy cause to the decision reached by the Board of Directors. The Club shall be considered abandoned, when a quorum is not present for six consecutive meetings, or at any Annual Meeting, when it is not possible to fill the President position, one (1) other officer position and have a majority of directors. Unfilled positions must be appointed as quickly as possible by a majority approval of the Members at the meeting.

## **ARTICLE II - MEMBERSHIP**

### **Section 1. Qualification**

Membership in this club shall be limited to citizens of the United States of America.

### **Section 2. Application**

Application for membership shall be made in writing of form or forms prescribed by the Board of Directors.

### **Section 3. Approval**

In order to attain membership in this Club each applicant must receive an affirmative two-thirds (2/3) vote of the Club members present and voting at any regular constituted meeting at the Club.

### **Section 4. Dismissal**

The Board of Directors may, by two-thirds (2/3) vote of the Board, cancel the membership of any member for cause. Notice to the dismissed member shall be given in writing and an appeal may be made at the second meeting of the Club following such notice. Such appeal may be made either in writing or verbally.

### **Section 5. Representation**

All members may attend and have privilege of the floor at any meeting of the Club and shall have the privilege of making motions and voting upon all proper questions.

## **Article III - Amendments**

This constitution may be amended by a three-fourths (3/4) vote of the members voting and present at any regular constituted meeting of this Club provided that two weeks notice in writing shall have been given each member prior to the date specified for such meeting, said notice shall be on the form to be prescribed by the Board of Directors and signed by the Secretary of the Club. Voting upon any amendment shall be by a show of hands with the amendment clearly stated in its entirety.

## **Article IV - Officers and Directors**

### **Section 1. Officers**

The executive officers of the Club shall be a president, vice-president, secretary, treasurer and a minimum of six (6) directors at large, with additional directors added if necessary to maintain the club. Addition or elimination of directors would have to be voted on and approved by the general membership at a regular meeting.

To the extent permitted by law, a volunteer director shall not be personally liable to the Club or its members for monetary damages for breach of director's fiduciary duty.

The Club assumes all liability within the limits of insurance policies in effect to any person other than the Club or its members for all acts or omissions of a volunteer director occurring after January 1, 1989.

### **Section 2. Election**

The officers and directors shall be elected at the annual meeting by secret ballot. A majority of the votes cast shall be necessary for election; if any candidate shall fail to receive a majority of the votes cast on any ballot, the name of the candidate receiving the lowest number of votes shall be dropped.

### **Section 3. Nomination**

Nomination for executive officers shall be made by a nominating committee to be appointed by the president and consisting of not less than three (3) members, and nominating committee to be appointed not less than thirty (30) days prior to the annual meeting. Nominations for all elective offices will be accepted from the floor, provided that the person nominated shall have signified his acceptance to serve if elected. Nominations presented by the nominating committee shall have the approval of the nominee and his acceptance to serve.

#### **Section 4. Qualifications**

Any member in good standing in this Club shall be eligible for office in this Club.

#### **Section 5. Terms of Office**

Terms of all elected officers and directors shall commence immediately upon adjournment of the annual meeting of the Club. The president, vice-president, secretary and treasurer shall hold office for the term of one (1) year or until their successors are elected and qualify. The term of six (6) directors shall be for three (3) years with additional directors serving one (1) year. No officer may be elected as a director again until one (1) year has intervened between the end of one term and his election to another. No person may hold two (2) elective offices at the same time.

#### **Section 6. Vacancy of the President, *Officers and Directors***

In the event of a vacancy in the office of the president, either by death, resignation or removal or any other cause, the vice-president shall assume the unexpired term. Vacancies of officers (other than the president) and directors will be filled by appointment for the unexpired term with approval of the majority of members present at the next meeting.

#### **Section 7. Duties of Officers**

- (A) The President shall be the chief executive officer of the Club and, subject to control of the Board of Directors, shall have general charge of its affairs. He shall preside at all meetings of the Club and Board of Directors, and he shall have such other powers and duties as are incident to his office and not inconsistent with the by-laws. He shall appoint all officers and committees not otherwise provided for. He shall approve all disbursements of funds.
  
- (B) The Vice-President shall assist the President in the performance of his duties when called upon to do so by the president or Board of Directors. In the event of the disability of the President or his absence from any place in which the business on hand is being done, the Vice-President shall have all the powers and perform all the duties of the President. He shall have such other powers as may be assigned to him

by the Board of Directors.

- (C) The Secretary shall supervise the recording of all proceedings of the meetings of the Club and Board of Directors and keep accurate records in permanent form of all the proceedings and business transactions. He shall also maintain of a list of all members for the prior year and current year; prepare and distribute membership cards; resolve mailing address errors through contact with the members and provide address labels/electronic file for club newsletters as necessary. He shall keep names of all officers and shall perform such other duties as may be prescribed from time to time by the Board of Directors.
- (D) The Treasurer shall keep a full and accurate account of all the receipts and disbursements and deposit all money, checks and other obligations to the credit of this Club in such depository as may be designated by the Board of Directors; he shall disburse the funds of the Club only in accordance with due authorization of the Club, excepting that disbursements not to exceed fifteen hundred dollars (\$1500.00) may be authorized by the Board of Directors for the payment of emergency or miscellaneous bills, and all such disbursements shall be made by check. The Treasurer shall give a receipt for all monies received by him; he shall be the Treasurer of all Club committees handling the funds. Any withdrawals from savings accounts or investments must be approved by the general membership at a regular meeting and authorized by the president, vice-president and secretary in written form. He shall make a complete annual statement for past calendar year at each annual meeting of the Club, which annual statement shall on the determination of the Board of Directors, be verified by such person or persons as may be designated by the Board of Directors. He shall make such other reports and perform such other duties as may be designated by the Club or Board of Directors
- (E) In addition, the Board of Directors may appoint a Registrar, at the Secretary's discretion, to assist with the maintenance of a list of all members for the prior year and current year; prepare and distribute membership cards; resolve mailing address errors through contact

with the members and provide address labels/electronic file for club newsletters as necessary. The Registrar will not be a board member.

- (F) The Board of Directors, which shall be composed of the President, Vice-President, Secretary, Treasurer and a minimum of six (6) members elected at large, shall in addition manage the property and lawful business as may be necessary to the powers and authority herein specifically prescribed to the complete execution of the corporate requirements as set forth by the statutes of this state governing such corporations. The Board of Directors shall act as an advisory Board to the Club, formulate policies and get a program for the regular meetings, vote on and recommend business for the Club programs and appoint all standing committees. The Board shall audit, or cause to be audited, the records of the officers of the Club and shall certify as to the correctness of all the accounts presented to the Club for payment. Sixty percent (60%) of the members of the Board constitute a quorum necessary for the transaction of the business and the actions of the majority of members present shall be the action of the Board of Directors. The Board shall hold at least six (6) meetings a year at a time and place as shall be determined by the Board. Special meetings of the Board may be called by the President or Secretary or upon written request of any three (3) members of the Board made to the Secretary who shall thereupon notify all members of the Board.
  
- (G) The Standing Committees of the Club shall be the Range, Breakfast, Entertainment, Special Shoots, Special Events and Building and Grounds.

## **BY-LAWS**

1. The initiation fee shall be determined by the Board of Directors each year, and approved by the membership, which shall include the dues at the end of the fiscal year, both payable in advance. Membership dues, both new and renewals must be paid by October 31<sup>st</sup> of each year and will not be prorated. The dues and membership record of this Club shall be conducted on a fiscal year basis, from January 1<sup>st</sup> to December 31<sup>st</sup>. Membership dues will be reviewed by the Board of Directors on an annual basis with all changes to be approved by the members present at a regular meeting.
2. The Club shall hold at least 6 meetings per year at 7:00 p.m. at the Club House, or any other place or time designated by the Board of Directors.
3. A quorum of the members of this Club shall not be less than 15 members in good and regular standing and the actions of a majority of the members present shall be the action of the entire Club.
4. The annual meeting shall be held on the second (2<sup>nd</sup>) Thursday in December of each year unless the annual "Bash" falls prior to the 2<sup>nd</sup> Thursday in which case the annual meeting will be held on the first (1<sup>st</sup>) Thursday.
5. Unless otherwise specified in this Constitution and By-Laws, Roberts Rules of Order, revised, shall govern the procedures of all meetings.
6. Order of Business of each meeting of the Club and the Board of Directors shall be as follows:
  1. Meeting called to order by the presiding officer.
  2. Roll call of officers.
  3. Reading of the minutes of the last regular & special meetings.
  4. Report of the Secretary.
  5. Report of the Treasurer.
  6. Report of regular and special committees.
  7. Election of officers (at annual or special meetings only).
  8. Unfinished business.
  9. New Business.



10. Balloting on members for admission.
  11. Introduction of the evening speaker or guests.
  12. Appointment of special committees.
  13. Entertainment.
  14. Adjournment.
7. These By-Laws may be amended at any regular or specially called meeting by a two thirds (2/3) vote of the members present and voting, providing that written notice of such action shall have been given to each of the entire membership at least 10 days prior to such meeting, and must have been read at two (2) meetings before final adoption or rejection.
8. Effective date of this Constitution and By-Laws shall be January 1, 1954.