

# THE IOSCO SPORTSMEN'S CLUB, INC.

## CONSTITUTION AND BYLAWS

Revised October 16, 1996

### ARTICLE I NAME AND OBJECT

**Section 1. Name.** This organization shall be known as "The Iosco Sportsmen's Club, Inc." (herein the Club).

**Section 2. Purpose.** This organization is created for the purpose of fostering conservation and conservation education, promoting and educating in the areas of sportsmanship, camaraderie, fairness and safety in all aspects of outdoor sports including hunting, fishing and shooting sports, and such other activities as members of the Board of Trustees may endorse from time to time.

**Section 3. Organization.** This Club shall be organized as a non-profit organization for forwarding of educational, scientific, and charitable purposes as recognized under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of the current Internal Revenue Service Code. In furtherance of these causes, the Club is authorized to engage in any lawful activity including the collection of funds and the authority to create contracts. The principal office and Registered Agent for the Club shall be in Iosco County Michigan at a mailing address to be determined from time to time by the Board of Trustees.

### ARTICLE II MEMBERSHIP

**Section 1. Qualifications.** Subject to the approval of the Board of Trustees, membership may be granted to anyone who supports the purpose and goals of the Club. Applicants who are 18 years of age or older shall be deemed Regular members. Applicants under the age of 18 shall be deemed Junior members and without voting privileges. Widows and widowers of paid up members in good standing are considered as honorary members without voting privileges. Paid life members are deemed regular members. Honorary members are considered members without voting privileges.

**Section 2. Rights and Privileges.** Regular members who are in good standing shall be entitled to vote, hold office, and enjoy all privileges and activities of this organization. Junior members, widow and widower honorary members, honorary members, and the spouse and children under the age of 18 of the individual holding a regular or life membership shall enjoy all the privileges of a Regular member except that they are ineligible to vote or hold an elected office. All members are encouraged to actively participate in all activities and programs espoused by the Club.

**Section 3. Membership Dues.** The annual dues shall be set by vote of the membership from time to time as recommended by the Board of Trustees. Annual membership dues are payable on or before May 31 of each year. New member's dues shall be prorated from and including the entire month of approval of membership to the end of the fiscal year being May 31. Renewal of membership shall not be prorated. Any member 30 days delinquent in payment of dues or any other indebtedness of the club shall be suspended until full payment has been made. Junior membership shall be 50 percent of regular membership dues and life membership shall be 10 times the annual membership dues charged at the time the life membership is paid.

**Section 4. Suspension and termination.** Any member who is convicted of a conservation law violation, acts in violation of these bylaws, or is charged with any other act contrary to the ideals and goals of the Club shall be served written notification of complaint either by certified mail or in person. The member shall have 15 days to

respond to the complaint and place facts before the Board of Trustees for their review. If the Board finds that the complaint is accurate, the membership of the individual may be revoked by a 2/3 affirmative vote of the Board.

### **ARTICLE III BOARD OF TRUSTEES**

**Section 1. Board of Trustees.** The Board of Trustees shall consist of 12 members who shall serve without receiving any wages, salaries, or other financial benefits or compensation, although expenses may be reimbursed. Four of the trustees shall be elected annually for three year terms by the Club's general membership at the Club's annual meeting. Any regular member in good standing is eligible for election. Nominations shall be made either from the Nominations and Elections Committee or accepted from the floor at the Annual Meeting by any member. The Board may be increased or decreased by a 2/3 vote of the general membership attending a general membership meeting.

**Section 2. Termination.** Any Trustee absent without reasonable excuse from three consecutive Trustees Meetings shall be subject to removal from the Board, if so voted by a majority of the Board of Trustees who comprise a quorum of Trustees at the meeting where the vote is taken.

**Section 3. Vacancies.** In the event of any vacancy on the Board of Trustees, said Board will be empowered to fill vacancies by a majority vote of the Board. The member elected by the Board to fill the vacancy will serve the remaining portion of that term. **Section 4. General Powers.** The Board of Trustees shall have all the powers granted to them by Act 327 of the Public Acts of 1931 as amended, including, but not limited to management of the Club, supervision of the membership, supervision of the Club's employees and agents, the power to collect revenues and incur expenses, and power to create contracts. The Board shall have entire and sole jurisdiction over all these matters.

**Section 4. General Powers** The Board of Trustees shall have all the powers granted to them by Act 327 of the Public Acts of 1931 as amended, including, but not limited to management of the Club, supervision of the membership, supervision of the Club's employees and agents, the power to collect revenues and incur expenses, and power to create contracts. The Board shall have entire and sole jurisdiction over these matters.

**Section 5. Specific Powers.** The Board of Trustees shall have the following specific powers:

- A. To appoint delegates to associations of which the Club may be a member, or for the purpose of conferring With any association or club respecting any matter in which the Club may be concerned;
- B. To make rules for the conduct of members of the Club and their use of the Club property;
- C. To suspend or expel a member for any conduct in violation of the rules or improper conduct, or conduct prejudicial to the interest of the Club;
- D. To fix and enforce penalties for violations of the rules; E. To remit penalties for offenses against the rules;
- F. To prescribe for the admission of strangers and guests to the privileges of the Club;
- G. To call special meetings of the Board of Trustees or Club to consider special subjects;
- H. To make, alter and amend the rules for the Board's own government, and fix and enforce penalties for the violation of such rules, and,
- I. To prescribe additional duties for any use of the Trustees in addition to those herein set forth.

### **ARTICLE IV OFFICERS**

**Section 1. Officers.** The Club shall have the following Officers:

President  
Vice President  
Recording Secretary  
Treasurer  
Program Chairman  
Chief Range Officer

**Section 2. Election.** All officers shall be elected from the Board of Trustees to one year terms by election of the Board of Trustees at a session called to order immediately upon adjournment of the General Membership annual meeting. The terms of the officers shall begin immediately upon their election.

**Section 3. Duties of the President.** The President shall preside over all meetings of the general membership and Board of Trustees as Chairman of the Board. At the first Board of Trustees Meeting following the Annual Meeting, the President shall appoint any committees deemed necessary by the Board of Trustees of the general membership with the approval of the Board of Trustees, including, but not limited to Auditing, Bingo, should state licensed bingo be a club activity, Range, and Nominations/Elections. The President, with approval of the Board of Trustees, also may appoint a Membership Secretary. The President shall enforce all rules and regulations of the Club and perform any other duties as imposed on him by resolution of the Board of Trustees. After approval of the Board of Trustees, the President, along with the Treasurer, shall have the authority to sign all written contracts and written obligations of the Club. The President shall be spokesman of the Club and have authority over its management.

**Section 4. Duties of the Vice President.** The Vice President will assume the duties of the President in absence or incapacity of the President and assume other duties assigned by the President or Board of Trustees.

**Section 5. Duties of the Recording Secretary.** The Recording Secretary is responsible for keeping accurate minutes of each meeting, a record of all votes, and other official reports of the Club. The Recording Secretary shall conduct all official correspondence of the Club, including coordination of a quarterly newsletter which may be published more often if club activities so require. The Recording Secretary shall be responsible for the safe keeping of all documents relating to the Club in a place to be designated by the Board of Trustees. The Recording Secretary shall not divulge the mailing list to any person or organization unless it is necessary for facilitating Club business and has been approved by the Board of Trustees. In the absence of the President and the Vice President, the Secretary shall perform the duties of the President.

**Section 6. Duties of the Treasurer.** The Treasurer shall be bonded. The Treasurer shall keep an accurate account of all income received and have the responsibility to deposit all funds promptly in the name of the Club in the bank designated by the Board of Trustees. The Treasurer shall pay all expenses as prescribed under the Bylaws. At each Board of Trustees and membership meeting the Treasurer shall present a financial report on the condition of the Club. All financial records shall be audited annually by the Auditing Committee, during the Month of May prior to the Annual Meeting. The Treasurer is authorized to keep a \$200 emergency fund for use by the Board of Trustees for unexpected expenditures incurred by or on behalf of the Club.

**Section 7. Duties of the Program Chairman.** The Program Chairman shall head the Entertainment Committee, if any. The Program Chairman shall be responsible for arranging programs of interest for the membership including speakers on relevant topics. The Program Chairman shall also bring to the Board of Trustees any ideas or recommendations for activities and events consistent with the Club's objectives.

**Section 8. Duties of the Chief Range Officer.** The Chief Range Officer shall head the Range Committee and shall have primary responsibility over the shooting and archery ranges. The Chief Range Officer shall have responsibility for and over direction of the Range Officers, shall provide and enforce safety rules and regulations, shall make recommendations for improvements of the ranges, shall arrange for maintenance of the range grounds and facilities, and shall perform any other responsibilities the Board of Trustees sees fit to award.

**Section 9. Duties of the Membership Secretary.** A non-voting Membership Secretary may be appointed by the President and with approval of the Board of Trustees to handle specific functions of the Club. The Membership Secretary does not necessarily need to be a regular member of the Club. The Membership Secretary shall keep and maintain all records of the membership including membership lists, dues records and records of the issuance of membership cards and assume other duties assigned by the President with approval of the Board of Trustees.

**ARTICLE V  
MEETINGS, BOARD OF TRUSTEES**

**Section 1. Meetings.** The Board of Trustees shall meet the First Wednesday of each month. The general membership may attend and participate in discussions, but may not vote. Only the Trustees may vote at a Board meeting. The President or any five Trustees may call any additional meetings as deemed necessary as long as 48 hours notice is given.

**Section 2. Quorums.** A quorum for a Board of Trustees meeting shall be seven Trustees and a majority vote of the quorum shall prevail.

**Section 3. Meeting by Remote Electronic Means.** Meetings via remote electronic means, such as the telephone, where all Trustees can hear and speak or otherwise effectively communicate with each other, shall have the same effect as a normal meeting.

**Section 4. Expense Authorization.** The maximum expense the Board is authorized to undertake for a single Club project is \$2,000. Any greater amount must be approved in advance of the undertaking by the general membership.

**ARTICLE VI  
MEETINGS, GENERAL MEMBERSHIP**

**Section 1. Meetings.** The General Membership shall meet quarterly beginning with the annual meeting on the first Wednesday in June and with the balance of the General Membership meetings being the first Wednesday of September, December and March. The fiscal year will end May 31st of each year. Other meetings maybe held as called by the President, by the Program Chairman, or by any five members. At least 30 days notice must be given as to the time and place for the meeting.

**Section 2. Quorums.** At General Membership Meetings, at least 10 members must be present to constitute a quorum and a majority vote of the quorum shall prevail.

**Section 3. Place of Meetings.** All membership meetings shall be held at the clubhouse of the Iosco Sportsmen's Club, Inc., unless clearly specified otherwise within the notices to the membership.

**Section 4. Rules of Conduct.** Any rules of order adopted by the Board of Trustees shall govern the Club in all areas where applicable but not inconsistent with these Bylaws. A motion may be placed before the membership by any regular or life member if it pertains to the matters under discussion at that time. The motion must be seconded before it may be put to a vote of the general membership. Membership votes are advisory votes only to be considered and acted upon by the Board of Trustees, except as otherwise provide for in these bylaws. A majority of regular or life members present at any General Membership Meeting may create other rules of conduct pertaining to the Club's affairs.

**ARTICLE VII  
COMMITTEES**

**Section 1. Standing Committees.** There shall be two standing committees:  
Nominations and Elections Committee  
Range Committee

Each committee shall consist of at least three members recommended by the respective Chairmen and approved by the Board of Trustees.

**Subsection A. Nominations and Elections Committee.** The Nominations and Elections Committee shall be responsible for soliciting nominations from the general membership for election to the Board of Trustees. The

Committee shall notify the general membership of the candidates for the election at least seven days prior to the Annual Meeting. The committee shall be in charge of conducting the written ballot election, tabulating the votes, and reporting the results to the general membership. The Chairman shall be appointed by the Board of Trustees.

**Subsection B. Range Committee.** The Range Committee shall be responsible for managing and overseeing the ranges, including directing, appointing and scheduling the Range Officers; providing and enforcing safety rules and regulations, and making recommendations to the Board of Trustees for improvements of the ranges and arrangements for maintenance of the range grounds and facilities.

**Section 2. Other Committees.** The Board of Trustees may create and appoint any other committee it deems necessary to fulfill the objectives of the Club. The President shall be an ex-officio member of all committees.

## **ARTICLE VIII RECORDS, FINANCES AND CONTRACTS**

**Section 1. Records.** The Club shall keep complete and accurate financial records and minutes of all meetings. These records shall be available for inspection by members for proper purposes and at reasonable times.

**Section 2. Deposits.** All income and revenue shall be deposited promptly by the Treasurer in bank accounts designated by the Board of Trustees.

**Section 3. Payment of Invoices and Expenses.** The Treasurer is authorized to remit payments on expenses of the Club. All payments must be approved by the Board of Trustees either by motion or by resolution. All payments must be made by check or pre-approved transfer only with the exception of the \$200 petty cash fund the Treasurer is authorized to keep for payment of unexpected expenses of the Board of Trustees in regards to Club business. All expenditures must be duly noted and accounted for.

**Section 4. Fiscal Year.** The Fiscal Year shall end on May 31 of each year.

**Section 5. Gifts.** The Board of Trustees, jointly or severally, may accept any gift, bequest, or contribution given to the Club for any general or specific purpose. The Club shall not give or donate any of its funds without express authorization by a vote of the Board of Trustees or its members.

**Section 6. Contracts.** All contracts must be specifically approved by a vote of the Board of Trustees or the members. The President and Treasurer must then execute the contract for it to be valid and enforceable.

**Section 7. Affiliation.** The Board of Trustees is authorized to affiliate the Club with any other organization for the furtherance of the Club's goals and objectives.

## **ARTICLE IX LIABILITY AND INDEMNIFICATION**

**Section 1. Liability.** To the extent permitted by law, any officer, trustee or non-director volunteer shall not be personally liable to the Club or the general membership for monetary damages in connection with a breach of fiduciary duty. The Club assumes all liability to any person other than the Club or its members for all acts or omissions of an officer or trustee or non-director volunteer.

**Section 2. Insurance.** The Board of Trustees shall be authorized to purchase and maintain liability insurance should any area of personal liability to the officers, trustees, employees, agents or representatives of the Club be determined.

**Section 3. Indemnification.** To the fullest extent provided by Michigan law, the Club shall hold harmless, defend and indemnify all officers, trustees, employees, agents and non-director volunteers. The Club will provide indemnification reimbursements only in amounts not covered by any applicable insurance.

## **ARTICLE X AMENDMENTS OF BYLAWS**

**Section 1. Amending the Bylaws.** These Constitutions and Bylaws may be amended by a two-thirds vote of a quorum of members eligible to vote at any General Membership Meeting, but only after approval of the amendment by the Board of Trustees. The proposed amendment along with the details thereof shall be provided in the call for the meeting at least 60 days in advance of the meeting.

## **ARTICLE XI DISSOLUTION**

**Section 1. Vote for Dissolution.** The corporation may be dissolved only by a two-thirds vote of the entire membership eligible to vote in a General Membership Meeting. All members must receive by mail a notice at least 60 days in advance of the proposed vote. **Section 2. Disposition of Assets.** After all outstanding debts and liabilities have been provided for, the remaining assets of the corporation shall be transferred to the appropriate court in Iosco County for dispersal in accordance with Michigan law with a proviso that these assets shall, as possible, be distributed among those public universities in the State of Michigan maintaining active educational programs in natural resource management. Such dispersal shall be solely at the discretion of the court.

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