

BEND OF THE RIVER CONSERVATION CLUB, INC.
CONSTITUTION AND BYLAWS

ARTICLE I. NAME

The name of this corporation shall be Bend of the River Conservation Club, Inc.

ARTICLE II. OBJECTIVES

The purpose or purposes of this corporation are as follows:

The club is for the purpose of scientific and educational propagation and conservation of forests, game animals, birds, fish and all wildlife. The club also promotes programs and education on gun safety, sport, recreational, and competitive shooting, as well as the acquiring, holding and disposing of all real and personal property necessary or desirable in effecting the above purposes; providing, however, that no part of the income or the funds of this corporation shall inure to the financial benefit of any individual member or members.

The corporation shall operate without profit, shall be nonpolitical and nonsectarian.

Upon dissolution of the Corporation, all assets shall be transferred to another Non Profit Corporation. No individual shall profit by the demise of the Club.

ARTICLE III. MEMBERSHIP

Section 1. Membership is open to all United States Citizens of suitable character and interest. Prospective members shall submit an application for membership. The Membership Committee shall conduct such inquiry as the Committee deems necessary, and shall submit the Committee's recommendation to the Board of Directors. The Board of Directors, upon review of prospective member's application, shall vote on said application. If approved by a majority vote of directors, the application shall be submitted to the membership for the review and vote on acceptance, by majority of the members present. At such time as a prospective member's application has been favorably voted on, said applicant shall become a dues paying member.

Section 2. Memberships available are described as follows:

- a. Regular. Full use of grounds in the manner authorized, with full voting privileges, provided the member is active, and pursuant to the current Bend of the River Conservation Club Membership policy in effect at said time and place.
- b. Lifetime. Full use of grounds in the manner authorized, with full voting privileges, and pursuant to the current Bend of the River Conservation Club Membership policy in effect at said time and place.

c. Senior/Student. Individuals who have reached an age or are full time students pursuant to the current Membership Policy in effect at said time and place, with full use of grounds in the manner authorized, with full voting rights.

d. Honorary. Individuals who, due to their service and/or dedication to the Club, with the approval of the Board or membership, are entitled to be recognized and honored and are considered Active Members as set forth in Section 2 a, and annual dues are waived, with full use of grounds in the manner authorized, with full voting privileges, pursuant to the current Bend of the River Conservation Club Membership policy in effect at said time and place.

e. Daily. Individuals who wish to take part in an activity of the Club as may be designated by the Board of Directors, and pay the activity fee designated. Daily members have use of the facility(s) specific for the activity or event on the day/ date designated only, and have no voting privileges.

Section 3. Dues. All membership renewals are due and payable on January 1st. Dues for the succeeding year(s) are payable beginning at the December regular meeting. Dues are considered delinquent if not paid by March 1.

Dues for the levels of membership shall be set by the Board of Directors, and shall be pursuant to the current Bend of the River Conservation Club Membership policy.

Section 4. All memberships are family memberships in nature and shall include the member's spouse and dependant children under the age of 18. Use of the grounds shall be as set forth in the Bend of the River Conservation Club General Rules and Membership Policy in effect at said time and place.

Section 5. Any member suspended or expelled from the Club has the right to address the Board of Directors to appeal said suspension or expulsion at a regular meeting of the Board of Directors or at a date and time as agreeable between both parties. Said appeal shall be heard within 90 days from date of suspension/expulsion, or suspension/expulsion shall be deemed final.

ARTICLE IV. MEETINGS

Section 1. The Annual Meeting of the Club shall be held on the first Thursday in November of each year, at such time and place as the Board of Directors may designate.

Section 2. The order of business for the Annual Meeting shall be:

- 1st. Minutes of previous meeting.
- 2nd. Treasurer's Report (current and annual)
- 3rd. Reports of Officers and Board of Directors.
- 4th. Old Business
- 5th. New Business
- 6th. Announcement of results of Annual Election

Section 3. Regular meeting of the Club shall be held at such places and dates as may be deemed suitable by the Board of Directors; unless otherwise specified by the Board of Directors there shall be not less than one regular meeting in each month.

Section 4. A Special Meeting of the Club may be called by the Board of Directors or on written request of the President or whenever one-third of the voting members in good standing of the Club shall make a written request for the same, specifying the subject of the meeting, and provided that written notice of such special meeting shall be given to the members so qualified at least ten (10) days prior to said meeting.

Section 5. All meetings shall be conducted according to Roberts Rules of Parliamentary Procedure format, however the club is not governed by Roberts Rules of Order.

Section 6. The Board of Directors shall meet on the third (3rd) Thursday of each and every month, and its annual meeting shall be held coincident with the annual membership meeting of the club.

Section 7. Non-members may attend meetings of the Club only by invitation by a member.

Section 8. Notice of the annual meeting shall be pre-mailed by the Secretary to qualified members of the Club at least ten (10) days before the date of such meeting.

ARTICLE V. QUORUM

Section 1. Members of the Club present shall constitute a quorum for any general meeting.

Section 2. A quorum of the Board of Directors shall be 8 members of the Board and a majority of the Directors present at any meeting shall prevail.

ARTICLE VI. ELECTION OF OFFICERS AND DIRECTORS

Section. 1. The Board of Directors of this Club shall consist of 15 members, five (5) of whom shall be the officers of the Club, and ten (10) directors selected from the membership. If there are no nominations to fill these offices at election time, they will be appointed by the President, provided the member is in good standing, and approved by the Board of Directors.

Section 2. The President, Vice President, Secretary, Treasurer and Assistant Secretary shall be elected at the annual meeting by a vote of the members and hold office for one year.

Section 3. The terms of office for Directors shall be five 2-year Director seats and five 3-year Director seats, and shall be elected at the annual meeting respectively by a vote of the members.

Section 4. Nominations for executive and board positions may be made by any member in good standing. The Board shall constitute a nominating committee and shall recommend and/or approve the slate of candidates for officers and directorship.

Section 5. In the event of any vacancy in any office for any reason, the Board shall appoint a member in good standing to fill the un-expired term until the next general election.

ARTICLE VII. DUTIES OF OFFICERS AND DIRECTORS

Board of Directors

Section 1. The Board of Directors shall have the power to manage all the affairs of the Club and make all contracts necessary for the proper transaction of all business. They shall have entire jurisdiction over all matters pertaining to the care, conduct, control, supervision and management of the Club and its finances, and all appropriations shall be made by them.

Section 2. It is the duty of said Board of Directors to prescribe and publish rules regarding the use and occupancy of the facilities of the Club, the care and protection of its property.

Section 3. The Board shall meet for the transaction of business on the third (3rd) Thursday of each month and at any other time, at the call or in writing by the President or any two Board members, provided notice is given to each member of the Board before the time appointed for said meeting.

Section 4. At the annual meeting of the Club, the Board of Directors shall make a full report of their proceedings during the preceding fiscal year, and recommend such measures as they deem advisable.

Section 5. The Board of Directors may fill any vacancy among the officers or directors by a vote of the majority of those present at a regular monthly meeting of such Board, such election to be for the un-expired term.

Section 6. Any member of the Board of Directors who shall absent himself from two (2) consecutive monthly meetings or misses a total of 4 or more meetings per calendar year, of either the Board or the regular monthly Club meetings, must offer at the next monthly meeting an excuse for his absence which is satisfactory to the Board, or shall be deemed to have resigned as a member of said Board and cease to be a member thereof.

Section 7. In no case where a resolution has been passed at a meeting of the Board of Directors affecting the relations of any member of the Club toward the Club shall be reviewed at a subsequent meeting without notification by the Secretary to every member of the Board of Directors as soon as possible before the meeting that such previous action will be brought up for review or consideration.

Section 8. The Board of Directors shall have the following specific powers:

- (a) To set membership fees and policies.
- (b) To appoint to different associations of which this Club may be a member, or for the purpose of conferring with any association of club respecting any matter in which this Club may be concerned.
- (c) To make rules for the conduct of the members of the Club and for their use of the Club's property.

- (d) To suspend or expel a member for any conduct in violation of rules or behavior improper or prejudicial to the interest of the Club.
- (e) To fix and enforce penalties for violations of rules.
- (f) To remit penalties for offenses against rules.
- (g) To prescribe rules for the admission of strangers or guests to the privileges of the Club.
- (h) To call special meetings of the Club to consider special subjects.
- (i) To make, alter, and amend the rules for the Board's own government and fix and enforce penalties for the violation of such rules.
- (j) To prescribe additional duties for any of the officers, in addition to those herein set forth.
- (k) To remove any Officer and/or Director from office with a two thirds (2/3) vote of Board for good cause; specifically, actions or non-actions deemed to be inappropriate, in violation of any rules or policies, and/or not in the best interest of the Club.
- (l) Removal of an Officer or Director may be appealed for reconsideration either at a regular meeting of the Board of Directors or at a date and time as agreeable between both parties, however said appeal shall be heard within 90 days of removal or removal shall be deemed final.

A. President

Section 1. The President shall preside at all meetings of the Club and Board of Directors and enforce all laws and regulations of the Club. The President shall perform such other duties as shall be imposed by resolution of the Board of Directors.

Section 2. The President shall, with the Secretary or Treasurer, sign all contracts and written obligations of the Club with Board approval.

Section 3. The President shall have the power to appoint committees whenever it becomes necessary, each committee to consist of not more than five (5) active members of the Club.

C. Vice President.

Section 1. In the absence of the President, his/her duties shall be performed by the Vice President. In the event of death or disability of the President, the Vice President shall act until the Board of Directors fill the office.

D. Secretary and Treasurer.

Section 1. The Secretary shall keep the minutes and other official reports of the Club. He/she shall conduct the official correspondence of the Club. He/she shall keep all records, documents, and papers relating to the club in such place as shall be designated by the Board of Directors. The Secretary shall perform such other duties as may be assigned by the Board of Directors.

Section 2. The Treasurer shall keep account of all moneys received and deposit same in the name of the Club in such bank as shall be designated by the Board of Directors. The

Treasurer shall not pay out any of the money of the Club except in such a manner and for such purposes as shall be approved by the proper officers of the Club, whose approval shall be authorized by motion or resolution of the Board of Directors. The Treasurer shall not be responsible for money or funds of the Club paid out or disbursed upon checks or vouchers therefore which have not been properly signed and countersigned. At each monthly meeting the Treasurer shall make a statement of the financial condition of the Club for approval by the Board of Directors. At the annual meeting of the Club, the Treasurer shall submit a detailed report of the financial condition of the club for the preceding fiscal year, which report may be audited by accountants designated by the Board of Directors.

E. Assistant Secretary/Treasurer.

Section 1. The Assistant Secretary shall serve in the absence of, and assist the Secretary and/or Treasurer in all duties.

ARTICLE VIII. BUILDING AND GROUNDS MAINTENANCE

Section 1. All Maintenance of the facilities and grounds is on a voluntary basis by the entire membership unless contracted (in writing) by the Board of Directors. No member or a member's family member shall profit or benefit financially for, or from work performed on the buildings or grounds. A member or a member's family member may be reimbursed for expenses only, with prior approval by the Board of Directors, and upon providing a valid receipt of said expenditures to the Treasurer.

ARTICLE IX. AMENDMENTS

Section 1. Amendments hereto may be made at the annual meeting, or at a meeting called for that purpose, by two-thirds vote of all members present. Written notice of the proposed amendment(s) shall be given to all members by the Secretary and shall be submitted to the Board of Directors for approval and ratification by a majority vote of the whole of said Board.

Ratified: December 17, 2009

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