

# **BY-LAWS**

## **WILLOW RIVER ROD AND GUN CLUB, INC.**

(Revised September 10, 2021)

### **Article I     Name and Objectives**

Section 1     The name of this organization shall be Willow River Rod and Gun Club, Inc. The organization is established within the meaning of IRS publication 557 section 501C7.

Section 2     The objectives of the organization are to promote conservation including the propagation of fish and game, re-forestation of lands, practice of soil conservation by demonstrating approved methods and practices, to encourage boys and girls to become active in conservation of natural resources and wild life, to promote hunting safety and such other beneficial sportsmanlike activities as the Organization may direct.

### **Article II     Members**

Section 1     Membership in the organization is open to the public and shall be restricted to families who have completed all required applications and forms, paid all dues as required by the club, and have not had any reported violation of club rules. The club will not discriminate against any person on the basis of race, color, or religion. The Board may limit the quantity of memberships given each year.

Section 2     Any person who is interested in the promotion of the objectives of the organization, as stated in Article I, may become a member, as described in Article I. Memberships will not exceed 1,500 in number.

Section 3     A Members over the age of 18, who have submitted the current annual dues and forms and who have had no reported violations of club rules, shall be entitled to vote on matters presented at the Monthly Meetings and the Annual Meeting. One vote per membership will be allowed.

Section 4     The Board reserves the right to deny membership as a consideration of safety, and other actions deemed inappropriate by the board. In addition, the Board has the responsibility and the right to conduct investigations related to complaints about rule violations. The Board reserves the exclusive right to revoke membership, pursue legal action, make legal or

civil claims and restrict membership to Members who are found to be in violation of club rules.

### **Article III Meeting of Members**

- Section 1 An annual meeting of the members shall be held during the month of January, on such day and at such place and time as designated by the Board of Directors, for the purpose of electing officers and directors and the transaction of such other business as may come before the meeting.
- Section 2 Monthly meetings shall be held each month at such place as may be designated by the Board of Directors.
- Section 3 Special meetings of the members may be called by the President, the Board of Directors, the Secretary or by petition by five members at any time upon not less than five days' notice per email or the Organizations website.
- Section 4 A Quorum is defined as having a majority of the Board Members present.

### **Article IV Certificate of Membership**

- Section 1 The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. The names and address of each member and the date of the issuance of the certificate shall be entered upon the records of the corporation. If any certificate shall be lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the board of directors may determine.
- Section 2 Said membership shall be upon an annual basis and shall remain in force for the fiscal year and shall not be transferable or assignable.

### **Article V Fiscal Year**

- Section 1 The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.

### **Article VI Dues**

- Section 1 The annual dues and initiation fees, if any, shall be determined before the October meeting, and shall cover the period of the next fiscal year of the corporation. Membership dues are non-refundable.
- Section 2 When any member shall be in default in payment of dues, his or her membership shall therefore be automatically terminated subject to

reinstatement in the manner provided by the Board of Directors and the By-Laws.

## **Article VII Officers and Directors**

- Section 1      The officers of said corporation shall be a President, Vice President, Secretary, and Treasurer, who shall be elected at the annual meeting of said corporation and who shall likewise serve on the Board of Directors of said corporation. A vacancy in any office caused by death, resignation, removal, disqualification, or otherwise, may be appointed by the Board of Directors to fulfill the term.
- Section 2      President – The President shall be principal executive officer of the corporation and shall in general, supervise and direct all of the business and affairs of the corporation. He or she shall preside at meetings of the members and the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, stocks, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these By-Laws by statute to some other officers or agent of the Corporation and in general he or she shall perform all duties incident to the office of the President, and such other duties as may be prescribed by the Board of Directors from time to time.
- Section 3      Vice President – In the absence of the President or in the event of his or her inability to or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all of the powers or be subject to all of the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President of the Board of Directors.
- Section 4      Treasurer – If required by the Board of Directors, the treasurer shall give a bond for the faithful performance of his or her duties in such sum and with such surety or sureties as the Board of Directors may determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for any money due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws; and in general, perform all duties incident to the office of the Treasurer and such other duties from time to

time may be assigned to him or her by the President or the Board of Directors.

- Section 5      Secretary – The secretary shall keep the minutes of the meeting of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required By-Laws; be custodian of the corporation records and keep a register of the Post Office addresses of each member which shall be furnished to the Secretary by such members; and in general perform all duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- Section 6      Compensation – No officer or director shall receive any compensation or salary for their services, but by resolution the Board of Directors may authorize the pay of expenses necessarily incurred by any officers in the performance of his or her duties.
- Section 7      A limited amount of critical business, where time is of the essence, between meetings can be carried out and approved via e-mail or other communications by a majority vote of the Board of Directors. All members of the board should be made aware of such business. Said business will be recorded in the next meetings monthly minutes.
- Section 8      Board members will be covered by Errors and Omissions Insurance. Board members must attend at least seven (7) meetings in person annually to remain on the board.

## **Article VIII Election of Board Members and Officers**

- Section 1      Not less than sixty (60) days prior to the annual election, the President shall appoint, with the approval of the Board of Directors, a nomination committee of not less than three (3) members.
- Section 2      The nomination committee shall decide upon the names of candidates to serve on the Board of Directors, such to serve (3) years. The nominated committee shall select two (2) names one year, two (2) names the following year, and three (3) names the third year, continuing on this two-two-three sequence to maintain a seven (7) member Board of Directors. The required number of names shall be presented to the membership at the annual meeting.
- Section 3      No member of the nomination committee shall be eligible for any office by action of the nomination committee.

- Section 4 Additional names may be placed in nomination at the time of balloting, prior to the closing of nominations according to Robert's Rules of Order.
- Section 5 Voting shall be by individual membership in good standing. One vote per membership will be allowed. Proxy ballots will not be recognized.
- Section 6 A simple majority secret ballot shall be used in all elections.
- Section 7 The seven (7) member board of directors, as elected at the annual meeting according to the Article VIII, Section 2 formula above, shall hold an organization meeting immediately following the election and shall select the persons from the Board of Directors membership to fill the offices of President, Vice President, Secretary, and Treasurer for the fiscal year.
- Section 8 Officers and directors shall take office at the annual meeting.

## **Article IX Committees**

- Section 1 An audit committee of three (3) members or more will conduct an annual audit. The members of the committee will not include members of the Board of Directors.
- Section 2 The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees as may be in the interest of said organization and the promotion of the functions of said organization.
- Section 3 Said committees shall be directly responsible to the Board of Directors and any member may be removed by the Board of Directors whenever in its judgement the best interests of the corporation shall be served by such removal. Each committee shall, however, continue until the next annual meeting of the members of the corporation or until the successors are appointed.
- Section 4 One member of each committee shall be appointed Chairman by the President or Board of Directors authorized to appoint the members thereof. Co-Chairs will be recognized.
- Section 5 Vacancies in the membership on any committee may be filled by appointment made in the same manner as provided in case of original appointments.

## **Article X Contracts, Checks, Deposits and Funds**

- Section 1 The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by

these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

- Section 2 No sale, trade or purchase of lands shall be valid without approval of the Board of Directors ratified by a vote of the members at an annual or special meeting held for that purpose.
- Section 3 All checks, drafts, or orders for payment or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers and in such manner as from time to time be determined by resolution of the Board of Directors.
- Section 4 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- Section 5 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purpose or any special purpose of the corporation.
- Section 6 No capital expenditures or indebtedness exceeding \$1000 shall be occurred unless ratified at a meeting of the membership.

## **Article XI Corporate Seal**

- Section 1 No corporate seal shall be required.

## **Article XII Amendments to By-Laws**

- Section 1 These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the members at any regular or special meeting, if at least two (2) weeks' notice is given per email or the Organization's website of intention to alter, amend, or repeal or adopt new By-Laws at such meeting.
- Section 2 Meetings shall be run according to Robert's Rules of Order.
- Section 3 These By-Laws will be effective January 1, 2022 and stay effective until amended or repealed and new By-Laws adopted.