

BERRIEN COUNTY SPORTSMAN’S CLUB, Inc.

CONSTITUTION AND BY-LAWS

As Amended 01/01/2009

ARTICLE I

NAME

The name of this organization shall be “Berrien County Sportsman’s Club, Inc.”, here after, also referred to as “The Club”, “Organization” or “BCSC”.

ARTICLE II

Purpose

The purpose of this Organization shall be to further and advance the cause of conservation of our natural resources and recreation (in all its phases) so that this generation and posterity will receive the maximum benefit from the same. The Organization fully supports the principles of the Second Amendment of the United States Constitution.

ARTICLE III

Incorporation

This Organization shall be incorporated under the laws for non-profit organizations of the State of Michigan and subjected to the provisions thereof.

In the event of dissolution of the Berrien County Sportsman’s Club, Inc., any assets remaining after satisfaction of all liabilities against the Organization shall be turned over to any organization having similar objectives, as referenced in Article II. This shall be determined by the Board of Directors.

ARTICLE IV

Elections

SECTION 1. Qualifications A member of this Organization shall be eligible to hold an office as a Director or Officer for two consecutive terms whereupon said member shall become ineligible to hold that office for a period of one year. Directors and Officers may not hold any of the following key positions in the Executive Committee: Archery Chairperson, Rifle and/or Pistol Chairperson, Trap and/or Skeet Chairperson or Muzzleloader Chairperson. If one of these positions is being held by someone seeking election of a Director or Officer, the Chair position shall be vacated prior to accepting the duties of the newly elected position.

SECTION 2. Eligibility A member shall be eligible to hold any office if they maintain the following criteria throughout the term of office at the time of nomination and election.

- A. A member in good standing for at least one full year.
- B. At least 21 years of age.
- C. Dues paying member.
- D. Ability to hold an elected public office.
- E. Disclosure of affiliation with another club or organization.
- F. Not a member of the Sportsman's Club Foundation.

SECTION 3. Nominating Committee The Chairperson of the Nominating Committee shall be appointed by the President prior to the July Membership Meeting. The Chairperson shall appoint at least two (2) members to serve on the Nominating Committee. The members or Chairperson of the Nominating Committee may not appear on the ballot.

A slate of candidates for the offices of President, Vice-President, Treasurer, Secretary and open Board positions shall be presented by the Nominating Committee during the September Membership Meeting. Nominations may be presented from the floor during the September meeting. Ballots shall be presented at the October Membership Meeting at which time the nominations will be closed.

SECTION 4. Election Procedures

4a. Ballots The Secretary of the Organization shall issue ballots at the December Membership meeting. In the event that the Secretary can not perform this duty, it will be performed by another elected official not on the ballot. The most current record of the membership shall be used to keep account of the ballots being issued. Ballots shall be counted by the Nominating Committee. Ties will be voted on immediately, by anonymous paper ballots. Ballots will be finalized at the conclusion of the December Membership meeting.

4.b. Absentee Ballot The Secretary of The Organization shall provide an absentee ballot to a member of the Organization upon request; said absentee ballot shall be returned to the Secretary a minimum of five (5) days prior to the regular December meeting, may be hand delivered at the December Membership meeting or the ballot shall be invalid. Absentee ballots must be requested no later than Thanksgiving Day.

4.c. Write-In Ballots Write-In votes will not be accepted. Positions will be filled by voting from the list of candidates provided on the ballot. If there is no candidate for a vacant position on the ballot, refer to Article V Section 11 or Article VI Section 4.

ARTICLE V

Directors

SECTION 1. Directors. The Board of Directors of the Organization shall be composed of nine Directors. The term of office for a Director shall be three years.

SECTION 2. General Powers and Responsibilities. The property and business of this Organization shall be managed by its Board of Directors, which may exercise all such powers of this Organization, to *finalize* and enforce all Policies of this Organization. The Board has the authority to spend those monies approved by the current year's budget. Any expenditure other than those necessary to prevent loss of use of the facility or activity must be approved by the general membership. The Board shall do all things as required to be exercised, subject to the restrictions imposed by law, by the certificate of Incorporation, and by these By-laws.

SECTION 2.a. Budget. The Board of Directors shall have the financial viability of this Organization as one of its primary responsibilities. It shall require budgetary input from the Executive Committee by September for inclusion in the following year's budget. Said budget shall be complete and presented to the membership at the December Membership meeting before the election of Officers.

SECTION 2.b. Nonbudgeted Expenses. Non Budgeted expenses must be presented to the Board of Directors in the form of a financial proposal which includes the itemized estimated expense and potential return on the investment. This proposal will be reviewed by the Business Manager and a recommendation made to the Board for their consideration and vote. Non budgeted expenses will not be presented and voted on at the same meeting. Once approved, the Board of Directors will determine the timeline for disbursement of the expense. Pursuant to Article VII Section 2, a special meeting of the membership may be called to address a more urgent expense. Expenditures exceeding \$10,000 must be approved by a 2/3 vote of the members present at a special meeting called for the express reason of the vote, Pursuant to Article VII Section 2. In the event of an emergency resulting in the loss of use of facility or the creation of a liability situation, the President shall have the power to expense monies necessary to address the issue.

SECTION 3. Chairman of the Board. The Chairman of the Board shall be a Director, having served at least one year as a Director prior to becoming eligible. The Chairman shall be elected by a majority vote of the Directors then in office at the January meeting of the Board of Directors. The Chairman of the Board presides over the meetings of the Board of Directors. The Chairman of the Board shall have such other powers and perform such other duties as from time to time may be assigned to him by the Board of Directors. In the absence of the Chairman, the President will preside over the board meetings. The term of the Chairman shall be limited to two consecutive years.

SECTION 4. Secretary of the Board. The Secretary of the Board shall be an elected Board member. The duty of the Secretary of the Board shall be to keep a record of all meetings and attendance of the Board of Directors and shall conduct the correspondence thereof as directed by the Board of Directors. The Secretary of the Board shall notify each Board Member of the regular monthly meetings at least 48 hours in advance.

SECTION 5. Business Manager and Duties. The Business Manager shall be appointed by the Chairman of the Board after receiving approval by the Board of Directors. Approval shall be by a majority vote of the Board of Directors. The Business Manager shall be an Ex-Officio member of the Board of Directors, and as such will not have the power to vote. The Business Manager can not simultaneously hold an elected position. They may, at their discretion, form a committee to fulfill these duties.

The Business Manager shall review and present recommendations to the Board of Directors for budgeted and non-budgeted projects.

The Business Manager shall continuously and aggressively endeavor to locate and obtain any available financial assistance that can be applied to Club projects and/or the general upgrading of the Club as authorized by the Board of Directors.

The Business Manager shall perform other duties as may be assigned by the Board of Directors.

SECTION 6. Meetings. Meetings of the Board shall be held monthly. Such meetings shall be open to the membership with dates and times posted in the newsletter.

SECTION 7 Special Meetings The President, or Chairman of the Board of Directors shall have the power to call a special meeting of the Board of Directors. In addition, a special meeting may be called by written request of at least five members of the Board of Directors. At special meetings, no business shall be transacted except that business for which the meeting has been called. Notice of such special meetings **must** be communicated to all Directors by mail, telephone and/or E-mail by the Secretary of the Board at least 24 hours in advance. Such meetings may or may not be open to the general membership.

SECTION 8. Quorum. The presence at any meeting of the Board of Directors of a simple majority of the Directors then in office shall constitute a quorum for the transaction of Club business.

SECTION 9. Resignations. Any Director or member of a committee of the Board of Directors may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or at the time of its receipt by the Chairman or Secretary of the Board of Directors. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 10. Removal of Directors.

Subsection A. Any Director may be removed with cause by a vote of the general membership. A special meeting must be called for the purpose pursuant to Article VII Section 2.

Subsection B. The removal of a Director may also be determined by the Board of Directors pursuant to the absence of that Director, without just cause, for three consecutive meetings of the Board of Directors.

SECTION 11. Filling of Vacancies. If the office of any Director or member of any Committee appointed by the Board of Directors becomes vacant, then any Board member may nominate any member in good standing as defined in Article IV Section 2 to fill such vacancy. Filling such vacancy is subject to the approval of a majority of the Directors then in office, to serve until the next regular December membership meeting. The balance of the term vacated shall be filled pursuant to ARTICLE IV of this document.

ARTICLE VI

Officers

SECTION 1. Officers. The Officers of the Organization shall be a President, Vice-President, Secretary, and Treasurer.

SECTION 2. Responsibilities. The wishes and interest of the members of this Organization shall be represented and supported by its Officers at all Board of Director's meetings.

SECTION 3. Terms of office. The term of office for the office of President, Vice-President, Secretary and Treasurer shall be one year. A member of this Organization shall be eligible to hold the same office, as described in ARTICLE VI, Section 1 for two consecutive terms whereupon said member shall become ineligible to hold that office, as described in ARTICLE VI, Section 1 for a period of one year. In the event no one is willing to run for an office, the Nominating Committee can recommend that this be overridden by 2/3 vote of the voting membership present at the September Membership meeting.

SECTION 4. Filling of Vacancies. The President shall have the power to fill the vacancy of an officer position with the majority approval of the other Officers in office at the time of the vacancy. In the event the President position must be filled, the Vice President shall step up and recommend a new Vice President pursuant to the rules of this Section. The President shall have the authority to fill committee and chairmanship positions as needed throughout their term.

SECTION 5. President and Presidential Duties. The President shall have general charge, control and supervision over the administration and activities of the Organization. The President shall keep the Chairman of the Board fully informed concerning the activities of the Organization. The President shall be an ex officio member of the Board of Directors with the power to vote only in the event of a tie. In general, the President shall have all powers and perform all duties incident to the office of the President of this Organization and such powers and duties as from time to time may be asked of him by the Board of Directors or Chairman of The Board. The President presides over the Membership meeting in accordance with Article VII, Section 1. The President shall be the liaison between the membership and the Board of Directors.

SECTION 6. Vice-President and Duties. At the request of the President, or in his absence or disability or failure to act, the Vice-President shall have and perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the Office of the President. In the case of the death or the resignation of the President, the Vice-President shall assume the duties and title of the President. The Vice-President shall be an ex-officio member of the Board of Directors, without the power to vote, except when performing the duties of the President pursuant to the provisions of this document. The Vice-President shall have such powers and shall perform such other duties as may be asked of him by the Board of Directors, the Chairman of the Board or by the President.

SECTION 7. Secretary and Duties. The Secretary shall keep or cause to be kept in books provided for that purpose, the minutes of all meetings of the general membership of the Organization, the Executive Committee and shall conduct the correspondence thereof. In general, the Secretary shall have all powers and perform all duties incident to the Office of the Secretary and such powers and duties which may be asked of them from time to time by the President or the Vice-President. The Secretary shall perform duties of the election process as described in Article IV, Section 4.

SECTION 8. Treasurer and Duties. The Treasurer shall maintain adequate records of all the Organizations assets, liabilities and transactions, shall see that adequate audits are current and regularly made annually and shall be in charge of its records, books of account and its accounting and financial statements, operating reports and budgets. The Treasurer shall enter or cause to be entered in books of the organization, to be kept for that purpose full and accurate accounts of all monies received and paid out on account of the Organization. The Treasurer shall render a financial statement to the Board of Directors at monthly meetings. The Treasurer shall be responsible for paying bills. The Treasurer shall be responsible for communication with the accounting firm then in use by the Club. The Treasurer shall be responsible for ensuring all matters pertaining to filing of tax returns and supervision of all matters relating to taxes. The Treasurer of this Organization shall be a bonded officer, whose bond shall be an amount as designated by the Board of Directors. The Treasurer shall be an ex-officio member of the Board of Directors without the power to vote. In general, the Treasurer shall have all powers and perform all duties as may be asked of him by the Board of Directors, The Chairman of the Board or The President.

SECTION 9. Removal of Officers. Any Officer may be removed with cause by the vote of a majority of the membership present at a special meeting called for the purpose pursuant to **ARTICLE VII Section 2** of this document, or at any regular meeting of the general membership provided the notice for such meeting shall specify that the matter of any such proposed removal will be considered at the meeting. Removal of an Officer may be determined by the Officers, pursuant to the absence of that Officer, without just cause, for three consecutive meetings.

SECTION 10. Resignations. Any Officer or member of a committee may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VII

Meetings

SECTION 1. Meetings of the Membership. The meetings of this Organization shall be held each month at such time as may be mutually agreed upon by the membership and shall be presided over by the President. At this meeting, the President reports to the membership, issues being addressed by the Board of Directors and the Executive Committee. In his roll as liaison, the President will solicit issues of concern and recommendations from the membership and report them back to the Board of Directors or the Executive Committee, whichever is appropriate.

SECTION 2. Special Meetings. The President shall have the power to call a special meeting of the Organization at any time the President shall deem it necessary, or at the request in writing signed by at least ten percent (10%) of the declared voting members. Notice of such special meetings must be communicated to the membership by mail or published in two major daily newspapers or publications in Berrien County at the discretion of the Secretary at least 5 days in advance of the meeting and for three consecutive days. At special meetings no business may be transacted except that business for which the meeting has been called.

SECTION 3. Quorum. The presence at any meeting of the general membership of five percent of the total declared voting members shall constitute a quorum.

ARTICLE VIII

Committees

SECTION 1. Appointment; Powers. The President may designate a committee as needed. The President shall designate a member in good standing as Chairman of that committee. Committees shall not have less than two members and may exercise such powers as the President may determine and specify in the respective resolutions appointing them. The Chairman shall fix the times and places of its meeting.

SECTION 2. Procedures; Meetings The Chairman of a committee shall choose a Secretary if needed and shall fix its own rules of procedure. At every meeting of the committee, the presence of a majority of all of the members thereof shall be necessary to conduct its business.

SECTION 3. Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and the following Chairpersons: Archery, Building and Grounds, Rifle and /or Pistol, Trap and /or Skeet, Muzzle Loader, Gun Collector, Public Relations, Advertising, Camping and Training/Education/NRA. The President shall preside at all meetings of the Executive Committee and shall report the business of the Committee at all meetings of the Board of Directors. The Committee shall represent the Organization membership in the formulation, promotion, and execution of the affairs of the Organization such as activities, facility alterations, positions on issues of legislation and conservation and other such matters of the Organization that do not conflict with the powers of the Board of Directors, said affairs to be approved by the membership. The Committee shall represent the authority of the membership of the Organization between the regular meetings of the Organization. Meetings of the Committee shall be held prior to the regular monthly Board of Directors meetings and at such a time as may be fixed from time to time by resolution of the Committee.

SECTION 4. Standing Committees. The President may appoint a Chairperson for any or all of the following standing committees and other committees as deemed necessary by the Board of Directors.

Archery
Advertising
Building & Ground
Boosters
Camping
Event
Newsletter
Gun Collectors
Trap & Skeet
Youth Programs

Membership
MUCC/Legislative/MCRGO
Muzzle Loaders
Training/Education/NRA
Fishing
Rental
Rifle
Pistol
Public Relations

The President shall request reports from the above committees from time to time and report the progress of the committee at the membership and/or Board of Director's meetings.

ARTICLE IX Membership and Dues

SECTION 1. General Requirements. Any person of good moral character who has attained the legal age of 18 and who is in sympathy with the purpose of this Organization shall be eligible for membership herein. All persons submitting application for membership shall be subject to acceptance or rejection by a majority vote, if a quorum is present, of the Board of Directors. It shall be the right of any Board Member to request a secret ballot.

SECTION 2. Life Membership. A Life Membership may be granted at a subscription fee of twenty (20) times current annual dues upon approval of the Board of Directors, except as revised by the Board of Directors for special fund raising campaigns. At no time shall it be less than ten (10) times the current annual dues rate. Life Membership shall be subject to the provisions of ARTICLE IX, Section 1. A widow or widower of a Life Member shall retain a Life Membership. A Life Member is responsible for any special assessments determined by the vote of the general membership. Five (5) years of consecutive membership in good standing is required prior to application for a Life Membership.

SECTION 3. Regular Membership Privileges. Full membership privileges including voting, shall be extended to the member and spouse (as defined by Michigan Law.) For further reference in these by-laws, this defines "declared voting member". Each member or spouse is responsible for casting their own vote either in person, or through an absentee ballot. Membership privileges except for voting, shall be extended to all children under eighteen (18) years of age within a family. Underage members must be accompanied by an adult member when using any shooting ranges, including Archery Ranges except during Club Sanctioned events. Any person within such a family who is (18) eighteen years of age shall be required to make application to and pay a current annual dues fee, said initiation fee being waived. Any member who enters college as a full time student, or active duty in the Armed Forces shall receive a free membership, if they notify the Club Secretary in writing. These memberships shall be reviewed and approved annually.

SECTION 4. Payment of Dues; Non-payment. A regular membership may be granted at a subscription fee to be recommended by the Board of Directors and approved by a quorum of the membership. The fee being the current year's dues and/or an initiation fee approved by the membership, subject to the provisions of ARTICLE IX, Section 1. All members of this Organization wishing to continue their membership, excluding honorary members and life members, shall pay annually to the Treasurer the current years dues set by the membership, which is payable January 1st each year. All members owing dues on or after February 15th the current year shall be deemed delinquent with membership privileges terminated and dropped from the membership.

SECTION 5. Reinstatement. Any delinquent member of the Organization desiring reinstatement shall make application and pay to the Treasurer the current year's dues, plus a reinstatement fee set by the Board of Directors, subject to ARTICLE IX, Section 1. If payment of dues has been delinquent beyond December 31st of the current year, the delinquent member shall be required to seek a new membership as provided by ARTICLE IX, Section 3.

SECTION 6. Revocation of Membership. Any member or member's family found guilty of violating the policies of the Organization as laid down by the Board of Directors, or any conservation law or any sufficiently just cause, shall have their membership revoked by a majority vote of the Board of Directors at any regular or special meeting of the Board.

SECTION 7. Appeal of Revocation. An appeal of any decision as a result of the provisions of ARTICLE IX, Section 6 may be made at the next regular meeting of the Board of Directors. The Secretary of the Board shall be required to notify said revoked member of the meeting at least 48 hours in advance, by mail.

SECTION 8. Complimentary Membership. The Board of Directors may grant complimentary memberships for services rendered, or donations made to the club. Complimentary memberships must be approved by a majority vote of the Board of Directors at any regular or special meeting of the Board. Privileges of the Complimentary Membership are limited to the use of the facilities. Voting privileges and holding an elected office would not be included.

SECTION 9. Member in Good Standing. A member in good standing is defined as meeting the general requirements outlined in Article IX, Section 1. and has paid current years dues.

ARTICLE X

Employees

SECTION 1. General. All employees of the Organization shall be responsible to the Chairman of the Board of Directors and/or the President and shall carry out the duties as assigned to him by the Chairman of the Board and/or the President.

SECTION 2. Employee Membership. All full-time employees shall be prohibited from obtaining membership, but shall be accorded use of all facilities.

ARTICLE XI

Miscellaneous Provisions

SECTION 1. Parliamentary Guide. The Robert's Rules of Order shall be followed in all meetings of the Organization or in all cases to which they are applicable, and in all cases which Robert's Rules of Order are not inconsistent with these by-laws.

SECTION 2. Fiscal Year. The Fiscal Year of this Organization shall be the calendar year.

SECTION 3. Michigan United Conservation Club. The Club shall affiliate with Michigan United Conservation Club (MUCC) at a minimum of an associate member.

SECTION 4. National Rifle Association. The Club shall maintain an NRA affiliation.

ARTICLE XII

Amending the Bylaws

SECTION 1. If a quorum is present as defined by ARTICLE 7 SECTION 3, a two-thirds vote of the members present at a regular membership meeting, or at a special membership meeting, shall be sufficient to alter, amend or repeal these by-laws or any provision thereof, or to make new by-laws. The proposed alterations, amendments, or new by-laws shall be presented to the membership by mail, e-mail and web site, at special meetings, or at regular meetings, at least 30 days prior to voting on such alterations, amendments or new by-laws.

Latest revision effective January 1, 2009. Major rewrite.