

NEGAUNEE ROD & GUN CLUB, INC.

OFFICIAL BYLAWS



**Negaunee Rod & Gun Club, Inc.
335 North Road
Negaunee, Michigan 49866
(906) 475-4957**

Adopted September 26, 2022

Revision 8.0

BYLAWS
of the
Negaunee Rod & Gun Club, Inc.
Founded 1908

Revision 8.0
Adopted September 26, 2022

ARTICLE I
NAME AND PURPOSE

Section 1: Corporate Name and Structure. The name of this organization, a non-profit corporation of the State of Michigan, shall be Negaunee Rod & Gun Club, Inc. (hereinafter referred to as “Rod & Gun Club”, “Organization” or “Corporation”).

Section 2: Purpose and Objectives. The purpose and objectives of the Rod & Gun Club shall be to:

1. Advance and stimulate interest in hunting, the shooting sports, and resource conservation.
2. Promote and encourage sportsmanship, ethical conduct, and hunter and boater safety education.
3. Promote and encourage participation in shooting sports including, but not necessarily limited to Sporting Clays, Skeet, Trap, Rifle, Pistol and Archery.
4. Protect and defend the right of our citizenry to own, keep, and bear arms.
5. Apply any revenue generated by these activities or any gifts, grants, bequests and devises, and the proceeds thereof, in furtherance of the purposes of this Corporation.
6. The Organization shall be operated on a non-profit basis for charitable, scientific, and educational purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws. In furtherance of these purposes, and subject to the provisions and limitations expressed within these Bylaws, the Corporation may engage in any lawful activity including the receipt and administration of funds for these purposes.

ARTICLE II

MEMBERSHIP

Section 1: Qualification.¹ Membership shall be open to all individuals who subscribe to the stated purpose and objectives of this Corporation. Any person eighteen (18) years of age or older shall become a Regular member upon (a) making application for membership, (b) signing the Club's Standard Waiver and Release form, and (c) agreeing to abide by the Club's Board-approved Membership Policy. Members who are less than eighteen (18) years of age shall become Junior Members and shall have non-voting rights. Members shall be issued individual membership cards to recognize membership.

Section 2: Responsibilities and Duties. Members shall actively pursue the purpose and objectives of the Rod & Gun Club and shall participate in adopted programs and activities. Regular Members are entitled to vote in the annual election of Officers and Directors, and on all matters submitted to a vote of the membership.

Section 3: Bylaws. When properly approved by the membership, every member shall receive a copy of these Bylaws.

Section 4: Membership Dues. The amount of the annual membership dues shall be set by an affirmative vote of the membership if recommended for vote by the Board of Directors. Annual membership dues shall be assessed for the calendar year and are due on January 1 of the year. Failure to renew annual membership dues by January 1 will result in the loss of membership privileges until dues have been paid in full.

Section 5: Termination of Membership. Any member charged with conduct which may be deemed harmful to the purposes or interests of the Rod & Gun Club, or who causes, or intends to cause injury or embarrassment to the organization, or is in violation of its Bylaws or rules shall be notified by Registered or Certified Mail of the nature of the complaint and will be given not less than fifteen (15) days to respond to such complaint. If the Board of Directors, upon review of the facts, finds the complaint to be true, it may revoke the individual's membership by affirmative vote.

ARTICLE III

OFFICES

Section 1: Offices. The principal office and Registered Agent for the Corporation shall be maintained in the County of Marquette, State of Michigan. The mailing address may be determined from time to time by the Board of Directors.

¹ Section 1 of Article II was amended on September 26, 2022 at the Annual Membership Meeting.

ARTICLE IV

OFFICERS

Section 1: Officers. Executive Officers of the Organization shall consist of President, Vice President, Secretary, Treasurer, and such other Officers as may be deemed necessary. Officers shall be elected for a term of office of two (2) years. Their terms shall be staggered with the President and Secretary positions elected to serve for two years starting on the beginning of each even year and the Vice President and Treasurer offices chosen for a two year term that begins at the start of the odd numbered year.

Section 2: Duties of the President. The President shall be the Chief Executive Officer of the Organization and shall also serve as the chairman of the Board of Directors. He/She shall preside over all meetings of the membership and the Board of Directors and shall provide supervision and direction to all the Officers. The President shall call all Board and Membership meetings. The President shall have the authority, subject to the control of the Board of Directors, over the administration and management of the affairs of the Organization and shall represent the Rod and Gun Club as it's spokesperson. The President shall see that all orders and resolutions of the Board of Directors are carried into effect and may perform all other duties as necessary to fulfill the responsibilities of the office.

Section 3: Duties of the Vice President. The Vice President shall perform all the duties of the President in his/her absence.

Section 4: Duties of the Secretary. The Secretary shall take minutes of the Board and Membership meetings and shall keep a record of all votes, handle correspondence of the Organization, maintain current mailing and membership lists, and maintain all records and files of the Corporation. The Secretary shall collect and record the payment of membership dues, and shall issue membership cards upon receipt of payment. Except when necessary to facilitate official business, the Secretary, or any other Officer of the Organization, shall not divulge to any person or organization, any mailing or membership list, or any part thereof, of the Rod and Gun Club.

Section 5: Duties of the Treasurer. The Treasurer shall receive, properly account for, and deposit into approved Corporate accounts, all income received by the Rod & Gun Club. He/she shall be authorized to pay all bills and expenses necessary for the continued operation of the Organization upon approval of the Board. The Treasurer shall review the status of all accounts at each Board and Membership meeting and shall prepare an annual financial report for review at the Annual Membership Meeting. The Treasurer shall maintain a Five Thousand Dollar (\$5,000.00) emergency fund for his/her use or for use by another Officer for unscheduled or unexpected expenses of the Corporation.

Section 6: Election of Officers. Election of Officers shall be conducted by written ballot conducted during the month of the Annual Membership Meeting. Each Executive Officer shall hold office until his/her successor has been duly elected and qualified or until the Officer's death, resignation, or removal. Any member in good standing at the time of election shall be eligible for any office. Nomination of candidates for Officers will be made by recommendation of the Nomination Committee. Also, the printed election ballot shall include an option of a write-in candidate for each open position.

Section 7: Attendance. If any Officer should miss three (3) consecutive regularly scheduled meetings without just cause, he/she shall be automatically suspended from office and the office shall be declared vacant.

Section 8: Vacancies. When a vacancy exists in any office due to resignation, suspension, termination, death, or other reason, a successor may be appointed by the Board of Directors for the duration of the term.

Section 9: Compensation. No compensation shall be paid to any Incorporator, Officer, Director, volunteer, member, or any other individual that may be affiliated with the Rod & Gun Club, for their services as an elected or appointed officer or member of the Board of Directors. Expenses incurred by an Incorporator, Officer, or Director for conducting authorized official business of the Corporation may be reimbursed by the vote of the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

Section 1: Board of Directors. The Board of Directors shall consist of nine (9) individuals comprised of the four (4) Executive Officers and five (5) Trustees elected by the membership. The number of Directors may be increased or decreased from time to time by a majority vote of the Board of Directors.

- a) **Term of Office.** Members of the Board of Directors shall be elected at the Annual Membership Meeting for a term of office of three (3) years. Board of Director terms shall be staggered so that one third of the Board positions will be up for election at each Annual Membership Meeting.

Section 2: Responsibility of the Board. It shall be the duty and responsibility of the Board of Directors to manage the business affairs of the Organization, to carry out decisions or resolutions by the membership, and to report on actions recommended or taken by the Board at Membership meetings. The Board shall have the power and authority consistent with the objectives of the Rod & Gun Club and these Bylaws to address issues, formulate policy resolutions, and initiate action on behalf of the Organization.

Section 3: Regular Meetings. The Board of Directors shall provide, by resolution, the time and place for holding regular meetings without other notice than such resolution. All Board of Directors meetings are open to attendance by any member in good standing.

Section 4: Special Meetings. Special meetings of the Board of Directors may be called at the request of the President, or by any seven (7) Directors on three (3) days' notice to each Director, either personally, by mail, or by electronic communication.

Section 5: Quorum. It shall be necessary to have a quorum of seven (7) members to conduct business at any Board of Directors meeting. The act of a majority of the Board of Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors, except as otherwise provided for by these Bylaws, or by Articles of Incorporation.

Section 6: Action without a Meeting. Unless otherwise restricted by these Bylaws, any action required or permitted at any meeting of the Board of Directors may be taken without a meeting if, before the action, a written consent is signed by a majority of the members of the Board of directors and such written consent is filed with the minutes or proceedings of the Board. Such consent shall have the same effect as a vote of the Board.

Section 7: Meetings by Telephone or Similar Equipment. The Board of Directors may participate in a meeting by means of conference telephone or other communications system by means of which all persons participating can effectively communicate. Business conducted by such means shall have the same effect as if conducted at a normal meeting.

Section 8: Authorization. The Board of Directors shall be limited to a maximum of Fifty Thousand Dollars (\$50,000.00) for payment of any expense or for authorizing any project. Over this amount, membership approval is necessary.

Section 9: Vacancies. When a vacancy exists on the Board of Directors due to resignation, suspension, termination, death, or other reason, a successor may be appointed by the Board of Directors to serve on the Board until the next general election at the Annual Membership Meeting. The length of the term of office for the newly elected Director filling the vacancy shall end when the original member's term would have expired.

ARTICLE VI

MEETINGS OF MEMBERS

Section 1: Annual Membership Meeting. An annual meeting of the Organization's members shall be convened during the month of September of each year for the purpose of electing Directors, to review the annual financial report, and for conducting such other business as may come before the meeting. The actual date, time and venue for the meeting will be determined by the Board of Directors and will be noticed to all Members of record at least thirty (30) days preceding the meeting.

Section 2: Membership Meetings. Membership meetings may be held from time to time as approved by Board resolution. The date, time, agenda and venue will be noticed to all members of record at least thirty (30) days preceding the meeting.

Section 3: Special Meetings. Special meetings of the members may be called at any time by the Board of Directors, by the President, or by ten (10) members in good standing and shall be held on such date, and at such time as may be specified in the notice of the meeting.

Section 4: Place of Meetings. All membership meetings will be held at the Rod & Gun Club, Township of Negaunee, County of Marquette, State of Michigan unless otherwise noticed.

Section 5: Conduct of Meetings. Meetings shall be conducted according to Robert's Rules of Order. A motion may be put on the floor by any member, provided that it pertains to the subject matter being discussed at the time. In order to pass, a motion must be supported by another member and must have a majority vote of the members in attendance.

Section 6: Quorum. A quorum of at least ten (10) members must be present at any membership meeting in order to conduct business. If a quorum is not present by one-half (½) hour after the scheduled start time, the meeting can be postponed by the presiding Officer.

ARTICLE VII

COMMITTEES

Section 1: Standing Committees. There shall be one (1) standing committee: Nomination & Elections. The Chairperson for the Nomination & Elections Committee shall be appointed by the Board of Directors. The Nomination & Elections Committee shall consist of three (3) or more Members approved by the Board upon recommendation by the Committee Chair.

- a) The Nomination & Elections Committee shall be responsible for preparing a slate of candidates for election of Officers and Trustees. The Committee shall solicit nominations from the entire membership, and shall mail a Nomination Report to each member of record at least fourteen (14) days prior to the Annual Membership Meeting. The Nominations Report shall list at least as many candidates as there are vacancies to be filled by election. At the Annual Membership Meeting, the Committee will conduct the election by written ballot and report the results to the membership.

Section 2: Ad Hoc Committees. The Board shall have the authority to appoint *ad Hoc* Committees and their Chairpersons as it deems desirable. The President shall be an ex-officio member of all *Ad Hoc* committees. *Ad Hoc* committees, whenever formed, must engage in activities or endeavors which are consistent with the Organization's purpose and objectives.

Section 3: Committee Appointments. Committee appointments shall be made by the Board of Directors under the direction of the President. The term of any and all committee appointments shall be one (1) year. Any vacancy created through resignation, suspension, termination, death, or other reason, shall be filled by the President where deemed necessary.

Section 4: Duties of Committee Members. Committee Members shall attend meetings, serve on various committees, and carry out the directives of the President or the Board of Directors.

ARTICLE VIII

LIABILITY & INDEMNIFICATION

Section 1: Liability. To the fullest extent provided by law, a volunteer Director shall not be personally liable to the Corporation or its members for monetary damages for breach of Director's fiduciary duty. The Corporation assumes any and all liability to any and all persons other than the Corporation or its members for all acts or omissions of a voluntary Director.

Section 2: Liability Insurance. Should any area of personal liability to the Directors, Officers, employees, volunteer Directors, or agents of the Corporation be determined, the Board shall have the authority to purchase the appropriate liability insurance for protection.

Section 3: Indemnification. To the fullest extent provided by law, the Corporation shall indemnify and hold harmless all Directors, Officers, and employees, volunteer Directors, and agents. The indemnity granted hereby shall only apply after all applicable insurance proceeds available to the persons indemnified have been paid.

ARTICLE IX

RECORDS, FINANCIAL AND CONTRACTS

Section 1: Records. The Corporation shall keep correct and complete books and records of account and shall also keep Minutes of the Board of Directors and Membership meetings. All books and records of the Corporation may be inspected by any member for any proper purpose at any reasonable time.

Section 2: Deposits. All income, including dues collected, shall be deposited into the proper authorized accounts of the Corporation. These accounts shall be approved by the Board of Directors.

Section 3: Payment of Bills. The Treasurer, or in his/her absence the President or other designee of the Board, shall be authorized to pay, upon approval by the Board of Directors, all bills and expenses for the Corporation. All bills and expenses shall be paid by check. The Treasurer shall maintain a Five Thousand Dollar (\$5,000.00) emergency fund for use by himself/herself or any Officer of the Corporation for unscheduled or unexpected expenses. All payments and expenses shall reconcile.

Section 4: Fiscal Year. The fiscal year of the Corporation shall end on the last calendar day of December of each year.

Section 5: Use of Revenue. All funds and assets of the Negaunee Rod & Gun Club shall be used only for purposes that are consistent with the purposes of the Corporation and for actual administrative expenses in conducting the affairs of the Rod & Gun Club under the direction and with the approval of the Board of Directors. The Board of Directors may purchase land, buildings and equipment and operate and maintain the same as required to further the purposes of the Rod & Gun Club.

Section 6: Use of Revenue for Lawful Purposes. Revenues of the Rod & Gun Club shall not be used for the benefit of any individual, member or shareholder of the Rod & Gun Club except to further the lawful purposes of the Negaunee Rod & Gun Club, Inc.

Section 7: Gifts. The Board of Directors or the President may accept, on behalf of the Corporation, any contribution, grant, gift, or bequest for the general purposes or any special purpose of the Corporation. This organization shall not, under any circumstances, contribute any funds or goods purchased with Corporation funds to any organization, group, or individual except as authorized by the Board of Directors or the Membership.

Section 8: Contracts. The Board of Directors may authorize any Officer or agent of the Corporation to enter into any contract, or execute and deliver any instrument in the name of, and on behalf of, the Negaunee Rod & Gun Club, Inc.

Section 9: Affiliation. The Board shall have the authority to affiliate the Corporation with any other organization having like interest, aims, or purpose.

ARTICLE X

AMENDMENT OF BYLAWS

Section 1: Amendment. Any amendment or addition to the Bylaws or Articles of Incorporation of this organization must first be referred to the Board of Directors for study. If recommended for approval by the Board of Directors, the proposed amendment must be brought to a vote of the membership at a membership meeting. Members must be notified of the details of the proposed change and the meeting date at least sixty (60) days in advance of the meeting. A two-thirds ($\frac{2}{3}$) majority vote of the members present is required to ratify the amendment(s).

ARTICLE XI

DISSOLUTION

Section 1: Vote for Dissolution. The quorum for any membership meeting in which a resolution to dissolve the Negaunee Rod & Gun Club, Inc. is to be considered shall be fifty percent (50%) of the total membership. All members must first be notified by mail of the proposal for dissolution and at least sixty (60) days' notice must be provided for any meeting in which dissolution may be considered. Adoption of such a resolution shall require a full two-thirds ($\frac{2}{3}$) vote of the members in attendance.

Section 2: Dissolution. In the event of dissolution of the Corporation, any assets remaining after satisfaction of all liabilities against the organization, shall be turned over to an organization having similar purpose and objectives which is 501 (c) qualified.