

# **By-Laws of Southkent Sportsmen's Club**

## **Article I - Name**

The name of this association shall be the Southkent Sportsmen's Club (the "Club").

## **Article II- Purpose**

The purposes for which this club is organized are to provide a place to shoot, to promote the safe and efficient use of firearms, to promote conservation of natural resources of our country, especially the fish and wildlife, and to cooperate in the observation of the Fish and Game laws.

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

## **Article III- Membership**

**Section 3.01. Membership Application.** Any citizen or legal resident of suitable character and interest may be voted in as a member by majority vote of the Board of Directors after all of the following are completed:

1. The prospective member completes an application for membership as specified by the new member policy
2. The application for membership is passed upon favorably by the Board of Directors.
3. The prospective member will be on probation specified by the new member policy. During this period they will have no voting rights and cannot run for any office.

For all purposes under this Bylaws, "suitable character and interest" shall be determined by the Board of Directors. The Board of Directors has complete and absolute discretion to make this determination and will do so on a case-by-case basis and consistent with these Bylaws. At a minimum, it requires that the individual seeking membership in the Club meet the following requirements:

- (1) the individual seeking membership in the Club, and all individuals who may be granted privileges or access to the Club from or under the individual seeking membership in the Club, must qualify to legally purchase and possess a firearm under Michigan law and federal law; and
- (2) the individual seeking membership in the Club must be willing to submit to a background check as a condition of initial and/or continued membership, and provide the Board of Directors with a release allowing such background check.

**Section 3.02. Members.** Active members of the Club are those persons elected to membership as provided in Section 3.01, whose membership fees are paid in full and are not in arrears (as set forth in Article X).

**Section 3.03. Honorary Membership.** Any citizen or legal resident of suitable character and interest may be elected to honorary membership in the Club upon nomination by the Board of Directors and majority vote of active members present at a regular meeting. Honorary members are not required to pay any membership dues to the Club for his/her honorary membership.

**Section 3.04. No Contract Power.** No member of the Club shall make any contract obligating the Club, unless instructed to do so by resolution approved by majority vote of the Board of Directors.

## **Article IV - Meetings**

**Section 4.01. Regular Meetings.** The Board of Directors shall designate the time and place of the Club's regular meetings. There shall be at least one meeting per month unless otherwise directed by a vote of two-thirds (2/3) of the Board of Directors. Unless otherwise determined by a vote of two-thirds (2/3) of the Board of Directors, the business of each regular meeting shall be:

- (i) Minutes of the previous meeting.
- (ii) Financial reports.
- (iii) Report of the Board of Directors.
- (iv) Old business.
- (v) New business.

**Section 4.02. Special Meetings.** A special meeting of the club may be called by the President, provided that he has the mandate of a majority of the Board of Directors. Notice of a special meeting shall be given to the club members.

**Section 4.03. Conduct of Meetings.** All meetings shall be conducted according to parliamentary rules, and open discussion from the floor on all measures shall be permitted and encouraged.

**Section 4.04. Board of Directors Meetings.** The Board of Directors shall meet on such dates and at such times as determined by a majority of the Board of Directors. The Board of Directors shall meet at least once per month and also meet upon special request of the President.

**Section 4.05. Annual Meetings.** The Club shall hold an annual meeting of the Club members for the purpose of electing officers and directors. The annual meeting shall be held at a time and place chosen by the Board of Directors. Notice of the date for such meeting shall be given by the Secretary to each active Club member no less than 30 days before the date of the annual meeting.

## **Article V - Quorum**

**Section 5.01. Member Meetings.** At membership meetings, not less than fifteen (15) of the active members of the club shall constitute a quorum.

**Section 5.02. Board of Director Meetings.** At meetings of the Board of Directors, a majority of the total members of the Board shall constitute a quorum. Unless a higher vote is required by another provision of these Bylaws, a majority vote of the Board shall prevail.

## **Article VI - Management**

The management of the club shall be vested in its President, Vice President, Secretary, Treasurer, Membership Secretary, and twelve (12) directors. This body shall be named heretofore and hereinafter "Board of Directors". No person may be a member of the Board of Directors unless he or she has been a member in good standing for at least 2 consecutive years prior to their election or appointment.

## **Article VII - Election of Directors and Officers**

**Section 7.01. Number of Directors.** There shall be twelve (12) directors, one-third (1/3) of whom shall be elected at each annual meeting to serve a three (3) year term.

**Section 7.02. Officers.** The President, Vice President, Secretary, Treasurer and Membership Secretary, no more than two of whom shall be elected at each annual meeting and hold office for three (3) years. The election cycle order shall be; President & Secretary, Membership Secretary, Vice President & Treasurer.

**Section 7.03. Vacancies.** In the event of any vacancy of an Officer or Board member, the Board shall elect an active member in good standing to serve until the next annual election. The person elected at the next annual election shall serve for the remainder of the vacated Officer or Board member's unexpired term. If no such person comes forward or is found, the Board, at its discretion, may leave that position vacant until no later than the next annual meeting.

## **Article VIII – Board of Directors**

**Section 8.01. Board of Directors.** The Board of Directors shall determine Club policy, make all contracts necessary for the proper transaction of all Club business, and have complete power over all matters pertaining to the care, conduct, control, supervision, and management of the Club and its finances.

**Section 8.02. Club Rules.** The Board of Directors shall prescribe and publish rules regulating the use and occupancy of the Club facilities and the care and protection of Club property.

**Section 8.03. Board Member Resignation.** Any member of the Board of Directors who has an unexcused absence from three consecutive Board meetings, shall be deemed to have resigned as a Board member.

**Section 8.04. Director Powers.** In addition to powers granted by Michigan law and other provisions of these Bylaws, the Board of Directors shall have the following specific powers:

- (i) To suspend or expel a Club member for any conduct in violation of Club rules, or behavior improper or prejudicial to the best interests of the Club.
- (ii) To set and enforce penalties for violation of rules.
- (iii) To remit penalties for offenses against rules.
- (iv) To prescribe rules for the admission of individuals to the privileges of the Club.
- (v) To prescribe additional duties for any Club officer, in addition to those set forth in these Bylaws.

## **Article IX - Officers**

**Section 9.01. President.** The President shall preside at all club Board meetings. He shall perform such other duties as shall be imposed upon him by resolution of the Board of Directors.

**Section 9.02. Vice President.** In the absence of the President, his duties shall be performed by the Vice President. In the event of the death or disability of the President, the Vice President shall act until the Board of Directors fills the office. The Vice President will preside over all Membership meetings.

**Section 9.03. Secretary.** The Secretary shall be responsible for all of the following:

- (i) Keeping the minutes and other official reports of the Club;
- (ii) Conducting the official correspondence of the Club;
- (iii) Keeping all records, books, documents and papers relating to the Club in such place as shall be designated by the Board of Directors. He shall perform such other duties as may be assigned to him by the Board of Directors.

**Section 9.04. Treasurer.** The Treasurer shall be responsible for all of the following:

- (i) Keeping account of all monies received by the Club, and deposit same in the name of the Club in the financial institution designated by the Board of Directors.
- (ii) Paying out the Club's monies only in such manner and for such purposes as are approved by the proper officers of the Club, and authorized by motion or resolution of the Board of Directors. The Treasurer shall not be personally responsible for money or funds of the Club paid out or disbursed upon checks or vouchers therefor which have been properly signed.
- (iii) Providing a condensed statement of the Club's financial condition at each monthly Board of Directors meeting.
- (iv) Submitting a detailed report of the Club's financial condition for the preceding year annually. The Board of Directors may direct that such reports of financial condition be audited.

**Section 9.05. Membership Secretary.** The Membership Secretary shall be responsible for all of the following:

- (i) Keeping a record of Club membership and an account of all membership dues received by the Club.
- (ii) Depositing all membership dues in the name of the Club in the financial institution designated by the Board of Directors.
- (iii) Paying out Club monies only in such manner and for such purposes as are approved by the proper officers of the Club, and authorized by motion or resolution of the Board of Directors.
- (iv) Making a condensed statement of the financial condition of the Membership dues at each monthly Board of Directors meeting.
- (v) Submitting a detailed report of the financial condition of the Membership dues for the preceding year annually. The Board of Directors may direct that such reports of financial condition be audited.

## **Article X- Dues & Fees**

**Section 10.01. Dues Payments.** Membership dues shall be set by the Board and shall be paid annually. The amount and due date for Membership dues shall be set by the Board no later than the last Board meeting of each year.

**Section 10.02. Dues In Arrears.** Membership dues shall be considered past due and/or in arrears if payment is not received by the Club by the date and time set by the Board of Directors for that year's dues.

**Section 10.03. Effect of Dues In Arrears.** Any member whose dues are in arrears or who does not pay any indebtedness to the Club within thirty (30) days after an invoice for such debt has been rendered: is subject to suspension from all the privileges of Club membership and shall remain suspended so long as his or her membership dues are in arrears or debt is unpaid, shall have no access to the Club facilities, may be charged a past due fee to bring the membership current, in the Board's discretion, and may be removed from Club membership and be required to go through the full new membership process set forth in the other provisions of these Bylaws to reinstate his or her membership, in the Board's discretion.

**Section 10.04. Fees.** In addition to annual membership dues, specific fees may be assessed to all members. Fees must be approved by 2/3 majority vote of the Board of Directors and a majority vote of members at the annual meeting or at a special meeting with prior written or email notification.

## **Article XI - Personal Liability**

To the extent permitted by law, the Board members (volunteer and/or compensated) of the Club shall not be personally liable to the Club or its members for monetary damages for breach of his or her fiduciary duty as a Board member.

## Article XII – Indemnification

**Section 12.01. General Indemnification.** The Club shall indemnify, to the extent authorized under Michigan law, all Board members, officers, whether current or former, and any match directors or other persons who may have served at the request of the Club upon a committee authorized by the Board, against any and all liability, expense, or claim arising out of any action, suit or proceeding in which they are made a party by reason of such service. The Club may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Club would have power to indemnify such person against such liability under the preceding sentence. The Club may, to the extent authorized by the Board, grant rights to indemnification to any employee or agent of the Club to the fullest extent provided under Michigan law.

**Section 12.02. Exception to Indemnification.** Notwithstanding Section 12.01, no person shall be indemnified from his or her acts or omissions which are determined to be willful misconduct or illegal activity, or which may arise out of professional errors and/or omissions.

## Article XIII - Suspension or Expulsion

**Section 13.01. Method of Suspension or Expulsion.** Any officer, director or member may be suspended or expelled from the club for any cause deemed sufficient by the Board of Directors by a two-thirds (2/3) affirmative vote of the Board of Directors present at any regular or special meeting. A temporary 45-day emergency suspension of membership privileges may be imposed by the Board of Directors with a documented 2/3 majority vote. Unless waived in writing by the accused, no vote on expulsion may be taken unless at least fifteen (15) days' notice in writing shall have been given to the accused stating the charges and the place and time of a hearing by the Board of Directors to consider such charges. At such meeting the officer, director or member under charges will be accorded a full hearing. For purposes of the notice to the accused required under this Section 13.02, "in writing" means electronic mail (if the member has an electronic mail address on file with the club) and letter sent by first-class mail to the accused's most recent mailing address on file with the club.

**Section 13.02. Charges.** Charges against any officer, director or member may be preferred by any member in good standing. They shall be in writing clearly stating the facts relied upon and accompanied by all affidavits or exhibits which are to be used in their support. Such charges shall be filed with the Secretary, who will immediately notify the President. The President will call a meeting of the Board of Directors to hear the charges. The Secretary will give at least fifteen (15) days' notice of the meeting to each member of the Board of Directors and to the accuser and to the accused, which notice will be provided either written or emailed and will include a true copy of the charges and of the supporting affidavits and exhibits.

**Section 13.03. Appeals.** Any officer, director or member suspended or expelled by the Board of Directors may appeal to the full membership of the club. Such appeal shall be made in writing to the

Board of Directors. The President will call a special meeting of the club for the purpose of acting on the appeal. The Secretary shall give at least fifteen (15) days written or emailed notice to all members of the club in good standing stating the date, time, place and reason for such meeting. At the called meeting the Secretary will read the original charges, the supporting affidavits and will read or display the accompanying exhibits, and will read the minutes of the special meeting of the Board of Directors at which the charges were heard and action taken. A full hearing will be given to the accuser and the accused. A vote will be taken by ballot of the members in good standing present at the meeting. A two-thirds (2/3) vote shall be required to reverse the action of the Board of Directors.

#### **Article XIV - Amendments**

These Bylaws may be amended only in writing at the annual meeting or at a special meeting. Either meeting must be preceded by membership notification as required by State Law, not less than 15 days prior to the meeting of the proposed changes, date, time and location for the meeting. All proposed amendments must be approved by both a two-thirds (2/3) majority of the Board of Directors and a two-thirds (2/3) majority of the active Club members voting at the annual meeting or special meeting.

#### **Article XV – Dissolution**

Unless dissolution of the organization is required by law, dissolution shall require a 2/3 vote of the active members present at a special meeting called for the sole purpose of dissolution and announced to the full membership, in writing, a minimum of 90 days prior. Upon dissolution of the organization, assets shall revert to the Michigan United Conservation Clubs (MUCC) or, if MUCC no longer exists, to another 501(c) organization, or the local government, which shall be decided upon by the Board. A simple majority vote by the Board of Directors shall determine the recipient.