

## Club-by-laws

# Brooklyn Sportsman's Club, Inc. BY-LAWS

(Adopted April 13, 2011)

## Article I. Name and Purpose

Section 1.1. Name. The name of this organization is the Brooklyn Sportsman's Club, Inc. ("Club")

Section 1.2. Location. The Club, a NONPROFIT CORPORATION incorporated in the state of Michigan, shall maintain a registered office in Michigan. The Club shall maintain its principle place of business in a location determined by the Board of Directors (Board).

Section 1.3. Objectives. To promote education, sportsmanship, environment, and natural resources.

Section 1.4. Preamble. We, the members of the Brooklyn Sportsman's Club, believe in the principles of sportsmanship, preservation of land, fish, fowl, game, and all forms of conservation, and know that when these principles are followed the community benefits as a whole, particularly the sportsman, farmer and the lover of nature, and therefore, we have joined together in association for the purpose of fostering these principles.

## Article II. Membership

Section 2.1. Classes. Qualifications, rights, and responsibilities for the various classifications of members shall be established by the Board of Directors. Membership is nontransferable and shall be one of four (4) classes:

(a) Regular. Any natural person interested in the promotion and development of the Brooklyn Sportsman Club is eligible for regular membership. Regular members have voting rights.

(b) Executive. In order to receive “Executive” status, The Brooklyn Sportsman Club Board of Directors will vote regarding recognition of “Exemplary Status”.

(c) Life. Annual dues for Life Members are to be determined by the Board. Requirements for Life membership are that the member is at least 65 years of age or older and has at least ten (10) years of consecutive years of membership. As a Life Member, we would also like to ask for your participation as a mentor for new members. Life members have voting rights.

(d) Honorary. Any natural person, other than a regular member, may be designated as a honorary member by board resolution. Honorary members do not have voting rights.

Section 2.2. Admission. Any natural person 18 years or older may become a member of this corporation, upon subscription to the aim and purpose thereof, and upon payment to the Treasurer the annual dues, initiation fee and provided further that the Board has approved the application by voting. All new and current members must be a member in good standing of the National Rifle Association.

Section 2.3. Dues. The Board shall determine dues, fees, and special assessments.

Section 2.4. Termination and Suspension.

(a) Board Direction. Any membership may be terminated or suspended by a decision of the Board. Cause for termination or suspension includes, but is not limited to, conduct which is prejudicial to the interests of the Brooklyn Sportsman’s Club. Any member whose membership is recommended to be terminated or suspended by the Board must receive written notice at least fifteen (15) days prior to termination or suspension and an opportunity to be heard, either orally or in writing, at least five (5) days prior to the proposed termination or suspension.

(b) Nonpayment of Dues. Failure to render payment of dues within thirty (30) days from the due date will result in termination of membership. The Association will provide reasonable notice that payment of dues is outstanding.

(c) A statement of the dues payable will be sent by mail to every member of record by December 1<sup>st</sup> of each year.

(d) Any member who becomes default in their dues on the first day of February in any year shall be dropped from the membership.

(e) Any member who shall violate any of the game laws of the State of Michigan, the United States of America, and who shall have been convicted and found guilty thereof, by any court of competent jurisdiction, shall immediately be expelled from membership and participation in any activities of the Club for the period of one (1) year.

Section 2.5. Reinstatement. Payment of one year's dues, fees, and assessments in arrears shall entitle a member to reinstatement, unless the membership was terminated by Board decision, as provided in section 2.4.

A membership terminated by Board decision may be reinstated only upon approval by a majority of the Board and payment of an amount equal to one year's dues, fees, and assessments in arrears. A suspended member must pay outstanding dues, fees, and assessments in arrears.

## **Article III. Meetings of Members**

Section 3.1. Any or all meetings of the members and the Board may be held at anyplace within the county of Jackson, in the state of Michigan.

Section 3.2. Regular. Meeting of the members shall be held not less than six (6) times per year, except as may be ordered by the President of the Board.

Section 3.3. Annual. Meeting shall be held on the regular meeting night in August of each year.

(a) At the annual meeting the Board shall submit to the members a general statement of activities, business, and financial condition of the Corporation.

Section 3.4. Special. Special meetings of the Board may be held at any place, at any time, whenever called by the President or Secretary/Treasurer, or any Three (3) or more Directors.

(a) Notice of Special Meetings. Notice of the time and place of special meetings of the Board shall be given by the Secretary/Treasurer, or by the Directors calling the meeting, by mail, telegram, or by personal communication over the telephone or otherwise, at least twenty-four (24) hours notice to the date on which the meeting is to be held. Neither the business to be transacted nor the purpose of any meeting of the Board need to be specified in the notice.

Section 3.5. Order of business at all meetings of members shall be as follows:

- (a) Calling the meeting to order.
- (b) Pledge of allegiance.
- (c) Preamble
- (d) Reading and acceptance of the minutes from the previous meeting.
- (e) Report of the Treasurer
- (f) Report of the Standing Committee(s).
- (g) Old business.
- (h) New business and communications.
- (i) Good of the Club.
- (j) Motion to adjourn.
- (k) Program, refreshments, etc.

Section 3.6. The public shall be admitted to all meetings, except the Annual Meeting.

Section 3.7. The Board of Directors shall meet as a board at least once every three months, at such hour and place as shall be designated by the President and upon giving at least twenty-four (24) hours notice all Directors.

Section 3.8. Rules and Procedures. The rules of procedure at meetings of the Board of the corporation shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board.

## **Article IV. Voting and Elections**

Section 4.1. Act of the members. Each member in good standing shall be entitled to one vote at any regular meeting.

Section 4.2. Proxies. There shall be no voting by proxy.

Section 4.3. Quorum. A majority of the Board shall constitute a quorum for the transaction of business. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, any business may be transacted, and the Board may exercise all of its powers. A quorum of members shall be the majority members present in person at any membership meeting.

Section 4.4. Election Procedure. At the annual meeting the floor shall be opened for nominations. The nominations for Officers and Directors shall be made verbally from the floor by the members in good standing. Individuals can be nominated whether or not they are present. If a member who is not present is nominated from the floor, the member nominating him/her shall present a signed statement from the nominee indicating willingness to serve.

- (a) Voting at elections shall be by secret ballot, on all other questions: by rising of the hands, unless a secret ballot is requested by at least three (3) members.
- (b) The President shall appoint two (2) members (tellers), who shall distribute, collect, and count the ballots. The tellers shall distribute one (1) ballot to each member, in good standing, and who is present.
- (c) Results of the election shall be announced to the members present.
- (d) All votes shall be kept on file for one (1) year.
- (e) All Elected Officers and Board members shall take office immediately following their election.

## **Article V. Board of Directors**

Section 5.1. Powers. The affairs of the Club shall be managed by the Board of Directors.

Section 5.2. Number. There shall be at least five (5), but not more than eleven (11), Directors of the Club. The Board may, by majority resolution, adjust the number of Directors, provided that the number is not decreased below five (5) nor increased beyond eleven (11), and that the term of an incumbent is not decreased.

Section 5.3. Officers. The elected officers are; President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer. Officers will also serve as active voting members of the Board of Directors during their term of office. The outgoing President shall be retained as an advisor to the board.

Section 5.4. Directors. At all annual elections, two (2) Directors shall be elected for a term of three (3) years to succeed the two (2) Directors whose terms expires. Nothing herein contained shall be construed to prevent the election of any Officer or Director to succeed them.

Section 5.5. Attendance. Any Director who shall be absent from three (3) consecutive meetings without an acceptable excuse and suitable notice to a member of the Board, shall be automatically deemed to have vacated the office.

Section 5.6. Vacancies. For whatever reason a vacancy on the Board shall be filled by a member appointed by the Board, or a new Director shall be elected by the members at the Annual Meeting to fill the office for the remainder of the term.

Section 5.7. Other Officers or Agents. Such other Officers and agents as the Board may deem necessary for the transaction of the business and affairs of this Corporation may be appointed by the Board of Directors.

Section 5.8. Business. The business, property and policies and affairs of this Corporation shall be managed by the President, 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents, Secretary, Treasurer and the Board of Directors.

The Board may conduct business and communicate by any electronic means or by mail provided all board members have been notified.

Section 5.9. Loans. The Board of Directors shall have the power to borrow such money as they may, in their judgment, deemed necessary to carry on the work and plans of such Corporation, and may pledge as security such property as may be held by the Corporation. No loans shall be made by the Club to any Member, Director, or Officer of the Club.

Section 5.10. Rental. Rental of the club house shall be reviewed, by the Board of Directors, yearly for any adjustments of rates needed.

## **Article VI. Officers**

Section 6.1. President. The President shall be elected by the members at the Annual Meeting. They shall be the Chief Officer of their association. They shall preside at all meetings of the Board of Directors and Members. They shall have general and active management of the business, and shall have general powers and duties of supervision and management usually vested in the office of President of a Corporation. They shall see that all orders and directives of the Board of Directors are carried into effect to include public relations.

Section 6.2. Vice Presidents. Two (2) Vice Presidents shall be elected by the members at the Annual Meeting. The 1<sup>st</sup> Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President, and be in charge of all programs after meetings. The 2<sup>nd</sup> Vice President shall be the Sergeant at Arms, and in charge of all refreshments during meetings.

Section 6.3. Secretary. The Secretary shall be elected by the members at the Annual Meeting. They shall give all notices required by statute, by laws, or resolutions. They shall have charge of distribution of membership cards, and keep an up to date record of the names and addresses of all members and they shall send a statement of dues payable the first of December of each year. They shall attend all meetings of the members and of the Board of Directors and preserve in the book of this club, true minutes of such meetings. They shall perform other duties as may be deemed necessary by the Board of Directors.

Section 6.4. Treasurer. The Treasurer shall be elected by the members at the Annual Meeting. They shall have custody of all corporate funds and shall keep in books belonging to this club, full and accurate accounts of all receipts and disbursements. They shall deposit money in the name of this Club in such a bank as may be selected by the Board of Directors. Whenever requested by the President, they shall render an account of their transactions as Treasurer, and of the financial condition of this Club. They shall, if ordered by the Board of Directors, deliver to the President, a surety bond in such form and amount, and upon such conditions as the Board of Directors may prescribe. All checks issued by the club shall be signed by the Treasurer and any one of three (3) designated Officers.

Section 6.5. Term. All Officers shall be members in good standing and shall serve for the term of one (1) year or until the next annual election.

- (a) No one may at any time hold more than one (1) office.

## **Article VII. Standing Committees**

Section 7.1. The President shall have the power to appoint such standing committees as deemed necessary or advisable and to prescribe their function, powers and duties. Any compensation shall be determined by the Board of Directors.

Section 7.2. The committees, as an example, but not limited to; Membership, Grounds, Kitchen, Archery, Pistol, Rifle, and Sporting Clays.

Section 7.3. Committee Meetings. Committee meetings shall be conducted in accordance with the Standing Committee Guidelines located in Rules and Guidelines.

## **Article VIII. Amendment of By-laws**

Section 8.1. These by-laws and amendments thereof, may be amended, altered, changed, added to or repealed by the affirmative vote of two-thirds (2/3) of the members present in person at any regular meeting. Provided thirty (30) days prior to any vote to amend or alter these by-laws that a written notice be given, by mail, to each member of record.

## **Article IX. Dissolution of Corporation**

Section 9.1. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 C. 3, of the Internal Revenue Code of 1954 as amended. Subject only to any order of a court of competent jurisdiction.

## **Article X. Indemnification**

Section 10.1 Indemnification of Directors and Officers. Each Director or Officer now or hereafter serving the corporation and each person who serves at the request of or on behalf of the corporation as a director or officer of any other corporation, whether for profit, or not for profit, and the respective heirs, executors, and personal representatives of such person, shall be indemnified by the corporation against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which such person is made a party by relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, vote of Board, or otherwise.

## **Article XI. Club Lease Agreement**

Section 11.1. Rental. Rental of the Club shall be to members who have been with the Club at least six (6) months, or non-members as approved by the Board. (Weddings, Reunions, Anniversaries, etc.) No Las Vegas style Parties.

- (a) The Renter must be present throughout the entire event.
- (b) The Renter agrees to accept full responsibility for all breakage, damage, or carrying away of any property belonging to the Club. Further, the Renter agrees to compensate the Club for the cost of cleaning at the termination of this agreement, if the cost should be found to be excessive and such excessive cost is directly attributed to the unreasonable use by the member.
- (c) Rental fee is due immediately when application is made. Thirty (30) day notice of cancellation is required. There shall be no refund of fees if less than thirty (30) days notice is given.
- (d) Exact time(s) of rental must be given.
- (e) Key to clubhouse must be returned A.S.A.P.
- (f) All rentals and payments to be made directly to the Board of Directors ONLY.