

**BY-LAWS
OF
FRANKLINVILLE CONSERVATION CLUB, INC.**

ARTICLE I – NAME AND OBJECTIVE OF CORPORATION

- Section 1:** This Corporation shall be known as the FRANKLINVILLE CONSERVAATION CLUB, INC.
- Section 2:** The objective of this corporation shall be to promote social interaction among its members and provide them the comforts and conveniences of a clubhouse and to enable the members thereof to become familiar with the rules of hunting, fishing and conservation as well as to promote an interest in knowledge of outdoor life and nature.

ARTICLE II – GOVERNMENT

- Section 1:** The general management of the affairs of the corporation shall be vested in the officers and directors, who shall be elected as provided in these by-laws. The club steward shall attend the board meeting to offer informational input (not to vote) and member meetings, where they will be able to cast a ballot with members.
- Section 2:** The officers and directors shall have supervision and control of the property of the corporation, the purchase of refreshments and food, the finances, the making of club policies, and every other activity of the corporation and the conduct of the facilities provided for members except as they shall specifically delegate to another officer or employee.
- Section 3:** The Board of the corporation shall consist of a Directors identified as: president, vice president, secretary, treasurer and four (4) officers.
- Section 4:** The president shall be a member, ex officio, of all committees.

ARTICLE III – MEMBERSHIP

- Section 1:** The membership of the corporation shall consist of those persons who are presently members in good standing together with all persons who are hereafter received in or elected to membership as hereinafter provided.
- Section 2:** Other persons may become members upon the following terms and conditions:
- a. Every candidate for admission to and every member of the corporation must be at least eighteen (18) years of age, except for Junior Members (see “h” in this section), of good moral character and believe we do not discriminate against race, creed, gender or religion.
 - b. The name of each proposed new member shall be submitted and endorsed by a member in good standing who knows the candidate. The proposal shall be submitted to The Board in writing upon such form as they may require. Each candidate for membership shall submit dues for one year upon submission of application.
 - c. The election of the proposed member must be approved by the majority vote of all those members present and voting at such regular meeting and such favorable majority shall constitute acceptance of the candidate for admission as a member. Each newly elected member shall be

subject to a probationary period of no less than six months. New members will be eligible to vote at their seventh month meeting. At the end of the probationary period, each new member will become a member in good standing. If any member has a question concerning any individual during the probationary period, the question will be placed in writing and submitted to the Board for further investigation. Results will be reported at the next regular meeting.

d. Each member shall pay annual dues as determined by The Board on or before the 1st day of January in each year thereafter. There will be a one-time fee (to be determined by The Board) assessed to all first time members.

e. When dues of a member remain unpaid for a period of one month (30 days) from the date the same are due said member shall be dropped from membership. Reinstated members shall be assessed a fee (to be determined by The Board) the same as a first time member.

f. Any member who has been dropped from membership in accordance with the provisions of the foregoing paragraph shall not be reinstated until he or she has been admitted under the process of a new member and pays the current dues. Life membership will be granted January 1st, following the 65th birthday after having been a member in good standing for ten (10) consecutive years.

h. Junior membership is available to persons with a minimum age requirement of twelve (12) years old. Application must be signed by an adult and approved by the board of directors. Junior members must be accompanied by an adult while using the facilities. No fee (or a reduced fee) will be charged until 18th birthday.

Section 3: Each member shall have one vote only at a meeting of the members. New members will be eligible to vote after their sixth month. May vote at their seventh month meeting.

ARTICLE IV – MEETINGS

Section 1: The annual meeting of members of the Corporation shall be held on the 2nd Thursday evening of December each year at which time any election of officers or directors would take place. The new Directors will take office the 2nd Thursday in January at the regular meeting.

Section 2: In addition to the annual meeting, the corporation shall meet regularly on the 2nd Thursday of each month.

Section 3: Special meetings of members may be called by the president at any time of their own initiative or by the president or secretary upon request of nine members to such officer made in writing. Notice of the meeting shall be given in such manner as The Board may deem proper, and at such meeting there shall only be considered such business as is specified in the notice of meeting.

Section 4: At all meetings of the corporation, either regular or special, nine members in good standing shall constitute a quorum.

Section 5: If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by said officer.

Section 6: The Board shall meet regularly before the members meeting monthly and other meetings of the Board of Directors shall be called by the president on his or her own initiative

whenever in his judgment it may be deemed necessary, or by the secretary upon request of any two members of the Board and notice, except the regularly scheduled meetings, shall be sent by mail or in person, to all Officers and Directors and shall be deemed sufficient notice of such meeting.

Section 7: A majority of The Board shall constitute a quorum.

Section 8: Members of the same family on the Board: Immediate family members (Spouses, Parent/Child and Siblings) may be on the Board providing that both parties shall not both be a part of the Directors or Officers. They both may serve if one is a Director and one an Officer.

ARTICLE V – ELECTION OF OFFICERS AND DIRECTORS

Section 1: The officers and directors of the corporation shall be elected at the annual meeting in December. There shall be four (4) directors, and a president, vice-president, secretary and treasurer and each member in good standing shall be entitled to one (1) vote for each director and officer to be elected and the candidates receiving a majority of the votes for each position shall be declared elected. The President shall cast a ballot only in case of a tie.

Section 2: At the first annual meeting following the adoption of these by-laws, there shall be elected two (2) directors for a two-year term to replace those directors whose terms will expire, and the remaining directors shall remain in office as directors until their term expires as determined by the former by-laws. Each year two (2) directors shall be elected for a two-year term.

NOMINATING:

Section 3: For the purpose of selection of candidates as directors or officers, the Board shall appoint a nominating committee consisting of three (3) members of the corporation in good standing. This appointment shall be made and announced at the September meeting. The nominating committee shall report the nominations to The Board prior to the regular November meeting. Thereafter and at the regular November meeting, the nominations shall be announced. At the November meeting, nominations of candidates for directors shall be made from the floor. Nominations for director may not be made from the floor at any meeting other than the regular meeting in November.

Section 4: Candidates can be nominated in several ways: By a nominating committee or from the floor. The report of the nominating committee shall be given under 'New Business' during the regular membership meeting. When requested by the president, or vice-president, the nominating committee shall state the nomination for each office. As soon as the committee reports, it is discharged from its duties.

Once the Nominating Committee has reported, the president opens the nominations from the floor, any member in good standing may bring forth a nomination. All individuals that being nominating shall be ASKED VERBALLY AT THE TIME OF NOMINATION IF THEY ARE BOTH ELIGIBLE TO HOLD THE POSITION THEY ARE BEING NOMINATED FOR and IF THEY ARE WILLING TO SERVE.

Nominations from the floor can be verbally called out, a person can nominate them self, a nomination does not need a second. Nominees do not have to leave the room during the nomination, when the vote is taken, or when the vote is counted. The presiding officer can continue presiding, even if they are one of the nominees for the office. A member can rise and decline the nomination during the nominating process and after each nomination the president shall repeat the name to the membership. A motion to close the nominations must be made and seconded by the membership.

The secretary shall document all nominations in the organizational minutes. The Nominating Committee shall be recorded first and then listing all nomination from the floor.

Section 5: Vacancies occurring among the officers and/or directors shall be filled accordingly. Posts of Position (President, Vice-President, Secretary and Treasurer) are key to the daily operation of the organization. If a Post of Position becomes vacant and the position has more than 12 months remaining in the term, an election shall be held at the following month meeting. Should the vacancy occur, and less than 12 months remain in the term, the position can be filled without a formal election process, by majority of the vote of the membership. This can occur at the same meeting that a vacancy is made known to The Board.

Elections:

Section 6: The secretary of the organization shall validate all eligibility of nominations prior to an election.

Section 7: Voting for proposed candidates can be done two ways. First, if there is no opposition to a candidate running for a position, a motion can be made for the secretary to cast one vote on behalf of the membership. That motion shall be seconded, and the candidate will be elected to that position. When there is more than one candidate, the membership shall vote by paper ballot. After nominations are closed, membership will be given a blank piece of paper and they shall write the name of the candidate they wish to see elected on the paper. Ballots are collected by one board member and one member and the two shall privately count the ballots and report the outcome to the president to announce. Voting shall start with the higher ranking position first, once that position has been successfully filled, the process is repeated for the next position.

Illegible vote shall not be counted and discarded.

Section 8: Anyone wishing to hold the office of Director shall be a current member in good standing for a minimum of 12 consecutive months. Anyone wishing to hold the office of President, Vice-President, Secretary or Treasurer must be a current member in good standing for a minimum of 36 consecutive months from when they were voted in as a member (month and year).

Section 9: If it is discovered after an election that the person elected does not meet the eligibility requirements, and even if the person has begun to serve, the election is void. The organization must have another election.

Section 10: The Term of Office for any Board Member elected at the December meeting shall begin the following month on January 1 and finish on December 31 of the following year. Therefore, completing a full 2-year period.

ARTICLE VI – DUTIES OF OFFICERS

Section 1: The president shall preside at all meetings of the corporation and of The Board and shall appoint such committees as he or corporation shall consider expedient or necessary.

Section 2: In the absence of the president, the vice-president shall perform the duties of president, and in the absence of both the president and vice-president, the treasurer shall preside and assume the duties of the president.

Section 3: The secretary shall keep the minutes of all meetings of the corporation and of The Board, shall, if requested, read such minutes at the close of each meeting for review and approval at the next meeting; shall keep an accurate and official record of all business transacted; and shall be the custodian of all club records unless The Board shall appoint someone else specifically for that purpose and in general shall perform such other duties as may be required by these by-laws, the president or The Board.

Section 4: The treasurer shall have charge of all receipts and monies of the corporation; including all dues and charges due from members; deposit them in the name of the corporation in a bank or depository selected and approved by The Board; and shall disburse funds as ordered or authorized by The Board and on order signed by the president. The treasurer shall keep regular accounts of receipts and disbursements; submit the financial records when requested and give an itemized statement at regular meetings of the corporation.

a. The Board may employ an Accountant/CPA as deemed necessary.

Section 5: The president, secretary and treasurer shall, after being authorized by a majority vote of the membership, execute all leases, contracts and other instruments in writing on behalf of the corporation.

Section 6: If an officer or director fails to attend three (3) consecutive meetings of The Board without cause, he or she may be removed by the other members of The Board and the vacancy thereby created shall be filled in accordance with the provisions of the foregoing paragraph as a regular vacancy.

ARTICLE VII -

Section 1: The Board may employ a steward upon such terms and conditions as they may determine appropriate to have the general supervision of the clubhouse of the corporation and its facilities.

Section 2: The Board shall also prescribe the policies, available at the bar upon request, governing the use of the corporation clubhouse and facilities, and all members of the corporation in good standing shall be entitled to the use of the clubhouse and other facilities, so long as the policies so prescribed are complied with.

Section 3: Any member shall forfeit his membership in the corporation and all rights thereunder whose conduct may be dangerous or detrimental to the well-being of the corporation after two-thirds of the members of The Board have voted a declaration that the conduct of such member has been dangerous and detrimental. Conduct unbecoming can be determined and punishable at the discretion of The Board, based upon the information provided to the board.

Section 4: Any member having a complaint or suggestion for the improvement of the affairs of the corporation shall make such complaint or suggestion in writing and present it to the steward or to an officer or director whose duty it shall be to inform The Board of such complaint or suggestion.

Section 5: No member shall take for their own use or the use of another person any property whatsoever belonging to the corporation from the clubhouse or elsewhere, except on the authority of The Board or club steward.

Section 6: Non-members shall not be permitted access to the clubhouse or to any of the corporation's functions, except as follows: the directors or officers shall have the right, at their discretion, to extend invitations to non-members to attend occasions of public entertainment or any special function conducted by the corporation and any member in good standing may invite a non-member as a guest at the regular facilities of the corporation or any special function thereof.

Section 7: The Board may establish any and all additional policies deemed advisable and necessary.

Section 8: Each and every member of the corporation, their family and guests, shall be bound by and abide by these by-laws and policies.

ARTICLE VIII – COMPENSATION OF DIRECTORS AND OFFICERS

Section 1: Neither the officers, directors, nor members serving on committees shall receive any salary or compensation for services rendered to the corporation. The secretary and treasurer may receive such compensation as shall be fixed by The Board at its discretion. The Board may authorize reimbursement to any member for necessary travel and living expenses when incurred at the direction of the Board. In the event the steward is an officer or director, they shall be entitled to such compensation, as the directors shall fix.

ARTICLE IX – AMENDMENTS

Section 1: These by-laws may be amended, repealed or altered in whole or in part in the following manner.

- a. The proposed amendment, repeal or alteration shall be submitted in writing, subscribed by at least ten (10) members in good standing who shall present the proposal to the president.
- b. The president shall cause the proposal, over his signature, to be posted for thirty (30) days on the bulletin board in the clubhouse of the corporation

c. The president shall present the proposal to The Board at its next regular meeting after the date the proposal is submitted. The Board shall then consider the legalities of the proposal and shall either approve or disapprove the same by a majority vote of its members present and voting.

d. In the event the proposal is approved by The Board and the Board recommend its adoption, the secretary shall be directed to deliver notice thereof to all members of the corporation and such notice shall state whether the proposal will be considered at the annual meeting or at a special meeting at which the proposed amendment is considered and this majority vote shall be requisite to its passage.

ARTICLE X – SELLING OF TICKETS

Section 1: The Board of Directors and members of the corporation have agreed that legalized tickets may be sold at the bar during normal working hours by the bartender on duty or designated member in good standing.

ARTICLE XI – DEFINITION:

- a. The Board – President, Vice-President, Secretary, Treasurer and four Director positions.
- b. Directors - President, Vice-President, Secretary and Treasurer
- c. Officers – Four Director positions
- d. Term of Office – January 1 through December 31