

BY-LAWS OF THE FRANKLINVILLE CONSERVATION CLUB, INC.

Updated and effective as of January 1, 2024

ARTICLE I – NAME AND OBJECTIVE OF CORPORATION

Section 1 – This Corporation shall be known as the Franklinville Conservation Club, Inc.

Section 2 – The objective of this corporation shall be to promote social interaction among members; provide them the comforts and conveniences of a clubhouse; enable the members to become familiar with the rules of hunting, fishing and conservation as well as to promote an interest in the 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 determined by these by-laws. The Club Steward shall attend the board meetings to offer informational input but cannot vote since the employee is not a board member. The Club Steward, as a member, will be able to cast a vote at member meetings.

Section 2 – The Officers and Directors shall have supervision and control of the property of the corporation, the finances, the making of club policies, and every other activity of the corporation and conduct at the facilities.

Section 3 – The Board of the corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer and four (4) Directors.

Section 4 - The President shall be a member, ex officio, of all committees. The President may only cast a vote at Board meetings and Member meetings in the event of a tie.

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 received in or elected to membership.

Section 2 – To become a member, you must meet the following terms and conditions:

- A. Every candidate for admission and every member of the corporation must be at least eighteen (18) years of age (with the exception of Junior members -see section H). Candidates must be of good moral character. The corporation does not discriminate based on sex, sexual orientation, race, creed, gender, religion or age.
- B. The name of the candidate shall be submitted and endorsed by a member in good standing. Each candidate for membership shall submit the amount of yearly dues for one year with their application to be considered. Each candidate must understand that active participation in club activities is requested of all members.
- C. The approval of a new member must be given by a majority vote of all the members present and voting at the regular Member meeting with a minimum quorum of nine (9) members including the Board members. Each newly elected member shall be subject to a probationary period of no less than six (6) months. Any questions or concerns regarding a new member shall be in writing and given to the Board for further review within the six (6) month period. Following review, the membership will be told of any change of status.
- D. Applicants denied membership would not be able to reapply for one full year.
- E. New members, without incident, will be eligible to vote after six (6) months of membership.
- F. When dues remain unpaid after January 31st, a member will be dropped from membership and have to reapply for membership.
- G. Life membership will be granted January 1st following a member's 65th birthday and having been a member in good standing for ten (10) consecutive years.
- H. Junior membership is available to persons with a minimum age of twelve (12) years. A Junior application must be signed by an adult in good standing and approved by the Board of Directors. Junior members must be accompanied by a member in good standing for all events and sign the liability form upon their request for membership. There is no fee for Junior membership until the month of their eighteenth (18th) birthday. Following their 18th birthday, Junior members can apply for full membership beginning in October of the same year. The time of Junior membership does not count toward regular membership, board membership or lifetime status. Junior members have no voting privileges.

ARTICLE IV – ELECTION OF OFFICERS AND DIRECTORS

Section 1 - At the September meeting, the Board shall appoint a nominating committee of three (3) members in good standing for the purpose of selecting candidate(s) for the open Board positions. The nominating committee is responsible for seeking and advising interested parties of the duties and responsibilities of the Board member(s) positions (see Sections 2 and 3). The committee will report the nominations to the Board prior to the regular November meeting of the Board.

Section 2 - All nominated members must meet these requirements:

- A. Must be able to attend monthly meetings to be held on Monday evenings and any Officer or Director missing three (3) Board meetings in the year is subject to removal from office by a vote of the Board
- B. Cannot have a felony conviction at any time or current arrest record. If a background check indicates you are not qualified for nomination, your nomination would be revoked
- C. Cannot be involved in the everyday operations and policy making of another club or bar
- D. Must chair one event per year or actively participate and attend two (2) or more functions per year to show commitment
- E. Should the ABC Board or wagering board reject the application of an elected officer, the office will be declared vacant and filled per Article Four (4), Section 14.
- F. All elected members are expected to serve for two (2) year terms
- G. If at any time a felony conviction or serious violation happens, the position would be relinquished
- H. Able and willing to ascend to the next highest position (other than Treasurer and Secretary) upon a vacancy. The Vice President would become the President upon the vacancy of the President. A Director would assume the Vice Presidency until the next election period. This method prevents any vacancy of the top leadership positions and allows for the election of up to two members as Directors (the interim leadership person and the filling of a Director position previously vacant due to ascension).

Section 3— Officers and Board Member Duties

President – Officer – must be a member in good standing for a minimum of two (2) consecutive years from the date they were voted in as a member

- 1. Preside at all meetings
- 2. Authorized to sign all checks and legal documents
- 3. Is eligible to sign all membership cards
- 4. Serves as chair of the Board of Directors
- 5. Votes in the case of a tie regarding Board decisions only

Vice-President - Officer– must be a member in good standing for a minimum of two (2) consecutive years from the date they were voted in as a member

- 1. Preside at all meetings in the absence of the President
- 2. Authorized to sign all checks and legal documents in absence of the President
- 3. Is eligible to sign all membership cards
- 4. Assumes the duties of the President in the event of vacancy or resignation
- 5. Votes as a Board member (except when serving as President), and then allowed to cast a vote in case of a tie.

Secretary – Officer – must be a member in good standing for a minimum of two (2) consecutive years from the date they were voted in as a member

1. Records and produces all minutes of meetings and reads the minutes at the beginning of the meetings
2. Handles all correspondence and club records
3. Keeps accurate, updated lists of current members
4. Is eligible to sign all membership cards
5. Assists in the execution of legal documents and forms
6. Is expected to fill in for the Treasurer during any absence
7. Must be eligible for bonding
8. Serves on the Board
9. Votes as a Board member

Treasurer – Officer – must be a member in good standing for a minimum of two (2) consecutive years from the date they were voted in as a member

1. Handles all financial obligations and membership funds
2. Authorized to sign checks, perform deposits and the disbursement of funds
3. Keeps account of receipts and submits the financial records at each meeting
4. Serves on the Board
5. Is expected to fill in for the Secretary during any absence
6. Assists in the execution of legal documents and forms
7. Votes as a Board member
8. The Board may employ an Accountant/CPA as deemed necessary

Directors (4 members) - must be a member in good standing for 12 consecutive months

1. Investigates and confirms activities and information for the Board
2. Assists with gaming responsibilities
3. Votes as a Board member

Section 4- Candidates can be nominated by the committee or from the floor at the November member meeting. Nominations will be taken from the committee during the "New Business" section of the November meeting. After stating the nominees, the committee is discharged from any further duties.

Section 5 - The presiding officer then opens nominations from the floor and any member in good standing may bring forth a nomination. All individuals being nominated are asked to respond verbally if they are eligible to hold the position and if they are willing to serve. A member can decline the nomination and after each nomination the presiding officer shall repeat the name of the nominee to the membership. A nomination does not need a second. A motion to close the nominations must be made and seconded by the membership.

Section 6 – The Secretary will complete verification of qualifying membership before the December vote. In the event the Secretary is not available, the Officers will work together to complete the task.

Section 7 - The Secretary shall document all nominations in the minutes. The nominating committee will be listed first and then all nominations from the floor.

Section 8 - Recognizing the office of Treasurer requires special skills; the office of Treasurer will be an appointed position. Financial background and experience shall be presented at the September meeting and reviewed by the Board. The appointee will be approved by the general membership at the November meeting.

Section 9 - Voting for the open positions is done at the December meeting and those elected take the position beginning in January. Nominees are not required to leave the room for the vote or counting. The presiding officer can continue the meeting and vote, even if they are one of the nominees for the office.

Section 10 - Officers and Directors shall be elected at the annual meeting in December. Each member in good standing (including the President) is entitled to one (1) paper ballot vote for each officer and director to be elected. The candidate receiving the majority of the votes for each position shall be declared elected. In the case of a tie, the persons seeking the position will be allowed to speak about their desire for the position and a second vote will be conducted. If the second vote results in a tie, the vote for that position will be tabled until the next months' meeting, and a vote will take place at that meeting. Ballots that are not legible will not be counted. One member of the Board and one member shall count the ballots and report the outcome to the presiding officer. The highest-ranking Officer position is counted first and the process is repeated for the next positions.

Section 11 – If a candidates for office is unopposed; a member may make a motion and cast one vote for the election by acclamation of the unopposed candidates. Members would then reply verbally rather than vote. If an office is contested, a vote will be taken as in Section 10.

Section 12 – If an error is discovered and the elected member does not meet the eligibility requirements, the election becomes void. The organization must hold another election for the position at the next member meeting.

Section 13 – The term of office for any Board member elected at the December meeting begins on January 1 of the next year and will finish on December 31st of the following year – normally completing a two (2) year term.

Section 14 – When a vacancy occurs on the Board, the Board will appoint an interim replacement for the remaining term of the year, to be approved by the membership at the next Member meeting. The appointee will serve until the next election in December and may seek to run to fill the remainder of the term for which the member was appointed if the member resigns or the position relinquished within the first year. In the case of a vacancy of the President, the Vice-President will assume the Presidency.

ARTICLE V – MEETINGS

Section 1 - The regular meeting of members of the corporation will be held on the third (3rd) Monday of the month at a time determined by the Board and advertised to the members. Traditionally, the Board meeting is held at 5 pm and the Member meeting at 7 pm. The bar is closed 15 minutes before the Member meeting to allow the bartender, as a member, to attend. Members may bring their last drink into the meeting. Should the regular meeting date fall on a holiday, the meeting will be held the following Monday or a date posted for the membership to be aware.

Section 2 – The annual meeting for the election of the Officers and Directors will be held in December.

Section 3 – The President may call special meetings at any time deemed necessary, or by the Board based on the request of any two members of the Board. Notifications will be sent via email, messaging or a phone call to the Board members. A special meeting can be called based on a written request by at least nine (9) members of the corporation. Notice of the meeting shall be in writing, social media, the corporation website and posting in the bar area, as appropriate. The business of the meeting will be limited to the single subject needing to be addressed per the agenda.

Section 4 – At all meetings of the corporation, nine (9) members in good standing, including the Board members, shall constitute a quorum of the members. If a quorum is not present, the presiding officer may adjourn the meeting to another date and hour.

Section 5 – At each Board meeting, a majority of the Board (four of seven voting members) must be in attendance to be considered a quorum.

Section 6 – Members of the same family may serve on the Board (spouses, parent/child, and siblings) with the condition that one is a Director and one an Officer.

ARTICLE VI – CORPORATION POLICY ITEMS

Section 1 - The Board may employ a Club Steward to act as the general supervision of the clubhouse of the corporation and the facilities, as stipulated in the job requirements (see job description).

Section 2 – The Board shall also direct the policies governing the use of the corporation clubhouse and facilities. All members in good standing will be able to use the clubhouse and facilities as long as all policies of use are adhered to.

Section 3 – Members having a complaint or suggestion for the improvement of the corporation shall present the complaint or suggestion in writing and present it to the Club Steward or a member of the Board or use the suggestion box. All information given in writing must include signature(s) and a date to be considered.

Section 4 – No member can take any property belonging to the club for their own use without permission from the Board or Club Steward. A sign-out sheet will be used for accountability. The borrower must replace any equipment damaged or not returned in working order. Items donated to the club become the property of the club and a donation form will be given to the person donating.

Section 5 – The Directors or Officers shall have the right to extend an invitation to non-members to attend a special function conducted by the corporation. Any member in good standing may invite a non-member as a guest on one occasion. The purpose of the invitations is the increase in membership. Functions open to the public are the exception, but non-members may not sit in the bar or buy tickets.

Section 6 - The policy of "Once a Guest, Next Time a Member" will be adhered to for all (including spouses and significant others) and the sign-in book will include a section for members to sign and a section for the guest to sign. The member list will be reviewed upon all guest arrivals. Members who bring the guest are responsible to explain the policy and the employees will support and encourage membership.

Section 7– Officers, Directors and members serving on committees will not receive a salary or compensation for services rendered to the corporation. The Secretary and Treasurer may receive compensation that shall be fixed by the Board. The Board may authorize reimbursement to any member for necessary travel and living expenses when incurred at the direction of the Board. Officers and Directors may be allowed to work when listed as an employee on a per diem basis with a salary based on minimum wage.

ARTICLE VII – MEMBER CONDUCT

Section 1 - Any member shall forfeit his or her membership in the corporation when their conduct may become dangerous or detrimental to the well being of the corporation and other members. This includes, but is not limited to, foul language, aggression and fighting. Two-thirds of the Board will vote to remove the member's rights to belong to the corporation based on the information provided to the Board.

Section 2 - Disciplinary action will result when a member is asked to leave the club by an employee and refuses. A member causing a problem for the employees or the Board, will receive notification of their action(s) in a certified, return receipt requested letter. The letter will allow an opportunity to correct the inappropriate behavior or face suspension.

Section 3 - Further inappropriate actions will result in a certified, return receipt requested letter detailing the behavior and a thirty-day (30) suspension from the club and all activities of the corporation.

Section 4 – If the member returns and persists in inappropriate behavior or fighting, they will be notified via a certified, return receipt requested letter addressing the behavior and automatic revocation of their membership. No dues money will be refunded.

Section 5 – Willful destruction of the corporation Clubhouse or facilities will result in permanent revocation of membership. Civil and criminal charges may be filed.

Section 6– Any member bringing charges against another member, shall present the charges in writing with their signature to the Board at the regular monthly meeting.

Section 7 – A member may be expelled for just cause by a majority vote of the Board. The Board has full power to determine the conduct that constitutes cause for expulsion. The member will be served with a written notice via certified, return receipt requested mail.

Section 8 – A member who has been expelled is not allowed as a guest at the Club. They may apply for a new membership one (1) full calendar year after the notice of expulsion. They must be voted as a new member by the membership.

Section 19 – A member (regular or lifetime) will have a permanent termination of their membership for the following reasons:

1. Theft of club funds
2. Continually voicing threats that could jeopardize the existence of the club or the well being of the club and/or members.

ARTICLE VII – AMENDMENTS:

Section 1 – These bylaws 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, signed 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. The Board shall then consider the legalities of the proposal and shall either approve or disapprove the proposal by a majority vote of its members present.
 - d. In the event the proposal is approved by the Board, and the Board recommends 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 time the proposed amendment is considered and this majority vote shall be requisite to its passage.
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August 2023 – By-Laws reviewed and amended by a committee of three members –
Scott Taylor, Sandi Nalbach and Lorrie Fisher

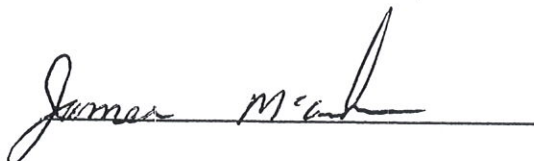
Presented as a draft to the Board for review at the September 2023 meeting (9 pages)

Upon Board approval, the new By-Laws will be voted on by the membership.

Reviewed, approved and signed by the Board on this date: December 29, 2023

President – Currently Vacant

Vice-President:
Jim McAndrews

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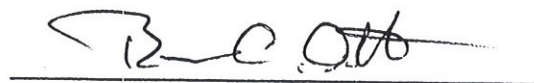
Secretary – Currently Vacant

Treasurer:
Aimee Agett

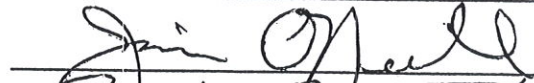
A handwritten signature in cursive script, appearing to read "Aimee Agett", written over a horizontal line.

Directors:

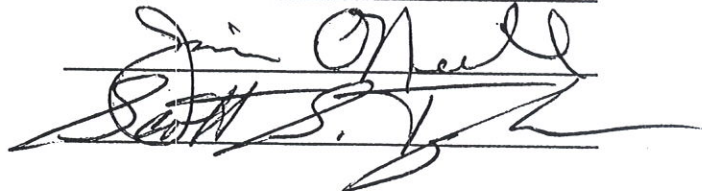
Brian Agett

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Jim O'Neill

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Scott Taylor

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Fourth Director Position: Vacant