**Draft of ByLaw Revisions**

**BYLAWS**

**Of**

**THE FLOYD COUNTY CONSERVATION CLUB, INC.**

Effective ~~July 21, 2011~~

# ARTICLE I. GENERAL

## Section 1.1 Name

This organization shall be known as The Floyd County Conservation Club, Inc.

(hereinafter called the "Club").

## Section 1.2 Mission Statement

To promote the conservation, preservation, protection, restoration and wise use of the waters, land and wildlife. To educate the public, youth and adult, on these issues. To promote the highest levels of sportsmanship, ethical hunting and fishing, firearms safety and shooting sports. To provide and develop greater outdoor opportunities for all. To foster relationships with and support the community, private groups and government agencies in matters of conservation and law enforcement.

To that end, we dedicate our efforts, resources and facilities.

# ARTICLE II. MEMBERSHIP

## Section 2.1 Admission

1. Any adult person, 18 years of age or older, shall be eligible to apply for membership.
2. Any such person desiring admission shall submit an application for membership by mail or in person along with a background check from their local law enforcement department.
3. Applications for membership will be considered in the order in which they are received.
4. The Board shall review all applicants for membership.
5. ~~A two-thirds affirmative~~ A vote of the full Board is required to approve applicants for membership.
6. Approved applicants shall become members upon submission of signed agreement to club rules, payment of the initiation fees and appropriate dues per section 2.2.a.
7. ~~Membership is probationary for the first year and subject to restrictions as established by the Board.~~ There is no probationary period, unsafe issues will result in termination at any time.
8. In the event that club membership is at capacity as established by the Board, applications shall be held until which time membership openings are available.

## Section 2.2 Dues

a) Each member shall pay annual dues as established by the Club. Any new member joining the Club after June 30th of any year shall pay ~~one-half (1/2)~~ the prorated amount of the annual dues that year and the full annual dues each year thereafter.

b) Each member shall pay a one-time initiation fee as established by the Club.

c) Dues for existing members must be paid by January 31 of the applicable membership year to renew membership. Reapplication for membership will be required after this date. All requirements for new membership shall apply, including but not limited to waiting list, initiation fee and ~~probationary status~~ background check.

d) Upon the signed recommendation of one Club member, seconded by another member, and upon a three-fourths vote of all members present at the meeting, honorary life membership may be conferred upon an adult person who shall have rendered notable service to the Club. An honorary member shall have none of the obligations of membership in the Club, but shall be entitled to all of the privileges except those of making motions, of voting, and of holding office. Life Members shall not be exempt from fees directly related to activities in which tl1ey elect to participate. Such fees include, but are not limited to; special event fees and liability insurance fees which are required for all shooting members. Life members may relinquish their life membership status if they so desire, by written notice to the Board accompanied by payment of full dues for tl1e calendar year. Such status change shall be permanent and member will be subject to all nonnal membership duties and requirements. All future dues shall be paid according to normal dues schedule.

e) No increase in annual dues will be enacted without 30 day written notice of intent. Notice will be posted conspicuously at the clubhouse.

## Section 2.3 Voting Rights

All members in good standing will be given the opportunity to vote on Club matters deemed necessary by the Board of-Directors.

* 1. To be eligible to vote in elections, to run for office, or positions on the Board, members

must attend 6 meeting and have been members for one full year. Up to two work parties may be substituted for meetings.

* 1. Absentee voting ~~shall be~~ is not allowed. ~~as described in this section.~~

~~a) Absentee ballots shall be made available within 3 days of nominations.~~

~~b) Absentee ballots shall be formatted to include spaces for the voting member's printed name, signature, member number, date and Notary Republic's information and seal.~~

~~c) Absentee ballots shall include the names of all nominees as appropriate for the office sought.~~

~~d) Absentee ballots shall include spaces for write-in candidates for all offices.~~

~~e) The Secretary shall be responsible for distributing absentee ballots.~~

~~f) Absentee ballots may be provided to all members who are eligible to vote at the time of nominations meeting~~**~~.~~**

~~g) The Secretary shall record the names of all members receiving absentee ballots.~~

~~h) The BOD shall select an objective independent entity such as an accounting firm or CPA to receive and tally votes.~~

~~i) The Secretary shall provide this entity with the names of all members receiving absentee ballots.~~

~~j) Members voting via absentee ballot shall be responsible for delivering the completed ballot to the selected accounting entity no later than 7 days prior to the election date.~~

~~k) All absentee ballots must include the member's printed name, member number, signature and the ballot must be notarized.~~

~~l) The accounting entity will tally the ballot totals and provide the results to the Secretary with the names of those voting. Only the totals may be provided. The individual member's selections may not be released by the accounting entity at any time. The accounting entity may not include the votes of anyone other than those named by the secretary as receiving a legitimate ballot. All illegal votes shall be discarded, such as those from ineligible members, multiple votes for open positions, etc. Those ballots received after the cutoff date shall be discarded.~~

~~m) The accounting entity shall deliver the voting results to the Secretary no later than 3 days prior to the election date. The Secretary shall provide these results to the official Tellers after voting is complete but prior to counting the regular ballots on the day of the election.~~

~~n) Alternative balloting may be done in the presence of2 board members at either the Holiday Party or at the beginning of the December Board Meeting held on the Tuesday prior to the monthly meeting~~**~~.~~**

~~o) These ballots will be placed in a signed envelope and locked in the ballot box.~~

~~p) The ballot box is only to be opened after all members have voted in the general election and then only by tellers.~~

## Section 2.4 Termination of Membership

The Board may, by the affirmative vote of at least two-thirds (2/3) of all the members of the Board, terminate or suspend the privileges of membership, or expel a member for conduct which the Board shall deem in its sole and absolute discretion inimical to the best interest of the Club, including without limitation, violation of any provision of these Bylaws or failure to satisfy membership qualifications. ~~The Board shall give the member who is the subject of the proposed action 15 days prior notice of the proposed expulsion, suspension or termination and the reasons therefore.~~ The member may submit a written statement to the Board regarding the proposed action not less than five (5) days ~~before~~ after the effective date of the proposed expulsion, suspension or termination. The Board shall review any such statement and shall determine the mitigating effect if any, of the information contained. The actions of the Board in terminating or suspending a member shall be conducted in a private and confidential manner. Any Officer or Board Member may temporarily suspend the privileges of any member found to have violated a serious safety rule. Officers or Board members may enlist the assistance of the appropriate law enforcement agencies to remove any individual(s) in such incidences, emergencies or for the removal of trespassers. The full Board shall be advised of such action immediately and shall review such actions at the next Board Meeting. Members under such suspension shall have the benefit of review as outlined above.

## Section 2.5 Miscellaneous

a) Memberships are inclusive of spouses, wards and dependent children residing within the household. Children attending college may also remain as members so long as they may be claimed as legal dependents. ~~Children applying for separate membership prior to losing dependent status will not be required to pay initiation fees and will bypass any waiting list requirements.~~

b) A copy of the Bylaws of the Club will be available upon request of any member.

c) While on Club premises, members and guests shall at all times, obey the Rules as may be adopted by the Board of Directors.

d) No individual member or group of members, other than the President, shall state views as being the Club's or act as an agent for the club without authorization by a two-thirds vote of the full Board.

# ARTICLE III. DIRECTORS

## Section 3.1 Powers

Subject to limitations of the Articles, the Bylaws, and applicable law, the activities and affairs of the Club shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Club to any person or persons, or committees however composed, provided that the affairs of the Club shall be managed and conducted and all corporate powers shall be exercised by and under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

1. To select and remove all the other officers of the Club, prescribe powers and duties for them as may not be inconsistent with Jaw, the Articles, or these Bylaws, and require from them security for faithful service.
2. To conduct, manage and control the affairs and activities of the Club as they may deem best.
3. To authorize the issuance of memberships of the Club.
4. To manage in the manner they deem best, all funds and property, real and personal, received, acquired or earned by the Club subject to any restrictions set forth in these Bylaws or in the laws of Indiana.
5. Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Club shall be signed by the Treasurer or his/her designee. ~~and countersigned by the President or his/her designee.~~
6. Accept all funds payable to the Club, which shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.
7. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Club.

## Section 3.2 Officers

Officers of the Club shall be President, Vice President, Secretary and Treasurer.

1. President - The President is the Chief Executive Officer of the Club and has, subject to the control of the Board, general supervision, discretion and control of the business and officers of the Club. The President shall preside at all meetings of the Board. The President shall have the duty to see that these Bylaws and such rules as may be adopted by the Board are enforced, supervise generally the affairs and management of the Club, and at the Annual Meeting make a report of the affairs of the Club during the preceding year.
2. Vice President - In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restriction upon the President.
3. Secretary - The Secretary shall keep written records of the minutes of all meetings of the Members, the Board and its committees. The Secretary shall have such other powers and duties as the Board may prescribe. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board.
4. Treasurer-The Treasurer is the Chief Financial Officer of the club and shall keep and maintain adequate and correct accounts of the properties and business transactions of the Club. The Treasurer shall cause to be deposited all monies and other valuables in the name of the Club and shall disburse the funds of the Club as may be ordered by the Board. The Treasurer shall render to the President and the Board, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Club, and shall have such other powers and perform such other duties as may be prescribed by the Board. The Treasurer shall have the authority to pay ~~up to $300.00~~ any amount as needed per month for regular and ordinary Club expenses without prior approval of the Board.

## Section 3.3 Directors Duties

1. Perform any and all duties imposed on them collectively or individually by law, the Articles or these Bylaws.
2. Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Club.
3. Supervise all officers, agents and employees of the Club to assure that their duties are properly performed.
4. Attend Board meetings.

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## Section 3.4 Election and Term of Office

1. The President, Vice President, Secretary, and Treasurer shall be persons elected to their respective positions by the members of the Club at the annual meeting of the Club. Elections will be held each December at the annual meeting. Any member with voting rights may nominate a member for election to office. Nominations shall be made each November at the regular meeting.
2. The President, Vice-President, Treasurer and Secretary shall serve a one-year term upon election or until such time as a successor takes office.
3. No member shall hold more than one office at a time. ~~No member shall be eligible to serve more than two consecutive terms in the same office, except Treasurer or Secretary.~~ No members of an immediate family may hold the offices of President and Treasurer concurrently.
4. The Board of Directors is composed of five (5) non-salaried volunteer members in good standing. Each member elected to the Board of Directors shall serve a two-year term. Two Directors shall be elected at the annual meeting held in even numbered years, and three Directors shall be elected at the annual meeting held in odd numbered years.
5. The President from the previous year shall act as a consultant to the Board of Directors.
6. Each Board member of the Club shall have only one (1) vote regardless of the number of positions he/she holds.
7. The resignation of any Officer shall be accepted and voted on by the remaining members of the Board of Directors.
8. The President and/or majority vote of the remaining members of the Board may fill a vacancy on the Board of Directors.
9. Newly elected Officers and Board Members shall take office at the January meeting following the elections.

## Section 3.5 Removal and Resignation

Any officer may be removed, either with or without cause, by the Board at any time pursuant to

(a) the vote of two-thirds of the full Board of the directors then on the Board at a regular or special meeting or (b) the unanimous written consent of the Board. Any officer may resign at any time by giving written notice to the Club to take effect at the date of the receipt of such notice or at any later time specified therein.

## Section 3.6 Regular Meetings

1. Regular meetings of the Board of Directors shall be held once a month on the Tuesday prior to the third Thursday of the month at ~~7:00~~ 5:30 p.m. in the clubhouse to discuss the ordinary operations of the Club. A member wishing to address the Board, must notify the Secretary in advance of the regular meeting to be placed on the agenda.
2. A general membership meeting shall be held once a month on the third Thursday of the month at ~~7:00~~ 6:00 p.m. in the clubhouse.
3. An annual meeting shall be held on the third Thursday in December every year.

## Section 3.7 Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the President or his/her designee. Any member of the Club can request a special meeting upon written notice to the Secretary. A 30-day notice will be posted noting the date, time, place and subject of such meeting. Members in good standing are authorized to vote on matters brought forth to the membership.

# ARTICLE IV. COMMITTEES

## Section 4.1 Auditing Committee

An auditing committee of three members shall be appointed by the President at the Club's December meeting to audit the Treasurer's accounts at the close of the year. The Auditing Committee shall give a full report of its findings at the annual meeting in January each year.

## Section 4.2 Nominating Committee

At the regular meeting of the membership each October, a Nominating Committee of three members shall be appointed by the President. It shall be the duty of this committee to nominate candidates for the offices to be filled at the annual meeting in December. The Nominating Committee shall report at the regular meeting in November. Before the election at the annual meeting in December, additional nominations from the floor shall be permitted. ~~The Nominating Committee's report will be the basis of absentee ballots.~~

## Section 4.3 Other Committees

Such other committees, standing or special, shall be appointed by the President as the Club or Board of Directors shall deem necessary. The President shall be an ex officio member of all committees except the Nominating Committee.

# ARTICLE V. OTHER PROVISIONS

## Section 5.1 Amendments

A proposed amendment to these Bylaws may be introduced by any member of the Club at any regular meeting or special meeting. A two-thirds vote by the Board of Directors is needed before the proposed amendment is passed along to the Club membership. It may be acted upon by the Club membership at any regular meeting or by a special meeting called for the purpose, provided the approved amendment has been introduced at a prior meeting. A two-thirds vote of the members present will be necessary to pass it.

## Section 5.2 Parliamentary Procedure

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be utilized as needed by the Club with respect to all procedures not inconsistent with these Bylaws and/or any special rules of procedure the Club may adopt.

## Section 5.3 Transition

These Bylaws shall replace all previous Bylaws of the Club and shall become effective upon approval of two-thirds of the Board of Directors.

## Section 5.4 Illegal or Dangerous Activity

No person shall engage in any unlawful, illegal or dangerous activity on Club property. Any person found to have engaged in any unlawful, illegal or dangerous conduct on Club property may be permanently barred from the property at the discretion of the Board. If any member is found to have engaged in, permitted or caused another person to have engaged in, any unlawful, illegal or dangerous activity on Club property, the member's membership may be permanently revoked at the discretion of the Board.

## Section 5.5 Club Property

The use of the buildings and Club property shall be limited to members and their guests, except when the public is invited or when permission is obtained for use of grounds or building or both. No part of any real property owned by the Club shall be sold, transferred, conveyed, gifted or leased to any person or entity for any reason.

**Section 5.6 4H & Hunter Ed Provisions**

The 4H Shooting Sports of either Floyd or Harrison County shall have access to the club facilities under these specific conditions.

1. Proof of liability insurance shall be presented to the board before any functions are begun at the board’s request.
2. The person or persons in charge of the shooting sport program will have to be approved members of the club.
3. The Indiana Conservation Officer in charge of Hunter Ed Instruction will contact the board to confirm the dates and availability of the facility.
4. The 4-H schedule shall be presented to the board for date and time scheduling a month prior to the beginning of the program.
5. The board has the power to terminate the program if any of the club’s rules and regulations are not adhered to or disobeyed.
6. All rules and regulations that apply to the general membership will apply to the shooting sports and hunter ed programs.