



## **BY-LAWS OF REDWOOD FALLS SPORTSMEN'S CLUB**

### **ARTICLE I. INTRODUCTION**

**Section 1.** The following By-laws, together with the Articles of Incorporation and the laws of the State of Minnesota, now, and from time-to-time hereafter, in effect, shall govern the operation and conduct of the Redwood Falls Sportsmen's Club.

**Section 2. Purpose.** It shall be the purpose of the Redwood Falls Sportsmen's Club to support and participate in the education and conservation of natural resources and in the promotion of the shooting sports.

**Section 3. Membership Governance.** The Redwood Falls Sportsmen's Club is a Membership Governance organization. Members vote on matters of governance, direction, approval of budgets, activities and or substantial financial obligations that the organization might undertake such as purchase of buildings or equipment or the approval of long-term contracts. This structure includes members voting to appoint a board of directors to manage the day-to-day operations of the organization with the membership only voting on the specified actions as necessary for the success of the organization. The board may bring those types of issues before the members as necessary.

### **ARTICLE II. MEMBERSHIP**

**Section 1. Members.** Any person, natural or legal, who has been issued a certificate of membership by the club may be a member of the club. Certificates of membership shall be issued by the President and Secretary of the corporation by authority of its Board of Directors upon payment of the membership dues hereinafter provided for.

**Section 2. Certificate of Membership.** A certificate of membership shall be issued to any person, natural or legal, upon payment to the corporation of a membership fee. Annual membership is considered April through April. No member has the right to have its membership interest redeemed or its contribution returned, even if a member dissociates prior to termination of the Company.

**Section 3. Dues.** Membership dues shall be reviewed and determined annually at the November monthly meeting. Membership shall terminate automatically upon non-payment of

dues on or before April 1<sup>st</sup> following the annual meeting. Membership shall be reinstated upon payment of all dues and arrears.

**Section 4. Rights and Obligations.** A member of the club shall be entitled to one vote at the annual meeting of the club, monthly meeting, or at any special meeting of the members of the club. The ownership of a certificate of membership may not be transferred. Membership in the club shall cease upon the death or termination of the legal existence of the member or upon cancellation of such membership in accordance with the By-laws of the club. Membership in the club shall not entitle the owner of such membership to any interest in the property of the club, except upon dissolution as hereinafter provided. Members of the club shall not personally be liable for the debts or obligations of the club.

**Section 5. Annual Meeting.** The annual meeting of the members of the club shall be held on or before the last day of January of each year, for the purpose of electing directors of the club, determining official club correspondence, and for the transaction of other such business as may properly come before the meeting.

**Section 6. Monthly Meeting.** A regular monthly meeting of the club shall be held each month from November through May, inclusive, for the transaction of such business as may properly come before the meeting. Notification of the regular monthly meeting will be given through club correspondence.

**Section 7. Special Meetings.** Special meetings of the members of the club may be held at any time pursuant to the call of the President of the club or of any two members of the Board of Directors.

**Section 8. Notice of Meeting.** Notice of the annual meeting shall be given by the Secretary of the club at least ten (10) days prior to the date of the meeting. Notice of special meetings shall be given by the Secretary at least seven (7) days prior to the date of the meeting upon written request of the President or of the two (2) directors calling such meeting. Notice shall be given to the members of record in the office of the Secretary as of the date of giving of such notice. Notice of such meetings shall be given using the Club's official correspondence. Whenever under the provisions of these Bylaws notice is required to be given to any person, it shall be construed to require personal notice, but such notice may be given:

- (1) when mailed to the person at an address designated as the last known address of the person or at the address of the person in the corporate records;
- (2) when handed to the person;
- (3) when communicated to the person by e-mail, at an e-mail address designated by the person in the corporate records; or

- (4) if by any other form of electronic communication by which the Member has consented to receive notice, when directed to the Member.

**Section 9. Transaction of Business.** Any business permissible under the laws of the State of Minnesota, under the provision of Chapter 317A of the laws of Minnesota as amended from time to time, may be transacted by the annual, monthly, or any special meeting of the members, except that the Articles of Incorporation or By-laws may not be amended and the dissolution of the club may not be voted unless such purpose or purposes shall have been stated in the demand for and notice of meeting.

**Section 10. Quorum.** Any business brought properly before the annual, monthly, or a special meeting of the members may be transacted by a majority of the members present and voting at such meeting.

### **ARTICLE III. BOARD OF DIRECTORS**

**Section 1. Management.** The management and affairs of the club shall be vested in the Board of Directors, consisting of six members. Annually, two Directors shall be elected to replace the Directors whose terms then expire. The term of each Director shall be for three years. Directors may serve a maximum of three consecutive terms.

**Section 2. Meetings of Directors.** Meeting of the Board of Directors may be called at any time by the President or any two Directors and notice of such meeting shall be given by the Secretary/Treasurer. The majority of the members of the Board of Directors shall constitute a quorum. Emergency meetings may be called by correspondence to each of the Directors prior to the meeting.

**Section 3. Directors.** Directors shall be members of the club who reside within the Counties of Redwood or adjoining counties in the State of Minnesota.

**Section 4. Vacancies.** Vacancies in the Board of Directors shall occur by the reason of the death, resignation or removal of such Director, their non-residence in the Counties of Redwood or adjoining counties, or the cancellation of their membership in the club. Any board member having 3 unexcused absences may be removed from the Board by the President upon a majority vote of the Board after establishing a quorum.

**Section 5. Holding of Office.** Each Director and Officer shall hold office until a vacancy occurs in the office, as set forth in Section 4 of this Article, or until a successor is elected and qualified.

**Section 6. Removal From Office.** Any Director and/or Officer may be removed from office at any annual meeting of the members with or without cause upon an affirmative vote of a majority

of the members present and voting, or at any special meeting called pursuant to Article II, Section 7, provided that the issue of such removal was included in the notice of such special meeting.

**Section 7. Salaries.** The Directors of the club shall not be entitled to any compensation for services performed as such Director, except that they may be reimbursed for expenses incurred in the performance of their duties.

## **ARTICLE IV. OFFICERS.**

**Section 1. Officers.** The Officers of the club shall be a President, a Vice President, a Secretary, and a Treasurer. Any two offices, except those held by the President and Vice President, may be held by the same person. Only Directors may become officers of the club.

**Section 2. Election and Term of Office.** The officers of the club shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors, or they shall be selected by the Board of Directors immediately following the Annual Meeting of the membership.

**Section 3. Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the club would be served thereby. Any officer having 3 unexcused absences may be removed from the board by the President upon a majority vote of the Board of Directors after establishing a quorum and their position replaced for the balance of their term.

**Section 4. Salaries.** The officers of the club shall not be entitled to any compensation for services performed as such officers, except that they may be reimbursed for expenses incurred in the performance of their duties.

### **Section 5. President.**

- shall preside over all meetings of the members and of the directors of the club.
- shall enforce the due observances of the Articles of Incorporation and the By-laws and shall see to it that the officers properly perform the duties assigned to them.
- shall be allowed to vote as a member during member meetings
- shall be a member of the Board of Directors, provided however, that the President shall be allowed to vote as a director, only in the case of a tie at Board of Director meetings.

### **Section 6. Vice President.**

- shall perform the duties of the President in the absence of the President.
  - In the absence of both, it shall be the duty of the Board of Directors to appoint a President Pro Tem, who shall perform the duties incident to the office.

### **Section 7. Secretary.**

- keep a true and accurate record of the proceedings of all minutes of the club and of the Board of Directors.
- keep an accurate record of all amendments, authorizations, and additions to the Articles of Incorporation, By-laws and order of business in the minutes of the club.
- attend all sessions of the club and record all votes and the minutes of all proceedings.
- shall give notice as required of all special meetings of the club and the Board of Directors.
- shall, with the President, execute all official acts and documents of the club by authority of the Board of Directors.
- shall perform such other duties as may be prescribed by the club or the President.
- shall keep a roll of membership in conjunction with the Treasurer with the date of joining, discharge, and assessments in addition to the date of dues paid.
- The office of Secretary may be combined with that of Treasurer.

#### **Section 8. Treasurer.**

- shall have custody of the club funds and securities and shall keep a full and accurate account of all monies, and other valuable effects in the name and to the credit of the club, in such depositories as may be designated by the club.
- shall receive all moneys belonging to the club and disburse the funds of the club as may be ordered by the club, taking the proper vouchers for such disbursements, and shall render to the club an account of all his transactions as Treasurer and of the financial condition of the club.
- shall prepare prior to the annual meeting the complete statement of the finances of the club, including a balance sheet and profit and loss statement.
- shall assist with keeping a roll of membership in conjunction with the Secretary with the date of dues paid.
- Shall obtain a second signature on all issued checks by a second officer of the club. Preference order of second signatory is 1) President, 2) Vice President, 3) Secretary.
- Arrange for and provide necessary documentation for financial audit by CPA.
- The office of Treasurer may be combined with that of Secretary.

### **ARTICLE V. TERMINATION AND DISSOLUTION**

**Section 1. Dissolution.** Pursuant to a resolution adopted by the affirmative vote of a majority of all the directors and pursuant to an affirmative vote of a majority of the members of the club present and voting at any annual meeting or special meeting called for that purpose, the termination and dissolution of the club may be authorized. In the event of such authorization, the club shall be terminated and dissolved pursuant to the laws of the State of Minnesota then in effect.

**Section 2. Assets of Club.** In the event of termination and dissolution of the club, all physical assets of the club will be disposed of by sale at public auction. It will be the responsibility of the

directors to determine the time, place, and conditions of said public auction. The proceeds of said sale along with all other fiscal assets of the club shall be used to pay any outstanding debt of the club. When all debts have been settled, the remaining fiscal assets shall be disbursed according to another legally recognized, non-profit corporation whose purpose, goals and objectives are the same or similar to those of the club. The disposition of all club assets shall be pursuant to the laws of the State of Minnesota then in effect.

## **ARTICLE VI. COMMITTEES**

**Section 1. Types of Committees.** The Board of Directors may create either a standing committee or an ad-hoc committee to conduct the affairs of the club. No committee shall have authority to create any indebtedness whatsoever.

**Section 2. Membership of Committees.** All committees shall be composed of members in good standing of the club. Work of the committee shall be conducted by a chairperson appointed by the President and approved by the Board of Directors.

## **ARTICLE VII. AMENDMENT OF BY-LAWS**

**Section 1. Amendments to By - Laws.** These By-laws may be amended or altered by a vote of two-thirds of the club members at any meeting, provided that notice of the proposed amendment shall have been given to all of the members of the club at least one week prior to the proposed change. When any amendments to the By-laws are made, notification of the change shall, after its effective date, be given to all officers and directors of the club.

Approved \_\_\_\_\_

President \_\_\_\_\_