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THE BY-LAWS OF
THE MIDLAND COUNTY SPORTSMAN'S CLUB

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The BY-LAWS of The Midland County Sportsman's Club, as amended on the 1st day of September, 2010. All previous BY-LAWS are hereby void.
(Articles of incorporation for the club were filed with the Michigan Department of Commerce, Corporation and Securities Bureau, Corporation Division, Lansing, Michigan on the 4th day of May, 1937).

ARTICLE I

SECTION 1: NAME

The name of this organization incorporated as a nonprofit organization under the laws of the State of Michigan and hereinafter referred to as the "Club" shall be "The Midland County Sportsman's Club".

SECTION 2: LOCATION

Activities of the club shall center around the "John E. Hoy Lodge" 8825 Sturgeon Road, Midland County, Midland, Michigan.

SECTION 3: PURPOSE AND OBJECTIVES

(A) To provide a safe place to conduct Shooting Sports.

(B) To protect and defend the right of our citizens to own and bear arms.

(C) To teach individuals to properly handle arms, as prescribed by the NRA (National Rifle Association), CMP (Civilian Marksmanship Program) and Hunter Safety programs.

(D) To cooperate with organizations such as the National Rifle Association, the Michigan United Conservation Club and any other Sportsman's organizations to conserve the natural environment and all wildlife.

(E) To promote conservation education programs designated to educate citizens in the cause of natural resource and environmental conservation. Creating in them an awareness and understanding of the importance of this aim, equipping them to work knowledgeably and effectively toward this achievement and through rational discussion to attempt resolution of all issues affecting our environment.

SECTION 4: USE OF CLUB PROPERTY AND FUNDS

(A) All funds and assets of the club shall be used only for purposes that are consistent with the purposes of the club and for actual administrative expenses in conducting the affairs of the club under the direction and with the approval of the Board of Directors

(B) Revenues of the club shall not be used for the benefit of any members, other individuals or organizations except to further the lawful purposes of the club.

(C) Anyone who uses the club for any activity in which they receive compensation, must rent the facility at a reasonable market rate that would be charged for similar facilities and activities. The Board shall not allow for-profit activities occurring on club property to be subsidized by the club.

(D) Contingency Fund- The Midland County Sportsman's Club hereby establishes a segregated fund to be known as the "Midland County Sportsman's Club Contingency Fund," sometimes referred to as the "Contingency Fund," under the following terms and conditions:

1. The fund is established with an initial amount of \$25,000 set aside and paid into the fund by the Board of Directors on September 1, 2009, together with all interest and accruals on investments since that date.
2. The Contingency Fund shall be segregated from the general operating fund and any other special funds established by the Club, and shall be separately accounted for and reported by the Treasurer in all monthly and annual financial statements.
3. The Contingency Fund may receive contributions from members or from other sources which are designated for deposit into that fund. Club funds may only be transferred into the Contingency Fund with the approval of the Board of Directors.
4. The intent of the Contingency Fund is to set aside capital and to invest and reinvest the income to create a reserve and that would be available for emergencies and to meet challenges that are serious enough to jeopardize the existence of the organization. Included in this concept are events that would or have caused the suspension of shooting activities of the Club.
5. In the event the Board of Directors determines that an event or emergency has arisen for which an expenditure from the Contingency Fund was intended, the Board of Directors shall call a meeting of the paid members to vote upon the proposed expenditure in accordance with Section 4(F) of this Article.

(E) Major Project Fund- The Midland County Sportsman's Club hereby establishes a segregated fund to be known as the "Midland County Sportsman's Club Major Project Fund," sometimes referred to as the "Major Project Fund," under the following terms and conditions:

1. The fund is established with an initial amount of \$15,000 set aside and paid into the fund by the Board of Directors on September 1, 2009, together with all interest and accruals on investments since that date.
2. The Major Project Fund shall be segregated from the general operating fund and any other special funds established by the Club, and shall be separately accounted for and reported by the treasurer in all monthly and annual financial statements.
3. The Major Project Fund may receive contributions from members or from other sources which are designated for deposit into that fund. Club funds may only be transferred into the Major Project Fund with the approval of the Board of Directors.
4. The intent of the Major Project Fund is to set aside capital and to invest and reinvest the income to allow construction of new facilities that are beyond the means of several years of the club's annual income. Included in this concept is the long term accumulation of funds, the prevention of the squander of funds being accumulated and eliminating the need for the club to borrow money.
5. At such time that the Board of Directors develops a realistic plan to fully complete a major project and the fund balance is sufficient to cover at least 75% of the cost of completion, the Board of Directors may call a meeting of the paid members to vote upon the proposed expenditure in accordance with Section 4(F) of this Article. **This fund is not intended to cover the cost of the regular and customary maintenance and improvements.**
6. In the event that the Contingency Fund is not sufficient to its purpose, the Major Project Fund may be used as a secondary contingency fund under the provisions of Sections 4(D) and 4(F) of this article.

(F) Access to the Contingency or Major Projects Funds- All Funds once deposited in either the Contingency Fund or the Major Project Fund may not be spent by action of the Board of Directors, except only upon approval of the **paid** members under the following conditions:

1. For access to the Contingency Fund, the Board shall send written notice to all paid members at least 14 days in advance of the meeting. For access to the Major Project Fund, the Board shall send written notice to all paid members at least 21 days in advance of the meeting.
2. The notice shall explain the project, event or emergency that the board believes justifies expenditures from the appropriate fund, and shall contain specific reasons for which an expenditure from the appropriate fund, in the opinion of the Board of Directors, is needed.
3. The notice shall contain the specific amount and specific purpose of the proposed distribution from the appropriate fund.
4. The notice shall contain the place, date and time of a meeting called for the members to vote upon the proposed use of the Contingency or Major Project Fund.
5. The notice shall be sent by email, facsimile or U.S. Mail to each paid member in such manner as to best provide notice to all current members.
6. For purposes of this meeting, 10% plus 1 of the entire currently paid membership must be in attendance to constitute a quorum.
7. The meeting shall be conducted under the normal parliamentary rules of Robert's Rules of Order. The notice shall be read at the meeting and paid members shall be allowed to ask questions of the Board of Directors and to discuss the matter before voting upon the proposed expenditure.
8. Expenditures from either fund may only be approved by a 2/3 affirmative vote of the paid members present.
9. Voting shall be by secret ballot. Only those paid members in attendance may vote.
10. The paid members may approve an alternative proposal at the meeting if the alternative is for the specific purpose listed in the meeting notice and the amount is equal to or less than the specific amount listed in the meeting notice.

ARTICLE II MEMBERSHIP

SECTION 1: ACCEPTANCE

The membership of the club shall include any person who makes application in writing to the club Membership Secretary for membership, and is accepted by the Board of Directors. Such application may be rejected by the Board of Directors, by a majority vote, for good cause.

Any person whose application for membership has been denied by the board, may appeal such action as a matter of the first action taken by the members at the next board meeting.

SECTION 2: CLASSIFICATION

Classes of membership, shall be: Regular, Senior, Life, and Honorary.

(A)REGULAR

A Regular Membership shall be for any person eighteen (18) years of age or older. Their spouse and family dependents under twenty two (22) years of age shall have club privileges according to current rules set by the Board of Directors.

(B) SENIOR

Senior membership shall be for any person sixty (60) years of age or older.

(C) LIFE

Life membership may be bestowed by the board.

(D) HONORARY

Honorary membership may be bestowed by the Board of Directors. Honorary members have no voting rights.

SECTION 3: ANNUAL DUES

Annual Dues for the various classes of membership shall be set by the Board of Directors upon affirmative vote of at least two-thirds (2/3) vote of the total board members.

SECTION 4: EXPULSION

A member may be expelled from the club when the Board of Directors has voted, by two-thirds (2/3) vote of total board members, that continuation of such membership is detrimental to the interests of the club.

Any person whose membership has been terminated by the Board may appeal such action as a matter of the first action taken by the members at the next board meeting.

SECTION 5: REPRESENTATION

All members have the privilege of the floor at any meeting of the club.

SECTION 6- GOOD STANDING

A member shall be considered in good standing if their dues are paid and they are not under any form of disciplinary action specifically defined within these By-Laws.

ARTICLE III
ANNUAL MEETINGS

SECTION 1: MEETINGS

The club shall convene in a regular annual meeting during the month of December each year. The date and place of the annual meeting shall be immediately following the December Board Meeting, with notice mailed to all members, officers, and directors at least twenty (20) days in advance. The notice shall include a printed agenda containing the slate of candidates for elected office as proposed by the nominating committee along with the names of all other candidates for elected office, as nominated in accordance with the provisions of these By-Laws, and any proposed changes to the By-Laws, not otherwise presented to the membership for a vote for adoption, as provided for in these By-Laws.

The president shall have the responsibility and authority to prepare the agenda for the Annual Meeting.

SECTION 2: QUORUM

At any annual meeting seven (7) Board Members plus any other members present shall constitute a quorum for the transaction of business, except for those specific items of business provided for otherwise in these by-laws.

SECTION 3: VOTING

Voting shall be by voice, unless a roll call or secret ballot is prescribed by these by-laws. A majority vote is sufficient for the adoption of any motion that is in order, except as these by-laws otherwise prescribe. Each paid membership present shall receive one (1) vote.

SECTION 4: ELECTIONS

(A) ELECTIONS: Elections shall be by secret ballots and shall be decided by a plurality vote. A tie vote will be decided by a run-off election to be held at the meeting. Elections shall begin immediately following the Board meeting.

(B) NOMINATIONS: The Board shall elect a nominating Committee Chairman and three (3) other club members to serve on the Nominating Committee. The Nominating Committee shall draw up a slate of candidates for the election at the next annual Meeting. Publication of this slate must be made at least twenty (20) days prior to the annual meeting.

Nominations for all elected offices will be accepted from the floor at the regularly scheduled Board of Directors meeting at which the Nominating Committee reports its slate of candidates for elected office. The Nominating Committee's slate shall be published in the newsletter immediately prior to the regularly scheduled Board of Directors meeting at which it reports its proposed slate. Unless announced via the newsletter to be otherwise, the Nominating Committee shall report its slate of candidates at the regularly scheduled October Board of Directors meeting. All nominations from the floor must be accepted in person or in writing at the time of the nomination. No one may accept a nomination for more than one elected office. Once a person has accepted a nomination, they may not be nominated for any other office. Once nominations are closed by the president, no other names may be added to the ballot. If any votes are cast for individuals who are not nominated in accordance with this rule, those votes shall not be considered. The names of all candidates shall be published in advance of the Annual Meeting, as provided for in these By-Laws. Such publication shall not differentiate between which candidates are the slate reported by the Nominating Committee and those nominated from the floor. A nominee for elected office must be a member in good standing at the time of the nomination. Nominees for President, Vice President, Treasurer, Recording Secretary and Membership Secretary shall have been paid members for at least two full years prior to the date of nomination. Nominees for Director may be chosen from any paid members without regard to length of membership. If elected, Board Members must maintain their membership in good standing for the duration of their term.

(C) QUALIFICATIONS: Any member in good standing shall be eligible for office in this club. Term of the elected officers shall commence the following January.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1: OFFICERS

(A) The elected officers of the club shall be a President, Vice President, Treasurer, Membership Secretary, Recording Secretary, and nine (9) Directors. No person may hold more than one office at any time.

(B) The governing body of the club shall consist of the elected officers of the club and shall be called "The Board of Directors."

SECTION 2: MEETINGS

(A) The Board of Directors shall hold a Board meeting each month, of which the time and place shall be determined by the board of directors.

(B) Special Meetings: Upon the demand of three officers an immediate meeting of the Board of Directors shall be called. The purpose of the meeting shall be contained in the notice of the meeting. Reasonable effort shall be made to notify each officer and board member of the date, time, and place of the meeting and reasonable efforts shall be made to accommodate as many offices and board members as possible, based on the immediacy (or lack thereof) of the need to convene the Board of Directors. Action taken at such meetings shall be no less than eight (8) affirmative votes. A Special Meeting shall be called when an issue of a time sensitive nature arises which would be to the Club's detriment to delay addressing until the next Regular Meeting; in such case, the meeting shall be scheduled as immediately as possible, in compliance with this section. A Special Meeting may also be called when an issue requires such time for consideration and deliberation that it would cause too extensive a delay in the completion of a Regular Meeting. Special Meetings of the second type shall be announced to the general membership via the newsletter if reasonably possible. Actions at a Special Meeting shall be limited to the announced purpose of the Special Meeting.

(C) Actions taken by the Club which require an authorization granted by the Board of Directors may only be authorized by a vote in a meeting convened in accordance with this Section.

SECTION 3: QUORUM

A quorum of the board at a board meeting shall be seven (7) officers.

SECTION 4: TERM OF OFFICE

Term of office shall be two (2) years for the President, Vice President, Recording Secretary, Membership Secretary, and Treasurer. Except as otherwise provided in these By-Laws, they shall be elected in alternating years as follows: In even numbered years the President, Recording Secretary, and Treasurer. In odd number years, the Vice President and Membership Secretary. Term of office for the Directors shall be three (3) years. Three Directors shall be elected every year. No person shall serve more than six (6) consecutive years. If a person serves six (6) consecutive years, they shall not hold any elected office again for at least one (1) full year.

SECTION 5: DUTIES OF OFFICERS

(A)President:

The President shall be the chief executive officer of the club and, subject to the control of the board of directors, shall have the charge of its affairs. He shall preside at and prepare agendas for all meetings of the club and of the board of directors, he shall chair the board of Directors meetings, and shall have such other powers and duties as are incident to his office and not inconsistent with these by-laws, or as at any time shall be assigned to him by the Board of Directors.

(B)Vice President:

It shall be the duty of the Vice President to assist the President in the performance of his duties when called upon to do so by the President or the Board of Directors. In the event of the disability of the President, the Vice President shall have all of the powers and perform all the duties of the President. The Vice President shall have all other powers and duties as may at any time be assigned him by the Board of Directors.

(C)Treasurer:

The Treasurer shall receive all monies from the Membership Secretary and other sources of club income. He shall maintain bank deposits of club monies. He shall disburse club monies. Disbursements of a thousand dollars or more must be approved by the board, and countersigned by the President. He shall report at each board meeting of the financial status of the club. At the annual meeting he shall make an annual report of club finances and attached to this report shall be a written notice of an audit of the financial records by a qualified person who shall be appointed by the President and approved by the board. The Treasurer shall be bonded by the club.

(D)Recording Secretary:

The Recording Secretary shall keep a record of the proceedings of the club. He shall have the responsibility for meeting notices and such notices shall be made at least one week in advance of the meeting. At the annual meeting he shall make available minutes of all board meetings. He shall maintain corporate status with State of Michigan, Department of Commerce, Corporation & Securities Bureau.

(E)Membership Secretary:

The Membership Secretary shall keep a record of the membership status of all members. He shall collect membership dues and report at each meeting of monies received. Monies received shall be turned over to the Treasurer at each monthly board meeting. He shall send out membership cards and conduct the correspondence pertaining to memberships. He shall be bonded by the club.

SECTION 6: DISCLOSURE and RIGHT TO CONTACT OTHER MEMBERS

1- All club records shall be made open to inspection upon demand by any club member. The demander shall pay any reproduction costs incurred by the club.

2- Any opinion signed by three paid members shall be sent to all members. The headline of the opinion shall state that it is the opinion of the signing members. Opinions may be delivered at any meeting of the board or to the Recording Secretary.

- 3- The opinion authors may choose the method of delivery:
 - a. Included: The opinion will be included with other official club publications sent to all members. The opinion shall be limited to one letter sized page and shall be sent as presented, without modification. The opinion authors shall not be charged with any costs. The opinion will be sent with the first such official club publication following presentation.
 - b. Separately: The Board may not send any rebuttal with the opinion and the opinion authors will be charged the full cost of sending and publishing. The Recording Secretary or a designee of the President shall send the opinion, without modification, within 14 days of presentation.
- 4- No member has the right to contact other members for commercial purposes.
- 5- Only the President or members specifically authorized by the President or the Board may publish opinions regarding the club to the general public.
- 6- Only the President or members specifically authorized by the President or Board may contact government bodies or agencies on matters of club business.

SECTION 7: VACANCIES

(A) In the event of a vacancy in the office of the President, either by death, resignation, or by removal for any cause, the Vice President shall assume charge of and exercise the duties of that office until the next annual meeting.

(B) Any member of the board of directors may be removed from their office, for cause, by a two-thirds (2/3) affirmative vote of the total Board of Directors at any meeting of the Board.

(C) Vacancies in any office, other than president, shall be filled by a vote of the Board of Directors. Those elected shall hold office until their successors are elected at the next annual meeting.

(D) Any officer not present at two (2) consecutive, regular scheduled meetings of the board without notifying the board shall be considered resigned, except under extenuating circumstances.

SECTION 8: ABSENCE OF OFFICERS

The President, or in his absence, the Vice President, or in his absence the Recording Secretary, shall preside at all meetings of the club.

SECTION 9- COMPENSATION PROHIBITED

Officers and Directors shall not receive or accumulate any compensation from any source for any activity engaged in at the club during their term of office. Work on club projects in exchange for partial dues reduction is excepted, as long as the dues reduction is under the same terms offered all members.

ARTICLE V
STANDING COMMITTEES

SECTION 1: APPOINTMENT OF COMMITTEES

The President, by the second board meeting shall appoint all standing committees herein named and such other committees as he, or the board deems necessary, subject to the approval of the Board of Directors. Members of committees may not be removed except by vote of the board of Directors.

SECTION 2: COMMITTEES

(A) The Rules Committee shall investigate questions that may arise relative to the interpretation of these by-laws, any matters of state or federal laws and regulations and submit recommendations to the Board of Directors. The Rules Committee shall also consider all proposed amendments to these BY-LAWS.

(B) The Nominating Committee shall be comprised in accordance with Article III, Sec 4 (B) of these BY-LAWS. The Nominating Committee shall select, as nominees for each position, the individuals, in the judgment of the Nominating Committee, who will best promote the interest of the club.

(C) The Maintenance Committee shall be comprised of one (1) Maintenance Coordinator and at least four (4) Maintenance Heads, One (1) or two (2) for each area, The Club House, The Grounds, The Rifle Range, and The Skeet and Trap Range. The Maintenance Heads Shall report to the Board of Directors of the repairs or improvements that need to be done in each of their respective areas. Together they shall plan workdays.

ARTICLE VI
PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order shall govern the club in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of the club.

ARTICLE VII
DISSOLUTION

Upon dissolution of the club, a Board of Trustees of three persons shall be elected by secret ballot by a majority of the paid members present at a meeting in which at least 10% of the paid membership of the club is present. This Board of Trustees shall put the club assets in trust for a three year period during which time the club may be reactivated by an organization of at least fifty sportsmen operating under the club by-laws at the time of dissolution. If reactivation is not accomplished in the three-year period, then the trustees may dispose of any assets. Gain from such disposal shall be only to non-profit organizations, whose aims and goals are in keeping with the purpose and objectives of the club. Organizations receiving gain shall be chosen by the trustees. In the period of trusteeship, expenses may be met by the trustees by rental or disposal of assets. Trustees shall serve in a non-paid status.

ARTICLE VIII
ACQUISITION and DISPOSITION of CLUB PROPERTY

SECTION 1: ACQUISITION

Acquisition of land, buildings, equipment or improvements requiring expenditure of more than two thousand dollars shall require an affirmative vote of at least two-thirds of the board members.

SECTION 2: DISPOSITION

Disposition of any club land shall require an affirmative vote of at least two-thirds of the members voting and a majority of the membership must vote to constitute a valid poll.

ARTICLE IX
AMENDMENT PROCEDURE

SECTION 1: NOTIFICATION and DEBATE

- a) Written notice shall be sent to all paid members at least 90 days in advance of the proposed amendments being presented for a vote.
- b) The notice shall contain the method of voting.
- c) The notice shall contain the current text, the proposed text and the reason for the change.
- d) The notice shall contain the date of the meeting at which the proposed text shall be finalized. This date shall be at least 30 days after the notice is sent and at least 30 days prior to the proposed amendments being presented for a vote. If the Amendment was initiated by petition, the language of the amendment shall be considered final upon presentation at any meeting of the Board of Directors. This type of amendment is still subject to the 90 day comment period and proper notice must be sent as specified in this section.
- e) The notice shall contain the date that the amendments will be presented for a vote or if voting by mail ballot, the date voting closes.
- f) Paid Members shall be allowed to comment on and discuss the proposed amendments at all board meetings held prior to the close of voting.
- g) If voting is not at a meeting, any opinion signed by three paid members shall be presented with the ballot to all paid members. The headline of the opinion shall state that it is the opinion of the signing members. The opinion shall be limited to one letter sized page and shall be sent as presented to the Recording Secretary, without modification. Opinions must be delivered to the Recording Secretary at least 10 days prior to the amendment(s) being presented for a vote.
- h) If the voting will occur at a meeting, all paid members present shall have the opportunity to express an opinion prior to the vote being taken.
- i) If the amendment was initiated by the Board of Directors, The board may vote to withdraw it from consideration at any time prior to the close of voting.

SECTION 2: INITIALIZATION

Amendments may be initiated by the Board of Directors or by a written petition signed by at least ten percent of the club membership.

SECTION 3: VOTING

- a) Voting on amendments shall take place at the annual meeting, at a special membership meeting or by mail ballots. The by-laws shall be amended only by an affirmative vote of not less than two-thirds of the paid members voting and a majority of the paid members must vote to constitute a valid poll.
- b) If voting is to occur at a meeting, the eligibility of each paid member will be confirmed prior to voting and measures will be taken to ensure that each eligible member receives only one ballot.
- c) Mail Ballots shall be returned to the official club mailing address. If the Ballots are returned with the membership renewal, the renewal/ballot envelopes may only be opened in the presence of at least two board members and the ballots shall remain the custody of the Treasurer, or in his absence, the Vice President or Recording Secretary until the close of voting.
- d) Mail Ballots shall be counted at the first regularly scheduled meeting of the Board of Directors after the close of voting.
- e) The President shall appoint three or more members to act as tellers to validate and count the ballots. Upon majority agreement among the tellers as to the final vote totals, they shall announce the totals to the Board of Directors.
- f) Tampering with ballots or interfering with the tellers shall result in automatic and permanent expulsion from the club.
- g) The Board of Directors may enact additional procedures to prevent vote fraud.

SECTION 4- Any amendments offered which fail to follow the procedures of this article shall be null and void.

SECTION 5- No amendment to these bylaws shall apply retroactively.