

**BY-LAWS OF THE BYRON SPORTSMEN AND CONSERVATION CLUB
(UPDATED May 2019)**

ARTICLE I. Registered Office

The registered office of this corporation now shall be at Byron, Minnesota, and in the future, at such other places as the Executive Committee may from time to time determine.

ARTICLE II. Purposes and Powers

The purposes for which this association is formed is to provide the opportunity to share with others Minnesota's fine heritage of hunting, fishing, archery, and the shooting sports; to promote the safe use of firearms by youth and adults through education; to encourage conservation and the wise use of the natural resources; and to promote the development of habitat critical for wildlife. The powers which it may exercise shall be as set forth in these By-laws and in the Articles of Incorporation of the association.

ARTICLE III. Membership

Section 1. Eligibility

Any person 18 years of age or older, and a citizen of the United States or person with legal residence in the United States, and of any gender or race may become a member of this organization upon payment of the usual dues. In becoming a member they certify that they are a citizen or legal residence of good repute of the United States of America; that they are not a member of any organization or group having as its purpose or one of its purposes the overthrow by force and violence of the Government of the United States or any of its political subdivisions; that they have never been convicted of a felony or crime of violence; and that they will fulfill the obligations of good sportsmanship and good citizenship.

Section 2. Membership Dues

The basic membership fee for each member in the Association shall be determined for each fiscal year by a majority vote of the membership. These dues are payable in advance before a person shall become eligible for membership. Membership includes all members of the family including the member, spouse, and minor children under the age of 18.

Section 3. Membership Categories

The two categories of membership are:

Annual Membership- The annual membership fee shall be established by membership vote and is effective for the period from January 1 to December 31 of each year (calendar year). The annual membership fee may be adjusted by the Executive Committee in the case of a hardship situation. Such consideration must be requested by the applicant.

Life Membership- Applicant receives membership for their lifetime and the lifetime of their spouse. Lifetime dues shall be established by membership vote and may be prorated and payable over 5 years at a rate of 20% per year.

The Executive Committee may award gratis annual or life memberships to individuals who have furnished exceptional service to the Club.

Section 4. Membership Certificate

A membership certificate or card shall be issued to each member. No membership or certificate of membership shall be transferable with the exception of a life membership. Upon death of a life member, the surviving spouse shall be given the option of maintaining the membership for their lifetime. No assignee or transferee thereof whether by operation of law or otherwise, shall be entitled to membership in this corporation or to any property rights or interests therein.

Section 5. Membership Contribution/Volunteer Service

The Club relies heavily on the volunteer work of its members and strongly encourages all members to contribute their skills, talents and labor to make this a viable and successful Club.

Section 6. Vote

There shall be no classes of membership. The voting power of all members shall be equal. Each member shall have one vote on each question or proposition submitted at any meeting of the members. Neither cumulative voting nor voting by proxy shall be permitted.

ARTICLE IV. Meetings

Section 1. Annual Meeting

The annual meeting of the club shall be held during the second quarter each year, on a date, time and place set by the Executive committee. The officers shall hold over until their successors have been elected.

Section 2. Regular Meetings

The regular business meeting of the club for the transaction of ordinary business shall be held at least quarterly, at such time and place as may be designated by the Executive Committee.

Section 3. Special Meeting

A special meeting of the club may be held at any time upon the call of the President, the Executive Committee, or upon demand in writing by not less than 20% of the members entitled to vote, stating the object of the proposed meeting, and signed. Notice of the time, place and object of any special meeting shall be given to all officers and members in good standing in writing by United States mail and/or electronic mail (e-mail). The place of such special meeting shall be designated by the Executive Committee.

Section 4. Order of Business.

The order of business at the annual meeting shall be as follows:

- (a) Call meeting to order
- (b) Disposition of minutes
- (c) Report of Office of President, Treasurer, Secretary and Committees, as needed
- (d) Old Business/New Business
- (e) Election of Executive Committee members if annual meeting
- (f) Discussion and vote on proposed By-law changes if annual meeting
- (g) Announcements
- (h) Adjournment

Section 6. Rules

When not conflicting with the Articles of Incorporation, these By- laws or specific Minnesota law as to nonprofit corporations, the rules of parliamentary procedure governing the association shall be Robert's Rules of Order. However, such rules may be suspended by a two-thirds (2/3) vote of those members present at the meeting. Ordinarily a simple majority of those present at a meeting of the members shall decide elections or any motion placed to a vote.

ARTICLE V. Executive Committee

Section 1. The officers of this club shall be the President, Vice-President, Secretary, Treasurer, Conservation Officer and eight other board members who, acting together, shall constitute the Executive Committee. All persons being considered for election to a position on the Executive Committee shall be members in good standing with the Club for at least one year. They shall be elected by a majority vote of the members in good standing present at the annual meeting of the club.

Section 2. The Executive Committee members shall serve the following terms:

President shall serve for two years beginning the day following the election at the Annual Meeting. The President will be replaced by the Vice President at the end of the President’s term or at an earlier time if it becomes necessary for the President to resign. Following completion of President’s term in office, President may at his or her discretion serve as an at-large board member for up to two years.

Vice President shall serve for two years beginning the day following his or her election, and shall then assume the responsibilities of the President at the end of his term. Election of Vice President shall occur at the Annual meeting.

Secretary shall serve for two years with election occurring in years ending in an even number.

Treasurer shall serve for two years with election occurring in years ending in an odd number.

Conservation Officer shall serve for two years with election occurring in years ending in an even number.

Board Members – Other board members shall serve in the following capacities:

Director of Communications and Membership shall serve for two years with election occurring in years ending in an odd number. Marketing / Communications captain reports to this position.

Director of Maintenance shall serve for two years with election occurring in years ending in an even number. Grounds captain reports to this position.

Director of Range Operations shall serve for two years with election occurring in years ending with odd numbers. Range captains (Archery, Rifle, Pistol, and Shotgun/Sporting Clays) report to this position.

Director of Site and Data Security shall serve for two years with election occurring in years ending in an even number. Gate operation / control captain, special hunts captain and special facility events captain report to this position.

Director of Fund Raising shall serve for two years with election occurring in years ending in an odd number.

Director of Technology and Web Services shall serve for two years with election occurring in years ending in an even number. Web captain reports to this position.

Director of Training and Youth Activities shall serve for two years with election occurring in years ending in an odd number.

At-large Director shall serve for two years with election occurring in years ending in an even number. At-large director is responsible for all off-site hunts organized or sponsored by the Club.

Section 3. The Executive Committee shall have general supervision and direction of all the activities of the club. It shall develop an annual budget that is subject to the approval of the general membership.

Section 4. Meetings of the Executive Committee shall be held regularly at such time and place as the Executive Committee may determine. Special meetings may be held at any time on the call of the President, or on demand in writing to the Secretary by three members of the Executive Committee. Executive Committee meetings are open to all club members in good standing.

Section 5. Six members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee.

Section 6. Resignation of any officer may be accepted by a majority vote of the remaining members of the Executive Committee.

Section 7. A vacancy in the Executive Committee may be filled by a majority vote of the remaining members of the Executive Committee. However, if more than one vacancy exists new officers shall be elected at a monthly meeting to fill the vacancies for the remainder of the terms.

Section 8. Compensation

Members of the Executive Committee shall receive no compensation for their services.

Section 9. Time, Place and Notice of Regular Membership/Executive Committee Meeting

The regular membership meeting shall take place on a schedule as determined by the Executive Committee. The Executive Committee shall meet regularly at such times and places as they determine.

Section 10. Depository

The Executive Committee shall have power to select one (1) or more banks to act as depositories of the funds of the association and determine the manner of receiving, depositing, and disbursing the funds of the association, the form of checks, and the person or persons by whom they shall be signed, with the power to change such bank, or banks, and the person, or persons, signing such checks in the form thereof.

Section 11. Signature Authority

For actions that have been approved by the Executive Committee and General Membership, and ongoing programs, the following officers may have Signature Authority to act on behalf of the Club: The President, Vice President, Secretary, Treasurer, and Conservation Officer. A combination of at least two named officers shall be required to exercise the Signature Authority.

ARTICLE VI. Duties of Officers

Section 1. President

The President shall preside at all meetings of the club and the Executive Committee. He/she shall be a member ex-officio of all regular and special committees and shall perform all duties as usually pertain to his office. In case of ties, the President shall cast the deciding vote. At the transition of Vice President to President, the new President's signature will be retained on the signature cards for all accounts and holdings of the club at their financial institutions. The out-going President's signature will be replaced at the completion of his/her term of President by the newly elected (incoming) President.

Section 2. Vice-President

The Vice-President shall perform the duties of the President in his absence or at his request. The Vice-President shall become acquainted with the operations of the Club and prepare to assume the duties of the President at the end of his/her term. All applications for membership in the club shall be made to the Vice President and he/she shall maintain a record of all memberships. He/she shall be responsible for the collection of all fees and dues and shall remit the same to the Treasurer, taking his/her proper receipt therefore. Upon being elected to this position will have his/her signature added to the club's financial institution's signature cards for all accounts and holding at said institution(s). His/her signature will be valid through the completion of his term of President, at which time it will be replaced by the incoming President's signature.

Section 3. Secretary

The Secretary shall notify the members of the Executive Committee of all meetings and shall notify all members of special and annual meetings, as required in Article IV. He/she shall keep a true record of all business and items acted on at meetings of the Executive Committee and of the club and have the custody of the books and papers of the club, except the Treasurer's books of account.

Section 4. Treasurer

The Treasurer shall have charge of all funds of the club and place the same in such bank or banks as may be approved by the Executive Committee. Such money shall only be withdrawn by check signed by the Treasurer and for the payment of such bills as shall have been approved by the Executive Committee. The Treasurer shall keep an accurate account of all his transactions and render a detailed report at any meeting of the Executive Committee when requested and an annual report to the organization at the end of the fiscal year. The Treasurer has authority to sign checks and perform regular banking transactions as required in the performance of his/her duties. Upon completion of the term of office his/her name will be replaced by his/her successor, on the club's financial institution's signature cards for all accounts and holdings of the club.

Section 5. Conservation Officer

The Conservation Officer shall promote and coordinate conservation activities of Club properties and membership activities; act as a liaison and represent the Club in local and state conservation activities and meetings; and provide an annual report on these activities.

Section 6. Other Officers (Board Members)

The Board Member shall represent the diverse interests of the membership and promote and assist in the development and implementation of Club activities, events and projects.

Section 7. Executive Committee Attendance

Members of the Executive Committee are expected to attend Club meetings, Executive Committee meetings and other special meetings. Executive Committee members shall be subject to termination of their office if they are absent from three consecutive meetings without mitigating circumstances.

Section 8. Access Keys

Keys for entrance to the locked Club buildings shall be available to members of the Executive Committee, the Building Committee, and other members who are in charge of Club activities and events as identified by the Executive Committee. The Director of Special Events and Security shall maintain a record of the holders of the keys utilizing a numbered key system.

ARTICLE VII. Suspension or Expulsion

Section 1. Any officer may be removed from office by a two-thirds (2/3) vote of the members in good standing present at any special meeting called for this purpose. No vote on suspension or removal may be taken unless at least a fifteen-day notice in writing shall have been given to the officer of the reasons for his removal and of the time and place of the special meeting at which such ballot on his removal is to be taken. At such special meeting the officer shall be given a full review.

Section 2. Any member of the Club whose behavior or actions endangers others or themselves or has substantially violated rules of the organization shall be subject to an immediate suspension of their membership. This suspension may be imposed by any

member of the Executive Committee or designee in charge of Club activities. The suspended member shall be subject to the expulsion rules of the Club as outlined in Article VII, Section 3.

Section 3. All members are expected to abide by the general rules set forth by the Club as well as any rules for particular activities/events. Any member may be suspended or expelled from the club for any cause deemed sufficient by the Executive Committee by a majority affirmative vote of the members of the Executive Committee present at any regular or special meeting. Members subject to suspension or expulsion must be provided a written notice of the charges and receive at least fifteen days notice of the time and place of the meeting of the Executive Committee at which such charges will be considered. At such meeting the member under charges will be accorded a full review.

Section 4. Any member suspended or expelled by the Executive Committee may appeal to the full membership of the club. Such appeal shall be made in writing to the Secretary who will notify the President. The President will call a special meeting of the club for the purpose of acting on the appeal. The Secretary shall give at least fifteen days notice in writing to all members of the club in good standing stating the date, time, place, and reason for such special meeting. At the meeting of the full club the Secretary will read the charges, the supporting affidavits, and will read or display the accompanying exhibits, and will read the minutes of the special meeting of the Executive Committee at which the charges were heard, and action taken. A full review will be given the accuser and the accused. A vote will be taken by ballot of the members in good standing present and a two-thirds (2/3) vote shall be required to reverse the action of the Executive Committee.

Section 5. Charges against any officer or member may be brought forth by any member in good standing. They shall be in writing clearly stating the facts relied upon and accompanied by all affidavits or exhibits which are to be used in their support. Such charges shall be filed with the Secretary, who will immediately notify the President. The President will call a meeting of the Executive Committee to hear the charges. The Secretary will give at least fifteen days' notice of the meeting to each member of the Executive Committee, the accuser and the accused. The notice shall be in writing and will include a true copy of the charges and all supporting affidavits and exhibits.

ARTICLE VIII. Fiscal Year

The fiscal year shall commence on the 1st day of January of the year and end on the 31st day of December of the same year.

ARTICLE IX. Books, Records, Audit

Section 1. Books and Records

Complete minutes of the proceedings of meetings of members, Executive Committee meetings and committees having any of the authority of the Executive Committee, shall be kept at the office of the Secretary of the corporation. Financial statements and complete books of accounting shall be kept at the office of the Treasurer. A member may inspect any and all books and records of the corporation for any proper purpose at

any time.

Section 2. Audit

An audit shall be made periodically by such auditor or committee as shall be designated by the Executive Committee.

ARTICLE IX. Amendments

Section 1. Amendments

By-laws may be adopted, amended, supplemented or repealed at the annual meeting or special meeting called for that purpose by the membership by a majority vote of those members in attendance.