

# **Saginaw Field and Stream Club**

## **Constitution and By-Laws**

As Amended May 18, 2017

<b>Article 1</b>	<b>Name</b>
<b>Article 2</b>	<b>Object</b>
<b>Article 3</b>	<b>Election of Directors and Officers</b>
<b>Article 4</b>	<b>Duties of Directors and Officers</b>
<b>Article 5</b>	<b>Meetings</b>
<b>Article 6</b>	<b>Membership</b>
<b>Article 7</b>	<b>Amendments</b>
<b>Article 8</b>	<b>Dues</b>
<b>Article 9</b>	<b>Property use and sale or disposal of property</b>
<b>Article 10</b>	<b>Expulsion from the club</b>
<b>Article 11</b>	<b>Members Liability</b>
<b>Article 12</b>	<b>Expulsion from the board</b>
<b>Article 13</b>	<b>Not Covered Situations</b>

### **Saginaw Field and Stream Club Mission Statement**

*Promote conservation and sportsmanship among sportspersons and the general public through example and instruction; conserve and responsibly harvest our wildlife and natural resources; guard our land and waters against pollution and invasive species; cooperate with federal, state and local authorities in the propagation and conservation of fish and game; promote safe participation in the shooting sports.*

**SAGINAW FIELD AND STREAM CLUB**  
(FOUNDED, SEPTEMBER 2, 1916)  
**CONSTITUTION AND BY-LAWS**

**ARTICLE 1 - NAME**

- A. The name of this organization shall be “Saginaw Field and Stream Club” herein referred to as “The Club.”

**ARTICLE 2 - OBJECT**

- A. The object of The Club shall be to:  
The object of the Club shall be to: Promote conservation and sportsmanship among sportspersons and the general public through example and instruction; conserve and responsibly harvest our wildlife and natural resources; guard our land and waters against pollution and invasive species; cooperate with federal, state and local authorities in the propagation and conservation of fish and game; promote safe participation in the shooting sports. Amended 11/10/16
- B. Saginaw Field and Stream Club does not discriminate on the basis of race, color, religion, sex, national origin, mental or physical handicap, age, creed, ancestry, sexual orientation, or an intention to make any such preference, limitation or discrimination. Amended 5/19/11

**ARTICLE 3 - ELECTION OF DIRECTORS AND OFFICERS**

- A. The Club board of directors shall consist of the past presidents and twenty-one (21) elected members herein referred to as “the board”. All members of the board must be club members in good standing.
- B. Past presidents who have successfully completed at least one (1) term of office shall become permanent life members of the club and of the board, at the expiration of their elected board term, subject to club rules covered elsewhere within the constitution and by-laws. One term shall be defined as; One (1) year, or eleven (11) months if elected board term has expired and a board successor has been elected.
- C. Elected directors shall be members in good standing for the preceding year and shall be at least twenty-one (21) years of age. An election of seven (7) directors for a term of three (3) years shall take place, by secret ballot, at the annual meeting.
- D. The election shall be conducted in the following manner; the presiding officer shall be the vice-president. The board shall appoint a nominating committee of at least three (3) board members, at least thirty days prior to the annual meeting. This committee shall choose a suitable number of nominees for the directorships to be filled. At the regular monthly meeting (January), preceding the annual meeting the presiding officer shall call for floor nominations. When the floor nominations have ceased, the presiding officer shall declare nominations closed. These nominations will be forwarded to the nominating committee to be verified and included on the official ballot. The nominating committee shall present the official ballot to the presiding officer at the annual meeting in sufficient quantity for distribution to the membership. The presiding officer shall appoint tellers who will distribute, collect and tally the votes. The vote shall be taken, as stated above, with only those candidates whose names are on the official ballot being eligible. Only card carrying members of the club, present and in good standing shall receive a ballot and be eligible to vote. The members shall vote for up to seven (7) candidates. The seven (7) candidates receiving the most votes shall be elected to new three (3) year terms on the board. In the event of a tie vote for seventh place, a run off election shall be held between the tied candidates. Amended 11/10/16

- E. The board, at the next regular board meeting following the annual meeting, shall hold an election of officers. The election shall be conducted in the same manner as the annual meeting election except only board members shall vote or hold office. The offices of president, vice president, recording secretary, treasurer and membership secretary shall be elected for a term of one year.
- F. The building manager shall be appointed by the board of directors and serves at the discretion and direction of the board. Duties of the building manager shall be identified by the executive committee and recommended to the board for approval. Amended 5/19/11

#### **ARTICLE 4 - DUTIES OF DIRECTORS AND OFFICERS**

- A. All board members shall be bonded with the bonding fee paid by The Club. All board members shall: Refrain from making any statement that could be construed as that of The Club without official or board clearance; refrain from use of club stationary in any manner other than official club business. The officers, and directors as necessary, shall report, at the annual meeting, the status of the club and the important points of the previous year.
- B. The board shall: Manage the business and properties of The Club; regulate the affairs of the club; have jurisdiction over all business, finances and club activities; provide rules and regulations by which The Club will be governed; appoint a committee to audit the books and report the results to the membership at the annual meeting.
- C. The President Shall: Preside at all the meetings of The Club and the board; appoint all committees and chairpersons as are necessary to effectively carry on the work of The Club; publish the board meeting agenda.
- D. The Vice President Shall: Preside in the absence of the president; serve as aide to the president; be responsible for the set-up of the meeting room with the American Flag, Conservation Pledge, sound/projection equipment; Annually assess the condition of The Club property and assets, determine the need for maintenance and repairs and report same to the board along with recommendations. As a minimum, this report should include all major equipment, buildings, roadways, ranges, lake and general appearance of the property. The Future Projects Committee should be a part of the assessment and the resulting recommendation's; Maintain an inventory of assets, taking said inventory annually and reporting same to the board.
- E. The Recording Secretary Shall: Record and type all meeting minutes of The Club and the board; publish the board minutes to the board members; read the membership meeting minutes at the membership meeting and give a copy to the president; write any letters as approved by the board; handle news media announcements and publicity as approved by the board; maintain the club files; keep the president aware of policies, activities or any other such data as may pertain to The Club; Notify Michigan United Conservation Clubs (MUCC), other affiliates and necessary agencies of changes in the officers and directors of The Club; Keep a supply of up-to-date club stationary and distributed to those authorized for it's use; maintain and distribute a list of board members names, addresses, telephone numbers and terms of office; keep the historical record of the directors board meeting attendance and bring to the attention of the board any member in violation of article 13.
- F. The Treasurer Shall: Have custody of all funds of The Club collect all income; pay all bills and indebtedness incurred by The Club and authorized by the board; report to the board, at each regular board meeting, a complete detail of receipts and disbursements for the past month; report to The Club, at the annual meeting, the financial items of note for the past year and the financial condition of the club.
- G. The Membership Secretary Shall: Maintain The Club membership records; receive and process all new/renewal membership applications; receive and record all dues moneys and remit same to the treasurer; notify MUCC and other affiliates of membership information; act as mailing agent for the membership cards, newsletters, notices, etc. to the members; maintain appropriate lists and arrange for email delivery of the newsletter and notices to those members wishing to have electronic newsletters.

- H. Some of the minor duties detailed above may be delegated to other board members as may be convenient at the time. Such delegation requires board approval.
- I. From time to time representatives of The Club are asked to attend events which the board has deemed beneficial to The Club and for which said representatives are reimbursed for a portion of the expenses. It is the responsibility of the board to assure that these representatives attend the full event, portray themselves in a manner beneficial to The Club and support The Club positions.
- J. Checks drawn on The Club account shall require two (2) of the officers signatures.
- K. In the case of death, resignation or expulsion *or an unfilled vacancy* of a director or officer, the board may elect a qualified club member to fill the unexpired term of the office vacated.
- L. Interpretation of the by-laws and rules of The Club shall rest with the board. Robert's Rules of Order, as revised, shall be used wherever applicable. Amended 11/10/16

## **ARTICLE 5 - MEETINGS**

- A. The annual meeting of The Club shall be held each year on the third Thursday of February at such time and place as fixed by the board. Special meetings of The Club may be called at any time by the board.
- B. Board meetings shall be called at such time and place as fixed by the board. A quorum of the board shall consist of twelve members.

## **ARTICLE 6 - MEMBERSHIP**

- A. Membership in Saginaw Field and Stream Club requires the applicant to be (17) seventeen years old at the time of application, the following shall apply.
- B. Membership shall be a "General Membership" with all rights and privileges of the club.
- C. An "Associate" Membership will be offered to immediate family members of a General Member residing at the same address. An Associate Member receives no benefit other than use of the grounds and one half (1/2) vote. Amended 10-18-01
- D. Application for membership in The Club may be made to designated members of the Board at which time, with payment of the appropriate fees, a membership card shall be issued. Final approval is subject to a three quarters vote of the board.
- E. New members shall be published in the next newsletter following acceptance of the appropriate fees and shall be considered probationary members for the first year. Probationary members may be expelled for any reason by a three quarters vote of the Board present and voting. Special memberships may be granted by a majority vote of the board.
- F. Each member and associate member shall be allowed to purchase only one (1) gate access card. This card may also be used to access various indoor facilities with approval of the board and payment of the appropriate fees. If an access card is lost or damaged, the member must pay a replacement fee. If an access card fails to work and exhibits no apparent damage or detrimental wear, the card will be replaced at no charge. Any card holder who lends his access card to anyone faces a penalty up to and including expulsion as determined by the Board. The Membership Secretary shall be the administrator of gate access cards. Amended 11/10/16

## **ARTICLE 7 - AMENDMENTS**

- A. These by-laws may be amended at any meeting of The Club by a two-thirds (2/3's) vote of the members present, provided the proposed amendment has been submitted in writing by three (3) members in good standing *or a recommendation from the board of directors and* notice of such proposed amendment has been given to the membership at the prior membership meeting. 5/16/13

## **ARTICLE 8 - DUES**

- A. The Club annual dues for a General member shall be sixty-five (65) dollars plus MUCC dues (currently \$5), and shall cover the period of January first (1) through December thirty-first (31). If membership is applied for after September 30, the dues shall cover the period of October 1 of the current year through December 31 of the following year. In addition, there shall be an initiation fee equal to thirty-five (35) dollars for all new General membership applications. This initiation fee is suspended for membership applications received during the period July 1 through September 30. Amended 05/18/17
- B. All regular members are required to be members of MUCC. Amended 11/10/16
- C. The Club annual dues for an associate member shall be thirty-five (35) dollars and shall cover the period of January first (1) through December thirty-first (31). If associate membership is applied for after September 30, the dues shall cover the period October 1 of the current year through December 31 of the following year. Amended 05/18/17
- D. Payments shall be accepted in full year increments only.
- E. By a three quarters vote, the board may waive fees for special reasons. Amended 11/10/16
- F. Any member not renewing their membership by December 31 shall be dropped from the membership rolls and be required to apply for membership as a new member. Amended 11/10/16
- G. Any former member serving in the Armed forces of the United States of America will be accepted as a renewal provided they do so within one (1) year of discharge.
- H. At the annual meeting, each year, in February, the membership secretary shall report to the membership the names of all who have been continuous members of The Club for the previous forty-five (45) years. Said members would then be declared as "LIFE MEMBERS" and issued membership cards so stating and they shall not be required to pay further dues, but retain all of the rights and benefits of dues paying members. Those who have purchased LIFE MEMBERSHIPS several years ago, when that window was open, shall be recognized upon achieving forty-five (45) years, but their status shall not change. Amended 5-18-00
- I. The Board of Directors shall review the operations costs, which are supported by the dues, every year to determine if there are sufficient funds being generated by the dues to maintain the operation. The results and recommendations of that review shall be reported to the membership at the annual meeting.

## **ARTICLE 9 - PROPERTY USE AND SALE OR DISPOSAL OF PROPERTY**

- A. Members in good standing shall be eligible to use the property, subject to the rules and regulations as established by the board.
- B. All members shall be obligated to the protection of the property and the enforcement of the rules and regulations.
- C. Club members shall not use club property for personal financial gain except by special permission of the board.

D. All funds and assets of The Club shall be used only for purposes that are consistent with the purposes of The Club and for the actual administrative expenses in conducting the affairs of The Club under the direction and with the approval of the board of directors. The board of directors may purchase land, building and equipment and operate and maintain same as required to further the purpose of The Club. The use of revenue for lawful purpose: Revenues and assets of The Club shall not be used for the benefit of any individual, member or shareholder of the qualified organization except to further the lawful purpose of The Club.

Amended 10-18-07

E. The real property of The Club shall not be sold, mortgaged or titled to any person or persons other than The Club without a consenting vote of two-thirds (2/3's) of The Club members present and voting at any club meeting provided sixty (60) days written notice has been given to the entire membership.

F. Upon dissolution of The Club and after paying for payment of all liabilities of The Club, all remaining assets of The Club shall be transferred to Michigan United Conservation Clubs (MUCC). Amended 10-18-07

#### **ARTICLE 10 - EXPULSION FROM THE CLUB**

A. Whenever the conduct of a member shall injure or be deemed likely to injure the welfare, interest or character of The Club said member may be expelled from The Club by the board after a thorough investigation of the charges preferred.

B. Said member shall be sent a letter of notification of expulsion by registered return mail within seven (7) days of the board decision.

C. An expelled member has the right of appeal; said appeal must be filed with the board by registered return mail within seven (7) days of the receipt of the expulsion notice.

D. The president shall appoint an appeals committee within seven (7) days of the receipt of the appeal.

E. The appeals committee shall consist of two (2) board members and one member at large. The appeals committee decision shall be binding on all parties. The appeals committee shall meet with the expelled member and review the case within seven (7) days of their appointment. It is the responsibility of the appeals committee to conduct any other investigation required for them to reach a fair and just decision. The appeals committee shall present their decision to the president within fourteen (14) days of the original meeting with the expelled member. The appeals committee shall notify the expelled member of their decision by registered return mail within seven (7) days of their presentation of said decision to the president.

#### **ARTICLE 11 - MEMBERS LIABILITY**

A. To the extent permitted by law, a volunteer director shall not be personally liable to the Corporation or its members for monetary damages for breach of director's fiduciary duty. The corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director occurring after January 1, 1988. Amended 4-20-89

#### **ARTICLE 12 - EXPULSION FROM THE BOARD**

A. Members elected to the board have an obligation to represent the membership that elected them. As a minimum, that obligation would include attendance at the regular board and membership meetings.

B. Any elected board member with three (3) unexcused absences or six (6) absences of any type in a twelve (12) month period, from the regular board and membership meetings, may be removed from the board by a majority vote of the board members present at any regular board meeting.

C. Absences may be excused only by the president.

#### **ARTICLE 13 - NOT COVERED SITUATIONS**

A. In the event of a situation that arises and is not covered in these by-laws, the board of directors shall have discretion in dealing with that situation. 5/16/13