

By-Laws

By-Laws of the Frankenmuth Conservation Club Amended and Updated February 2020

Article I

Name: The name of this organization shall be the “Frankenmuth Conservation Club”.

Article II

Objective:

The purpose of the Club is the promotion of social welfare of the people of the Saginaw, Bay, Genesee and Tuscola County areas in matters of conservation importance.

Article III

Membership

A. Eligibility:

Anyone, who is a resident of Saginaw, Bay, Genesee, or Tuscola Counties, eighteen (18) years of age and an American citizen is eligible for membership. Applications for membership shall be in writing, fax or electronic form and submitted on the approved application form, signed by two (2) Directors, filed with the Secretary, and shall be acted upon at the next meeting of the Board of Directors. All proposed members are to be approved by a majority vote of the Board of Directors.

B. Voting Member:

A voting member shall be a member in good standing. All new members shall be in good standing for thirty (30) days before they are entitled to vote or hold office.

Each member shall be entitled to one vote on each matter submitted to a vote. A vote may be cast orally or in writing. Only members who are present and in good standing (meaning they have paid their dues currently and satisfied all conditions of Article III (A)) may vote. When an action other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of votes cast by the members entitled to vote, unless a greater vote is required by statute.

C. Expulsion:

Whenever the conduct or character of any member shall injure, or be likely to injure the welfare, interest, or character of the Club, he or she may be expelled there from by a quorum of twelve (12) Directors, after a thorough investigation of the charges preferred.

Membership may be terminated by the Board of Directors on the occurrence of any of the following events:

- (a) Failure to pay dues by the first Monday of February of the membership year.
- (b) Failure to satisfy the requirements of Article III A.
- (c) Conduct which, after a thorough investigation of the Board of Directors of any charges, in the view of the Board of Directors has injured, or is likely to injure

the welfare, interest or character of the club. Termination under this provision shall require a two-thirds vote of the entire Board of Directors.

D. Membership Dues:

The annual membership dues of this Club shall be left to the discretion of the Board of Directors as to meet this Club's financial needs.

E. Membership Year:

Memberships of this Club shall end on December 31st of each year and must be renewed by December 31st. After that date, all delinquents must reapply for new membership.

F. Initiation Fee:

The initiation fee for all new members shall be left up to the discretion of the Board of Directors. The initiation fee shall be the same for all new members.

G. Senior Members:

The Board of Directors shall grant Senior-Memberships to members of the Club who have reached the age of sixty-five (65) years or older and have been members in good standing for the previous ten (10) years.

H. Membership Limit:

The Board of Directors, at their discretion, may close the total membership of this Club when it is determined that the physical limitations have been reached.

I. Proxies:

A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three (3) years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

J. Quorum:

Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represented 51 percent of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. A Quorum must exist in order for any business to be conducted at a meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

K. Committees:

The Board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees. All committees designated by the Board shall serve at the pleasure of the Board. Committees shall have no authority to bind the club, the Board or the membership. Committees shall make recommendations to the Board and have no authority to make final decisions or authorize any action or sign any documents.

Article IV

Elections of Officers and Directors:

There shall be eighteen (18) directors elected by secret ballot. Candidates for office shall be nominated by a nominating committee appointed by the Board of Directors. Candidates must be members in good standing with the organization. Nominees may also be nominated from the floor.

Only members present who are in good standing shall vote. The Board of Directors shall appoint the President, Vice President, Secretary and Treasurer (officers). The President and Vice President must be current members of the Board. The Secretary and Treasurer may be appointed by the Board of Directors and need not be current member of the Board; however they must be members of the club.

Director's terms shall be staggered with six (6) directors elected by secret ballot at each annual meeting to hold a three (3) year term. All officers shall hold offices for a one (1) year term or until their successors have qualified and have been elected.

Article V

I. Duties of Officers and Directors:

A. President:

The President shall preside at all meetings of this Club and of the Board of Directors meetings; he shall also sign all orders on the treasury. He shall also appoint chairmen of special committees.

The President shall be the chief executive officer of the corporation and shall have authority over the general control and management and affairs of the corporation. The President shall have the power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The President shall sign all corporate documents and agreements on behalf of the corporation, unless the President or Board instructs that the signing be done with or by some other officer, agent or employee. The President shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the President's right and the right of the Board to delegate any specific power to any other officer of the corporation. The President shall only vote to cast the tie breaking vote, when necessary, on matters voted on by the Board.

B. Vice President:

The Vice President shall preside in the absence of the President and shall serve as an aide to the President.

The Vice President shall have the power to perform duties that may be assigned by the President or the Board. If the President is absent or unable to perform his or her duties, the Vice President shall perform the President's duties until the Board directs otherwise. The Vice President shall perform all other duties incident to the office.

C. Secretary:

It shall be the duty of the Secretary of this Club to keep a complete and accurate record of all the proceedings of this Club, and to perform other duties that pertain to such office.

The Secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each member or director as required by law, the articles of incorporation, or these by-laws; (c) be the custodian of corporation records; (d) keep a register of the names and addresses of each member, officer and director; and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

D. Treasurer

The Treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all monies and securities received by the corporation at such depositories in the corporation's name that may be designated by the Board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the President and the Board. The Treasurer shall be bonded and the Club shall pay for such bond.

E. Board of Directors:

The business, property and affairs of this Club shall be managed by a Board of Directors, which shall have jurisdiction over all activities of this Club and to provide rules and regulations governing the same. They shall appoint a committee to review all books and reports prior to the annual meeting. Further, they shall appoint such committees as are necessary to carry on the work of this Club.

F. Vacancies:

The Board of Directors shall have the power to fill all vacancies in their own body pending the next annual meeting of this Club.

A vacancy on the Board may be filled with a member selected by the remaining Directors of the Board, though less than a quorum of the Board of Directors, unless filled by proper action of the members. Each person so selected shall complete the term of office for the person they have replaced.

II. Interpretations:

Any interpretation of these By-Laws and any of the Rules and Regulations created by the Board shall be made by a majority of the Board of Directors.

III. Quorum:

A Quorum of the Board of Directors shall consist of a majority of Directors.

IV. Board Meetings:

Board meetings will be determined by the Board to occur monthly. If a majority of Board members is not present, no official business shall take place and no voting may occur.

Article VI

Director/Officer Liability:

To the extent permitted by law, a volunteer Director/Officer of the Corporation (Club) shall not be personally liable to the Corporation (Club) or its members for monetary damages for breach of Director's/Officer's fiduciary duty.

The Corporation (Club) assumes all liability to any person other than the Corporation (Club) or its members for all acts or omissions of a volunteer Director/Officer incurred in the good faith performance or their duties as a Director /Officer occurring on or after January 31, 1990.

Article VII

Meetings:

The annual meeting of this Club shall be held on the first Monday of February of each year, at such hour and place as may be fixed by the Board of Directors. Notice of such meetings shall be mailed, faxed or mailed electronically by the Secretary, at least five days in advance of such meetings. The fiscal year will end on December 31st of each year.

Special Meetings:

Special meetings of this Club may be called at any time by the Board of Directors.

A Special meeting of the members may be called by a majority of the Board of Directors or by the President. Such meetings shall also be called by the President or Secretary by the written request, fax or electronically mailed request of not less than 10 percent of the members.

Notice of Meetings:

Notice of all regular meetings shall be sent one time a year, at least five (5) days in advance of the first meeting of the year. Except as otherwise provided by statute, written notice of the time place, and purposes of any special membership meeting shall be given no less than five (5) days nor more than sixty (60) days before the date of the meeting. Notice shall be given either personally, by mail, facsimile, or email to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the Corporation. Alternatively, notice may be published in the Corporation's newsletter, provided that the newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than five (5) days nor more than sixty (60) days before the date of the meeting.

Article VIII

General Provisions:

The Frankenmuth Conservation Club is not organized for nor shall it be operated for profit.

No part of the income or principal of the Club shall inure to the benefit of, or be distributed to any member, director, or officer of the Club or any other private individual, but reimbursement for expenses or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

The Club shall not be involved in the direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office.

Article IX

Dissolution Procedures:

In the event of termination or dissolution of the Frankenmuth Conservation Club, any assets and real, and personal property will revert to the local government.

Article X

Amendments:

The members at any regular or special meeting may amend or repeal these by-laws, or adopt new by-laws by vote of 2/3 majority of the members present, if a quorum exists, and if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for Special meetings.