

# **BYLAWS OF THE JOHNSTON COUNTY** **WILDLIFE ASSOCIATION**

## **ARTICLE I** **MEMBERSHIP**

### **SECTION A - Classes of Membership**

Membership in this club shall be one of four classes:

1. Active Membership
2. Life Membership
3. Joint Membership
4. Senior Membership

### **SECTION B - Qualifications for Membership**

Qualifications for membership shall be as follows:

1. Active Membership shall be open to any person at least 18 years of age who:
  - a. Is of good character and reputation;
  - b. Agrees to abide by the constitution and by-laws of the club;
2. Life Membership shall be open to any Active Member who:
  - a. Has provided outstanding service to the club over a period of 15 or more years of continued membership;
  - b. Has been dedicated to the purposes of the club;
  - c. Is approved by a two-thirds (2/3) vote of the Board.
3. Joint Membership is defined as follows:
  - a. Members of the immediate household of an active, life, or senior member. Immediate household is defined as the member's spouse and children under the age of 18;
4. Senior membership shall be conferred on any member who has reached the age of 70 and has maintained, at least, 5 years of continuous membership in the club.

### **SECTION C - Application for Membership**

Application for membership shall be made to the President and processed in the following manner:

1. The candidate shall submit an application in writing on a form provided by this club containing an agreement to abide by the constitution and by-laws.
2. The application must be approved by a majority of the membership present at a

regular meeting of the membership.

3. The candidate shall attend a monthly meeting for the purpose of introduction and make payment of a pro-rated amount sufficient to cover the current year's dues.

#### **SECTION D - Suspension, Termination and Reinstatement of Membership**

Suspension, termination and reinstatement of membership shall be accomplished in the following manner:

1. Any member whose dues are not paid in full within one (1) month after they become due and payable will be charged a late fee.
2. Any member whose dues are not paid in full within two (2) months after they become due and payable will be removed automatically from membership.
3. Any member who fails to attend at least one membership meeting every four months may be removed from the membership by a vote of two-thirds (2/3) of the Board.
4. Any member may be censured, suspended or expelled, if in the opinion of the Board, it is in the best interest of the club. The Board shall call a special meeting for this purpose.
  - a. Any member brought before such a special meeting shall be given a minimum of ten (10) days notice of the meeting as well as a statement of the allegations against him/her and my attend with representative(s) to argue the allegations.
  - b. A vote of two- thirds (2/3) of the Board is required to censure, suspend or expel a member from the club.
  - c. There shall be no requirement for a refund of dues to a member who has been censured, suspended or expelled.
5. To reinstate any member who has been expelled, a vote of two- thirds (2/3) of the Board shall be required after the expelled member has submitted a new application for membership.

#### **SECTION E - Meetings of Membership**

Meetings for the membership shall be as follows:

1. An annual meeting of the membership shall be held on the second Thursday in November for the purpose of electing directors and officers and reviewing the events of the club to date. For the calendar year 2020 only, the annual meeting shall be held on the second Thursday of December.
2. Regular meetings of the membership of the club shall be held on the second Thursday of each month. The President may determine, for the benefit of the Association, to not hold a membership meeting in a particular month or months and shall notify the membership of such.
3. Special meetings of the membership may be called at any time by the president or a member of the Board.

**ARTICLE II**  
**DUES AND INITIATION FEE**

**SECTION A - Dues**

The membership dues shall be annual and due by the second Thursday in March. The Board shall determine the annual rate for each class of membership and any late fee.

**SECTION B - Miscellaneous Fees**

Miscellaneous fees (i.e. meal fees, raffle fees, etc.) shall be determined by the membership and approved by the Board.

**ARTICLE III**  
**MEMBERSHIP CARD AND GATE KEY**

**SECTION A - Membership Card and Gate Key**

Each member shall receive a membership card, a gate key and an exterior bathroom access door key upon payment of dues for the current year, in such form as the Board may prescribe. Membership cards and gate keys may only be received at a membership meeting.

**ARTICLE IV - BOARD OFFICERS AND DIRECTORS**

**SECTION A - Board Members**

The Board, consisting of four (4) officers and four (4) directors, shall govern the club. The Board shall consist of the following:

1. President, elected by the membership for a one-year term.
2. Vice President, elected by the membership for a one-year term.
3. Secretary, elected by the membership for a one-year term.
4. Treasurer, elected by the membership for a one-year term.
5. Two (2) directors, elected by the general membership. Each year, two directors shall be elected for a three-year term.
6. Two (2) directors appointed by the president to one-year terms with the approval of the Board.

Nominees for officers and open positions for directors shall be elected at the November Membership Meeting, having been nominated at the October membership meeting. The term of service of the newly elected officers and directors shall begin January 1.

**SECTION B- Voting Powers of Board Members**

All members of the Board shall have full voting powers, except the president who casts votes solely to break ties as per Robert' s Rules of Order.

**SECTION C - Residency of Board Members**

Officers of the Board shall be residents of Johnston County. A maximum of one (1) director, either elected or appointed by the president, from outside of Johnston County may serve on the Board. Each candidate for an officer position shall have been a member of the governing body for a minimum of one (1) year prior to nomination.

**SECTION D - President as Chairperson of Meetings**

The president shall be chairperson of the Board and shall preside over the Board and membership meetings.

**SECTION E - Absence from Board Meetings**

Any member of the Board who is absent for more than two (2) consecutive Board meetings without prior approval of the president or is absent from 25 percent of the Board meetings during any 12 month period, with or without notification, may be removed from the Board by a two-thirds (2/3) vote of the other Board members.

**SECTION F - Vacancy of Board Position**

A vacancy on the Board shall be filled by appointment by the president, with the approval of the Board, and the person so appointed shall serve until the following December 31<sup>st</sup> or until his/her successor is elected.

**SECTION G - Exercise of Powers**

In addition to the powers expressly conferred upon them, the Board may exercise such powers and do such lawful acts and things that are not prohibited by state or by-laws.

**SECTION H - Indemnity of Board from Legal Actions**

The club agrees to indemnify the members of the Board from all legal actions or claims arising from any action of the Board.

**SECTION I - Meetings of the Board**

Meetings of the Board shall be held as follows:

1. Regular meetings of the Board shall be held. The president shall determine the day and time of the meeting.
2. Special meetings of the Board may be called by the president or a member of the Board, upon formal written request.

**ARTICLE V CLUB OFFICERS**

**SECTION A - Officers**

The president, vice president, treasurer and secretary shall be elected at the Annual Membership Meeting in November of each year and shall hold office for a term of one (1) year from the time of installation on the second Thursday of January or until their successors are elected. These officers shall be bondable.

The duties pertaining to these officers shall be as follows:

I. The President:

- a. Shall be the chief officer of this club.
- b. Shall preside at its meetings and those of the Board.
- c. Shall be the official spokesman of the club in matters of public policy.
- d. Shall ensure that the club functions smoothly under its constitution and by-laws.
- e. Shall appoint qualified people to all committees and, along with the vice president, who shall be given specific committee assignments, ensure that each committee is organized properly with members fully informed of their purpose and functions.
- f. Shall maintain a working relationship with the members of the Board so that the whole is a working unit, with each responsibility being handled with the utmost efficiency without duplication of effort.
- g. Shall give urgent issues to appropriate committees for study and action, or create a new committee if necessary.
- h. Shall strive to instill confidence in the membership for the good of the club.
- i. Will, commensurate with time and budget limitations, attend regional and state meetings of affiliates and present a current report of information discussed.
- j. Will represent the club at public appearances as required.
- k. Shall seek to develop leaders in the membership by delegating authority for the various club projects.
- l. Shall insist that proper records of all activities be kept and handed down to the next administration so that an accurate history will be maintained and become a basis for further improvement.
- m. Shall leave the office in good order with assurance of a strong continuing program.
- n. Shall perform other duties so prescribed by the Board.
- o. Shall appoint all committees, be an ex-officio member of all committees and perform all other duties usual to such office.

2. The Vice President:

- a. Shall, in the absence of the president, or if directed by the president or the Board, perform all of the duties of

the president.

- b. Will, commensurate with time and budget limitations, attend local and state meetings and present a current report of information discussed.
- c. Will represent the club at public appearances as required.
- d. Shall assist the president to ensure that the purposes of the club receive the attention they deserve according to the priorities established by the Board.

3. The Treasurer:

- a. Shall maintain a bank account in the name of the organization and shall be responsible to the club for an accounting of all the monies collected and disbursed by the club.
- b. Shall render a written quarterly report to the members. An annual report will be given to the membership as soon as possible after the close of the previous fiscal year.
- c. Shall serve as chairperson of the Finance Committee.

4. The Secretary:

- a. Shall keep a record of all of the official proceedings of this club and its Board including the reports of special committees.
- b. Shall be responsible for placing the monthly meeting notification and the monthly newsletter (if applicable) on the website.
- c. Shall report the minutes of the last meeting to the membership at each club meeting and to the Board as required.

### **SECTION B - Compensated Staff**

The following are examples of staff that may be employed by the president (with the approval of the Board) at such rate of compensation as is deemed fair and proper:

1. A general counsel, who shall be an attorney-at-law, licensed to practice within the territorial jurisdiction of this club and who shall advise the officers, directors and committees of this club in legal matters.
2. A qualified accountant, licensed to practice with the territorial jurisdiction of this club and who shall advise the officers, directors and committees of this club in accounting matters.

### **SECTION C - Board of Directors and Executive Committee**

The Board of Directors shall be composed of the officers of the club, immediate Past President and the Directors at large. The Board shall have authority to carry on ordinary business of the club, but at all times shall be responsible for its acts to the club.

The Executive Committee, composed of the officers of the club and the immediate Past President, shall have the authority to act on emergencies between meetings of the Board of Directors.

## ARTICLE VI COMMITTEES

### SECTION A - Committees

There shall be the following committees:

1. Nominating Committee: It shall be composed of three (3) members of this club and appointed by the president. This committee shall be appointed no later than the July meeting of the Board. The president and past president shall be two of the three members.
2. Finance Committee: It shall be composed of three (3) members with the treasurer being the chairperson. This committee, in cooperation with the Board, shall:
  - a. Be charged with raising adequate funds to insure the proper functioning of the club's activities.
  - b. Be responsible for preparing a budget for each fiscal year.
  - c. Present the recommended budget to the Board at their January meeting.
3. By-Laws Committee: It shall be composed of three (3) members with a member of the Board being the chairperson. Any changes to the by-laws shall be referred to this committee who shall present their recommendation to the Board for action.
4. Program Committee: It shall be composed of two (2) members and shall have the responsibility of securing programs that will be of benefit and interest to all members.
5. Maintenance and Grounds Committee: It shall be composed of four (4) members, with a Board member being one of the members. They shall have the responsibility to:
  - a. Maintain the club's real property, including improvements.
  - b. Recommend to the Board actions necessary to improve and maintain this property.
  - c. Recruit other members and schedule club work days when necessary.
6. Special Projects Committee: It shall be composed of four (4) members and shall be responsible for:
  - a. Planning the logistics for all special activities brought forth by the membership.
  - b. Creating required advertising for special projects or contests.
  - c. Establishing the game rules and safety rules for all planned activities.
  - d. Coordinating with the Finance Committee, Program Committee and Maintenance and Grounds Committee when required to

conduct the special projects.

7. Meals Committee: It shall be composed of three (3) members and shall be responsible for:
  - a. Planning and scheduling meals for regular member meetings.
  - b. Planning and scheduling meals for all club holidays or special occasions.
  - c. Providing all necessary table decorations.
  - d. Schedule donors for all door prizes and conduct drawings at regular meetings.
8. Other Committees: There shall be such other committees as may be deemed necessary for the successful operation of the club. The president shall appoint all committees and committee chairpersons.

### **SECTION B - Committee Personnel**

1. Where the president does not appoint complete committee personnel, each committee chairperson shall appoint members to the committee at his/her discretion.
2. Committee chairpersons shall personally report, as needed, to the Board on the activities of their committees.
3. Each committee shall meet as needed.

## **ARTICLE VII NOTICES**

### **SECTION A - Member Mailing Address**

Members shall furnish their official address, including any change of address, to the secretary or such person as the Board may designate. The mailing of any notice to this address shall be deemed service of such notice upon them as of the date of mailing.

### **SECTION B - Notice of Membership Meeting**

Notice of the regular membership meeting shall state the date, hour and place and shall be mailed or emailed, at least, five (5) days in advance.

### **SECTION C - Notice of Board Meeting**

Notice for a meeting of the Board shall state the date, hour and place and shall be mailed or emailed, at least, five (5) days in advance.

## **ARTICLE VIII RULES OF PROCEDURES**

### **SECTION A - Rules Governing Meetings**

Robert's Rules of Order shall govern the procedure of regular membership meetings

as well as meetings of the Board. The president shall appoint a parliamentarian to govern the order of meetings.

## **ARTICLE IX FISCAL YEAR**

### **SECTION A - Fiscal Year**

The fiscal year of the club shall be January 1<sup>st</sup> to December 31<sup>st</sup>

## **ARTICLE X ELECTIONS**

### **SECTION A - Nominating Committee**

This Section shall be effective for the 2021 calendar year and following years. The Nominating Committee shall:

1. Solicit and consider the recommendations of the membership as to candidates for each office and directorship to be filled.
2. Present their recommendations for candidates for officers and directors to the Board at their September meeting for their approval having previously obtained consent from all nominees to become candidates.
3. Present their final report to the membership at the General Meeting in October.

### **SECTION B - Nominations from the Floor**

Additional nominations shall be called for from the floor at the General Meeting in October. A motion to close the nominations shall then be made, seconded and voted upon.

### **SECTION C - Secret Ballot or Acclamation**

A vote shall be taken by secret ballot or acclamation at the November Annual Meeting and the candidates receiving the most votes for one office shall be considered elected.

## **ARTICLE XI**

### **QUORUMS AND VOTING**

#### **SECTION A - Quorum**

A quorum at any meeting shall be determined as follows:

1. The presence of not less than fifteen (15) members entitled to vote shall constitute a quorum at all meetings of members for the election of officers, directors or for the transaction of other business except as

otherwise provided. If a quorum of members is not present, those present shall adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present. Any action by a majority of members where a quorum is present shall be the action of the membership of this club.

2. A Quorum of the Board shall consist of not less than five members of the Board, not including the president.

### **SECTION B - Voting Privileges**

The voting privileges shall be limited as follows:

1. At meetings of the membership, only members 18 years of age or older who are in good standing shall have the right to vote.
2. At meetings of the Board, only members of the Board shall have the right to vote, except the president who casts votes solely to break ties.

### **SECTION C - Majority Vote**

A majority vote on any measure will be determined as follows:

1. A majority vote of the members present at any meeting of the membership shall carry and measure provided the number of members in attendance at the meeting constitute a quorum as defined in Article XI, Section A.
2. A two-thirds (2/3) vote of the Board present at any meeting of the Board shall carry any measure provided the number of directors and officers in attendance at the meeting constitutes a quorum as defined in Article XI, Section A.

### **SECTION D - Proposed Measure from the Floor**

Any member may propose a measure at the general meeting. The president shall decide whether the proposed measure will be voted on at that time or at a subsequent meeting.

## **ARTICLE XII FINANCE**

### **SECTION A - Deposits and Disbursement of Funds**

Dues and other monies collected by this club shall be placed in a depository selected by the Board. All payments from the funds of this club shall be made by any one (1) of four (4) signatures: president, vice president, treasurer or secretary. The president shall randomly choose a member of the Board (except the treasurer) on a bi-monthly basis to review all debits and credits to the depository for appropriate documentation and signatures.

## **SECTION B - Adopt Fiscal Budget**

The Board shall adopt a budget for each fiscal year and this club shall function within the totals of such budget. The Board must authorize any expenditure in excess of such budget.

## **SECTION C - Authorization for President to Spend Miscellaneous Money**

The president shall be authorized to spend funds for items deemed necessary for the successful and proper operation of the club's business. The amount of funds that may be expended under this section shall be determined by the board. The president shall provide receipts to the treasurer within 30 days and shall provide notice of the expenditure to the board at the next board meeting and to the membership at the next membership meeting.

## **SECTION D - Board Authorization to Spend Money**

Board members shall be authorized to spend up to \$25.00 per month for items deemed necessary for the successful and proper operation of the club's business.

# **ARTICLE XIII AMENDMENTS**

## **SECTION A - Adopt or Amend By-Laws**

The by-laws may be adopted or amended by a vote of two-thirds (2/3) of the Board at any meeting provided that a quorum is present. A copy of the proposed amendments shall be provided to each member of the club not less than two weeks (14 days) prior to the meeting at which action is to be taken.

## **SECTION B - Amendment Approval by Membership**

These by-laws may also be amended by a vote of two-thirds (2/3) of the membership at any properly called meeting provided that a quorum is present. A notice of such meeting shall be provided to each member of the club not less than two weeks (14) days prior to the meeting at which action is to be taken and stating that the purpose of the meeting will be to amend the by-laws.

# **ARTICLE XIV DISSOLUTION**

## **SECTION A - Disposal of Liabilities**

In the event of the dissolution of the club, the Board shall pay or make provision for the payment of all the liabilities of the club.

## **SECTION B - Disposal of Assets**

After the payment or provision to pay the club's liabilities has been satisfied, the Board shall, dispose of all the assets of the club exclusively for the purposes of the club in such

manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall, at the time qualify, as an exempt organization or organizations under Section 501 (c) (3) or 501 (c) (4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be adjudicated by a court of competent jurisdiction of the county in which the principal office of the club is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.