

CONSTITUTION

of the

RICHMOND SPORTSMAN'S CLUB

ARTICLE I:

NAME:

The name of the Organization shall be the “**RICHMOND SPORTSMAN'S CLUB**”, here-in referred to as the “Organization”. Its governing body consisting of The Board of Directors and Executive Officers will be referred to as the “Officers, Board, Directors, or Board of Directors”. Its general membership, regardless of classification, will be referred to as “members”.

ARTICLE II:

OBJECT:

Section 1. The object of this organization is to promote, protect and to further advance the cause of conservation in all its phases throughout the State of Michigan and our nation, to enhance the benefits accruing there from to all our members, and to all the people throughout our State and Nation, to work with and for the farmers, and other residents of the States, to generally encourage wildlife propagation and conservation; to encourage expansion of public recreational facilities, and to eliminate pollution of our lakes and streams; to carry on a constant program for better conservation of the woods, waters and wildlife to work for the enacting and enforcement of laws for conservation.

Section 2. The object of this Organization is also to promote conservation, youth development, support of local law enforcement agencies, and the responsible, safe use of firearms.

ARTICLE III:

MEMBERSHIP:

Membership in this Organization is open to American citizens and legal residents, whose object and purpose is consistent with the object and purpose of the Organization. Other forms of membership as may exist from time to time shall be determined by the Directors as the occasion arises. Such forms of membership may include Life Membership and/or Honorary Membership for an individual who has given distinguished service on conservation work, and/or given same service for this organization.

ARTICLE IV:

OFFICERS:

Section 1. The Executive Officers of this organization shall be: **PRESIDENT, 1ST and 2ND VICE-PRESIDENT, SECRETARY** and a **TREASURER**, each an “**Officer,**” all of who shall be ex-

officio members of the Board of Directors. The Executive Officers shall be elected by ballot by the membership for a term of one year, at each annual meeting of this organization, for which provisions are hereafter made, and whose duties are usually devolved upon such Officers, and as the by-laws provide. All Officers shall at all times be paid up or a Life member in good standing.

Section 2. There shall be a Board of Directors consisting of five (5) Officers as provided for in Section 1, and nine (9) Directors. These nine (9) Directors shall consist of the immediate Past President and eight (8) individuals elected by ballot by the membership at each Annual Meeting of this Organization. The eight (8) elected Directors shall have four (4) members serving a one (1) year term of office and four (4) members serving a two (2) year term of office. The two-year terms of office will expire on alternate years. All Directors shall have full and equal vote during the Board of Directors meetings and at any other meetings that the membership or the Board of Directors may call. All Officers and Directors shall at all times be paid up or Life members in good standing. A majority of Directors and Officers eight (8) shall constitute a quorum of the Board for the transaction of business.

The immediate past President may, for any reason, abstain from becoming a Director. The immediate past President may be elected as an Executive Officer. If the immediate past President does not become a Director, then a Director shall be elected by acclamation by the Board of Directors within 60 days, at any regular or special meeting, following the Annual Meeting of this Organization. That Director's term shall be for one (1) year. However, such Director shall only be eligible for the position if the individual has previously been a Director for at least one year.

ARTICLE V:

MEETINGS:

Section 1. The Annual Meeting of the members of this Organization shall be held at its regular place of meeting at 8:00 P.M. on the second Wednesday in the month of July each year. It shall be the duty of the Secretary to cause a written notice of each Annual Meeting to be delivered to each of the members on record of this Organization, directed to their last known post office or electronic communication address, at least seven (7) days immediately preceding said meeting.

Section 2: This Organization shall hold regular monthly Board of Director meetings throughout the year, and any special meetings as the by-laws provide.

ARTICLE VI:

AMMENDMENTS:

Section 1. **THIS CONSTITUTION** may be amended by the affirmative two-thirds (2/3) vote of the members present and in good standing at any Annual Meeting, or any special meeting called for that purpose. Provided, however, that written notice of intention to amend, shall have been delivered or attempted to deliver to each member of record as specified in the Constitution, Article V, Section 1, specifying said amendments at least seven (7) days preceding such special meeting.

I hereby certify that this Constitution as amended and revised consisting of Article I to Article VI inclusive was adopted by the Organization on January 20, 2021 at the Richmond Sportsman's Club, 9134 Bighand Rd, Columbus, MI, The County of St. Clair

James Kuntz
Secretary RSC
January 20, 2021

BY – L A W S
Of the
RICHMOND SPORTSMAN’S CLUB

ARTICLE 1:

MEETINGS:

Section 1. This Organization shall hold quarterly membership meetings on the second Wednesday of October, January, April, and July, at 8:00 P.M. at the Richmond Sportsman’s Club. Special meetings may be called at the Organization’s regular meeting place or elsewhere by the President, or upon demand in writing signed by not less than ten percent (10%) of the members in good standing. It shall be the duty of the Secretary to cause a written notice of each Annual Meeting to be delivered as specified in the Constitution, Article V, Section 1, to each of the members on record of this Organization, at least seven (7) days immediately preceding said meeting. Whenever all members shall meet in person such meeting shall be valid for all purpose without call or notice, and at such meetings any proper action may be taken.

Section 2. A quorum shall consist of a majority of the Executive Board and Board of Directors in total, and any of the membership in good standing being present at such meeting. At any quarterly meeting of the members, a vote shall pass and be binding on the Organization if a quorum is present and a majority of those present who are in good standing vote in favor of the question. At each meeting of the members, every member that is in good standing and present shall be entitled to vote. The vote upon any question before any meeting, shall be by acclamation unless a majority of the members present and entitled to vote, shall demand that the voting for that meeting, or on any particular question before the meeting shall be by ballot, except as provided in Article IV of the Constitution, the election of Executive Officers and Board of Directors at each Annual Meeting shall at all times be by ballot. The Board of Directors may grant an absentee ballot for the Annual Meeting Election to members who cannot attend the meeting due to attending Organization business elsewhere. This absentee ballot if allowed would be granted at the June Board of Directors meeting.

Section 3. At each quarterly meeting of the members, a true and complete list of all members of this Organization, entitled to vote at such meetings, certified by the Membership Chairman, shall be present and only the person’s name appearing on such list, or presenting a valid membership card, shall be entitled to vote in person at such meeting.

ARTICLE II:

DIRECTORS:

Section 1. The property and affairs of the Organization shall be managed and controlled by the Board of Directors and the Officers as provided for in Article IV Section 1 and 2 of the Constitution. If the office of any Director or Officer, becomes or is vacant by reason of death, resignation, disqualification or otherwise, a successor shall be nominated by the President and approved by the Board of Directors within

sixty (60) days at any regular or special meeting of the Board of Directors and such successor shall hold office for the un-expired term.

Section 2. The Board of Directors shall meet monthly at a pre-designated place for the transaction of such business as may arise. Regular meetings of the Directors shall be held at the Richmond Sportsman's Club on a day and at an hour to be fixed by resolution of the Board, but it is expressly provided also that the Directors may designate other places for meetings. The President may call special meetings of the Board on three (3) days' notice delivered as specified in the Constitution, Article V, Section 1, to each Director to their last known post office or electronic communication address, or delivered to them personally, or left at their residence or usual place of business, or special meetings may be called in like manner upon written request of such Directors as is necessary to constitute a quorum of the Board. If all Directors waive notice of a special meeting, such meeting shall be valid.

Section 3. Any Director who shall be absent from three (3) consecutive, Board meetings shall stand to be automatically removed as a Director unless their absence is excused by the Board of Directors for any reason, they find reasonable and acceptable by formal resolution of the Board.

Section 4. All Directors of the Organization having specific and designated term of office shall hold such office for that term, and until their successor shall be qualified, elected, and installed, except as the By-Laws otherwise provide, vacancies that may occur in any elective office shall be filled by the vote of the Board of Directors except as otherwise provided by the By-Laws. A candidate for Director must have been a member in good standing for the previous twelve months.

Section 5.

- A.** To the extent permitted by law, an Officer, Director, or member of the Organization acting in a fiduciary capacity, shall not be personally liable to the Organization or its members for monetary damages for breach of Director's fiduciary duty other than for any of the following:
 - a. The amount of the financial benefit received by a Director or Officer to which he or she is not entitled.
 - b. Intentional infliction of harm on the Organization or its members.
 - c. A violation of Section 551 of the Michigan Nonprofit Corporation Act.
 - d. An intentional criminal act
 - e. A liability imposed under Section 497(a) of the Michigan Nonprofit Corporation Act.
- B.** Other than for the above listed actions, the Organization assumes all liability to any person other than the Organization or its members for all acts or omissions of a Director occurring after January 1, 1988 and agrees to indemnify to the extent possible any Director for any and all liability for all acts of omissions pertaining to their service as a Director.

ARTICLE III:

OFFICERS:

Section 1. The Board of Directors may appoint such other subordinate Officers, as they deem necessary who shall have authority and shall perform such duties as from time to time may be prescribed by the Board of Directors. In its discretion, the Board of Directors by a vote of the majority thereof, may leave unfilled for any period as it may fix by resolution, any subordinate office.

Section 2. Any Officer who shall be absent from three (3) consecutive Board meetings shall stand to be automatically removed as an Officer unless their absence is excused by the Board of Directors for any reason, they find reasonable and acceptable by formal resolution of the Board.

Section 3. All Officers of the Organization having a specific and designated term of office shall hold such office for that term, and until their successor shall be qualified, elected, and installed, except as the By-Laws otherwise provide, vacancies that may occur in any elective office shall be filled by the vote of the Board of Directors excepting as otherwise the By-Laws may provide. A candidate for Officer must have been a member in good standing for the previous twelve (12) months and served as Director for at least twelve (12) months prior (but not necessarily immediately prior) to his or her election as an Officer.

ARTICLE IV:

PRESIDENT:

Section 1. Beginning with the first meeting of the Board of Directors following each Annual Election, the President will assume the responsibility of Chairperson of aforementioned meetings, and whose duty it shall be to see that all actions of the Board of Directors are carried into effect, and who shall also perform such other duties as the Board of Directors may designate from time to time, and any duties included in the By-Laws of this Organization.

Section 2. The President shall be the Chief Executive Officer of the Organization. The President shall have the general and active management of the business and affairs of the Organization. With the Secretary or Treasurer, they may sign and execute in the name of the Organization, all contracts, agreements and other obligations of the Organization. The President shall have general supervision and direction of all other Officers of the Organization and shall see that their duties are properly performed. The President shall submit a report of the operations of the Organization to the members from time to time, and at each Annual Meeting. At the expiration of their term, the President shall become a member of the Board of Directors for a period of one (1) year as provided in the Constitution Article IV Section 2.

Section 3. The President shall report to the Directors all matters within their knowledge and which the interest of the Organization may require to be brought to their notice. The President shall do and perform such other duties as from time to time may be assigned to him by the Board of Directors.

VICE-PRESIDENTS:

Section 1. The 1st and 2nd Vice-Presidents are in line to succeed the President, in that order, if they are unable to perform the duties of the President.

Section 2. The 1st and 2nd Vice-Presidents shall assume duties as assigned by the President.

SECRETARY:

Section 1. The Secretary shall keep minutes of all Board meetings and Membership meetings. The Secretary shall be the custodian of all records, papers, files and books of the Organization except the account books, produce same when necessary of the purpose of meetings of the membership or of the Board of Directors. The Secretary shall not disclose or divulge to any person the names or addresses or the membership list of the Organization without the approval of the Board of Directors. The Secretary shall generally perform all the duties usually appertaining to the office of Secretary of a corporation, subject to control of the Board of Directors. With the President, the Secretary may sign and execute in the name of the Organization all contracts and other obligations to the Organization.

TREASURER:

Section 1. The Treasurer shall have custody of all the funds and securities of the Organization. With the President, the Treasurer may sign and execute in the name of the Organization all contracts, agreements and other obligations of the Organization. Whenever necessary or proper the Treasurer shall endorse on behalf of the Organization for collection, all checks, notes, drafts and other obligations and shall deposit same to the credit of the Organization in such bank or banks as the Board of Directors may designate. All checks or warrant for disbursements of the fund of the Organization shall be signed by the President and countersigned by the Treasurer. The Treasurer shall cause to be entered regularly in the books of the Organization kept for that purpose, full and accurate accounts of money received and paid on account of the Organization and whenever required by the Board of Directors, the Treasurer shall render a statement of the financial balance. For continuity purposes the incoming Treasurer shall continue to utilize computer software and recording practices as inherited from previous Treasurer, until a change is approved by the Board of Directors.

Section 2. The Treasurer shall cause to be executed and filed with the Secretary, a bond in the amount as determined by the Board of Directors. It shall be the duty of the President to see that such bond is executed before the funds are turned over to the Treasurer, and the Treasurer shall at all reasonable times exhibit their books, records and accounts to any Director of the Organization upon application, and the Treasurer shall perform generally all the duties usually appertaining to the office of Treasurer of a corporation subject to the control of the Board of Directors. Financial records shall be audited by an independent accountant from time to time as deemed necessary by the Board of Directors at the expense of the Organization.

ARTICLE V:

COMMITTEES AND CHAIRS OF FUNDRAISERS AND EVENTS:

COMMITTEES

Section 1. The President shall appoint within a reasonable time after their election standing committees subject to approval by the Board of Directors. The duties of such committees shall be the duties which normally and usually are performed by such committees, as the President and/or Board of Directors shall designate.

CHAIRS OF FUNDRAISERS AND EVENTS

Section 1. The President shall appoint within a reasonable time after their election, standing Chairpersons for fundraisers and organization events subject to approval by the Board of Directors. Fundraising events include but are not limited to, all leagues, raffles, banquets, shooting events, or A.T.A. All fundraising events must have an appointed Chairperson. The duties of such Chairpersons shall be the duties which normally and usually are performed by such Chairpersons as the President and/or Board of Directors shall designate.

Section 2. The Chairperson shall cause to be executed and filed with the Secretary, a bond in the amount as determined by the Board of Directors, and it shall be the duty of the President to see that such bond is executed before the funds are turned over to the Chairperson, and the Chairperson shall at all reasonable times submit a report on fundraiser or event to include all associated income and receipts of expenses to the Board of Directors. This report must be submitted to the Board of Directors within thirty (30) Days of completion of fundraiser or event.

ARTICLE VI:

MEMBERSHIP:

Section 1. Application for regular membership shall be presented beginning at the August membership meeting and must be in writing and signed by the applicant on forms provided by the Organization. The applicant must be recommended by a member in good standing and present to be accepted by the membership. If the applicant cannot be present for the meeting, they must present a written letter signed and dated by said individual detailing cause and justification for their absence at the presentation of the application. All applicants must accept and be bound by the By-Laws of the Organization and the rules and regulations governing membership activities and the Organization. When making application for regular membership between August 1 and January 31, the applicant shall pay the Organization according to the dues schedule listed in Article VII below. When making application for regular membership between February 1 and July 31, the applicant shall pay the Organization at a rate of fifty percent (50%) of established fiscal dues and “opt-out”, and one hundred percent (100%) of Legal defense and MUCC contribution as defined in Article VII. A non-refundable initiation fee of sixty dollars (\$ 60.00) in addition to dues will be paid into the treasury by each applicant for regular membership. Said initiation fee is to be rendered for the privilege of joining the Organization. All applicants for regular membership must also pass a background check for the protection of youth programs and the Organization at their expense. Applicants for junior membership shall pay the club the sum of five dollars (\$ 5.00) for dues regardless of application date. Dues paid upon application shall be considered dues for the year ending August 1 following such application.

Section 2. Regular Membership

- A. Any person who shall have reached the age of eighteen (18) years old shall be eligible for regular membership in the Organization.
- B. Regular membership shall be limited to six hundred (600) adults except at such times as the number of junior members granted regular member status causes this limit to be exceeded.
- C. Regular membership entitles a member to a full and equal vote at any and all membership meetings.
- D. Individuals with regular membership status may purchase and possess a key to the grounds.
- E. Any break in membership will require the member to re-apply for membership, pass a background check and pay all associated fees of a new member.

Section 3. Life Membership

- A. Any person that has reached the age of sixty-five (65) years with twenty-five (25) consecutive years as Regular member shall be eligible for life membership in the Organization.
- B. Individuals with life membership status shall have full regular membership privileges.

Section 4. Junior Membership

- A. Any person who has not reached the age of eighteen (18) but has reached the age of ten (10) shall be eligible to apply for junior membership in the Organization.
- B. Junior members who have reached the age of eighteen (18) years and have served as Juniors members for a period of one year or more and having passed a background check for the protection of youth programs and the Organization at their expense shall automatically become Regular members. Junior members who have reached the age of eighteen (18) but not have served as Junior members for a period of at least one year must follow all normal application procedures for regular membership.
- C. Junior members shall have full membership privileges except for voting rights and the right to possess a key to the Organization's properties.
- D. Junior members must be accompanied by a Regular member in good standing at all times while on the Organization's properties.
- E. Junior members transitioning to regular membership enrolling in full-time post-secondary education will be charged junior membership and MUCC dues until graduation or discontinuing studies, not to exceed four (4) years at which time full dues will be assessed, payable by August 1.
- F. Junior members transitioning to regular membership enlisting in active duty US military not to exceed four (4) years will be charged junior membership and MUCC dues until, at which time full dues will be assessed, payable by August 1.

ARTICLE VII:

DUES:

Section 1. Dues to the Organization support the day to day expenses, they are the primary source of income for this purpose.

- A. Annual dues paid to the Organization by members, will be assigned into the Operating Fund. All taxes, insurance, utilities, fuels, trash removal, membership expenses, regular maintenance, necessary outside services such as snow removal, tree trimming, parking area maintenance and any other regular maintenance service is paid from this fund.

- B. The Board of Directors on a yearly basis shall recommend any adjustment to the dues required to support the Operating Fund of the Organization and set the dues with the approval of the membership. Dues for the following year will be reviewed prior to March 15th of the current fiscal year and renewed or adjusted relative to membership count and based on the forecasted expense budget. At the close of the previous fiscal year all remaining operating funds from the previous fiscal year will be transferred to the improvement fund to finance emergency or necessary repairs.
- C. In addition to the regular dues, there will be a Legal Defense Fund assessment, when necessary, to replenish the fund only when it falls below the previously determined fifty thousand-dollar (\$50,000.00) cap. All Regular members and Life members will contribute equally to the Legal Defense fund until the cap figure is satisfied. There will be a twenty-five-dollar (\$25.00) maximum placed on the assessment per member per year until the fund is financed to the determined cap figure. There will be no Legal Defense contributions when the fund has satisfied the cap limit.
- D. It is imperative that the Organization is supported while holding fundraisers and other events. For this reason, it is required of all regular members to be available and willing to work various Organization events for a minimum of eight (8) hours per fiscal year. Members that are unable to fulfill this requirement will have an opportunity to “opt-out” of work requirements, at a fee of one hundred dollars (\$100) when renewing their annual membership. Regular members that do not opt-out and do not fulfill their obligation to work events will automatically be charged the fee of one hundred dollars (\$100) for the previous fiscal year at membership renewal. Membership renewal is contingent upon opt-out fees being paid in full.
- E. Our Organization is mandated to contribute an affiliation fee to the Michigan United Conservation Clubs. The current affiliation fee to MUCC is set at five dollars (\$5.00) per member/ per year. All members will contribute to the MUCC affiliation fund. This amount is determined by MUCC and may be revised at their discretion. These fees do not contribute to our organizational resources.

ARTICLE VIII:

SUSPENSION, EXPULSION AND GRIEVANCES:

Section 1. The following relates to suspension of, or expulsion from membership, and grievances:

- A. Membership shall be automatically suspended for any member convicted of a willful violation of any of the game or fish laws, or felonies, of the State of Michigan or the United States. The length of the suspension will be determined by the Board.
- B. A member may be expelled from or denied membership by the Board of Directors for cause, e.g., inappropriate behavior, as determined by the Board of

Directors, at any of the Organization's activities/functions, or while representing the Organization at off-site activities/functions. The action of the Board in expelling any member shall be final, conclusive and binding.

- C. A member being considered for expulsion or denial of membership by the Board of Directors shall be notified and allowed to present their position in this matter before the Board of Directors in a show cause hearing, prior to the Board's decision.
- D. If a member has a grievance, they must present such grievance(s) in writing at a Board of Directors meeting. The grievance will be addressed at the next Board of Directors meeting. The Board may disallow discussion of any other such grievances at the meeting without prior written notice.

ARTICLE IX:

PLEDGE:

Section 1. All members shall practice and teach the safe handling of firearms, and to comply with the pledge of the Organization as follows:

- A. To improve relationships between the sportsman and the landowner.
- B. To comply with all the laws for the propagation and protection of wildlife.
- C. To handle and care for their dogs in a just and humane manner.
- D. To at all times conduct themselves as good sportsmen that others may share in the pleasures provided by nature in the "Great-Out-Doors."
- E. To pledge themselves to observe State and Federal fish and game laws to the letter, for we believe that only by individual observance of those laws can we help restore and improve fishing and hunting conditions.

ARTICLE X:

FINANCIAL:

Section 1. All monies or other assets coming into and belonging to this Organization, whether from dues, voluntary contributions or otherwise, shall be used only for the purpose of promoting, developing and advancing the purpose for which this Organization is created, less necessary operating and other actual expenses.

Section 2. The Organization shall not pay or render any salary, fee, or any other compensation at any time to an Officer or Director for serving as an Officer or Director of the Organization. However, any Officer or Director may be reimbursed for any necessary expenses incurred by them and actually expended when engaged in the work of the Organization. However, those expenses must be authorized by the Board of Directors.

Section 3. Reimbursement for commercial work performed for the Organization: Members and/or Directors can bid and receive payment for services performed for the Organization. Such bid must be approved by a majority of the non-interested Directors present at such vote.

ARTICLE XI:

AMMENDMENTS:

Section 1. The By-Laws of the Organization may be added to, amended or repealed in whole or in part, by a vote of at least two-thirds (2/3) of the qualified membership present at any regular or special meeting of the members, provided, however, a written notice of intention to add to, or repeal the By-Laws in whole or in part, shall have been delivered or attempted to be delivered to each member of record as specified in the Constitution, Article V, Section 1, at least seven (7) days preceding such meeting of the members.

ARTICLE XII:

TERMINATION:

Section 1. In the event that the Organization should dissolve, all assets, real and personal property will be deeded to the Michigan United Conservation Clubs or other not-for-profit organization as deemed by the Board.

ARTICLE XIII:

RULES:

Section 1. Robert's Rules of Order shall be the parliamentary guide and authority of this Organization.

Section 2. The Board will be allowed to set operating policies as needed to cover matters that are not addressed in the Constitution or By-Laws, and not conflicting with them.

I hereby certify that the foregoing By-Laws consisting of Article I to XIII as revised and amended were adopted as the By-Laws of this Organization at the regular meeting of said Organization on January 20, 2021 at the Richmond Sportsman's Club, 9134 Big Hand Road, Columbus Township, St. Clair County, Michigan 48063.

Submitted by,
James Kuntz
Secretary RSC
January 20, 2021