

OSCEOLA ROD AND GUN CLUB INC.

PO Box 35
Osceola, WI 54020

BY-LAWS

REVISED FEBRUARY, 2000

ARTICLE I. NAME

1.1 THE NAME OF THIS CORPORATION: **The Osceola Rod And Gun Club Inc.**, as filed with the Secretary of State in the State of Wisconsin on 25 October, 1957.

1.2 PURPOSE OF THIS CORPORATION : The purpose of this corporation shall be to promote the social and educational advancement of its members. To promote the art of shotgun, rifle and archery shooting. To promote good sportsmanship among the members and among the public, generally, in community service. To lobby for the enactment of desirable legislation pertaining to game laws and the betterment of all wildlife. To do all things necessary to achieve these purposes, including the purchasing, leasing, mortgaging or otherwise acquiring title to real and personal property for the use said corporation shall deem proper.

ARTICLE 2. LOCATION

2.1 THE CLUB HOUSE AND SHOOTING FACILITIES OF THIS CORPORATION: Are located at; 2097 - 90th Ave. Dresser, Wisconsin 54009.

2.2 THE REGISTERED OFFICE: of this corporation shall be that of the current secretary.

2.3 BOOKS, RECORDS AND FINANCIAL STATEMENTS: of this corporation shall be kept at its registered office, place of business and its registered agents (secretary) address. These include current complete and up-to-date copies of its

Articles of Incorporation, by-laws, accounting records, minutes of the meetings of member and directors, and committees having board approval.

ARTICLE 3: MEMBERSHIP

3.1 MEMBERSHIP: Persons eighteen (18) years of age and over, of good character, a US citizen and interested in the objectives and purpose of this corporation are eligible for membership in the Osceola Rod and Gun Club. Members shall have a voting right on all matters requiring club membership and shall have the right to participate in all club activities. Junior members are persons under the age of eighteen (18), of good character, a U S citizen and interested in the objectives and purpose of this corporation. They are afforded the rights to participate in the functions of this club on a non voting basis and shall not be eligible to establish membership longevity until the age of eighteen (18).

A. There shall be no fees for a junior member if his legal guardian is a paid member.

B. Fees for non-affiliate juniors will be set by the board.

C. All Juniors must provide a written, signed consent from their parent or guardian before they will be allowed to partake in shooting events.

D. Hunter safety certificates are required by all juniors who participate in any shooting events. Juniors without certificates, must be accompanied during shooting by their guardian.

3.2 DUES: The annual dues, assessments or fees shall be determined by the governing body (board). Each membership year will commence on February 1st and run to January 31.

3.3 CANCELLATION OF MEMBERSHIP: A membership shall be considered canceled or delinquent for nonpayment of assessments and fees with loss of concurrence of membership if reinstatement is not made or assessments paid within thirty (30) days of their due date.

3.4 TERMINATION OF MEMBERSHIP: A membership may be suspended or terminated only after taking into consideration all of the relevant facts and circum-

stances shown in a written complaint of three (3) or more members, addressed to the board of directors.

A. Not less than ten (10) days prior written notice of suspension or termination and reasons for it.

B. Offering an opportunity for the member to be duly heard, in writing or at a personal appearance before the governing body (board) of the club not less than ten (10) days before the effective date. Failure to appear or reply to the summons may be reason for expulsion.

C. No member shall be expelled by less than a two-thirds vote at a Quorum meeting of the board which will be reflected in the minutes.

3.5 VOTING PRIVILEGE All members with voting rights shall not be allowed to cumulate more than one (1) vote by any means and shall cast no more than one (1) vote for each subject or topic at any club function.

A. (family memberships) The spouse of a member may be allowed the privilege to vote providing that:

1. He or she is active in club functions.
2. There shall be no proxy voting.

ARTICLE 4 MEETINGS

4.1 ANNUAL MEMBERSHIP MEETING: The annual meeting shall be held at a time and place designated by the board of directors of the club. The notice of time and place of said meeting shall be sent to all members by a written notification not less than eight (10) calendar days prior to the meeting.

4.2 SPECIAL MEMBERSHIP MEETINGS: May be called by the governing body (board) of the club. The purpose of the special meeting will be clearly identified within the notification requirements as stated for the Annual Membership meetings.

4.3 MONTHLY MEMBERSHIP MEETINGS: A regular monthly meeting of the membership shall be held at the registered address on the last Monday of each month, or a suitable time and place if five (5) days prior notice is given.

4.4 BOARD OF DIRECTOR MEETINGS: May be called by the President or Vice President in absence of the President, as a required meeting when needed.

A. Notice of board meetings shall be given to officers and directors by a designated officer not less than five (5) day prior to the meeting.

4.5 QUORUM: Shall consist of four (4) members for the Board of Directors meetings. For membership meetings, a majority of the members present, at the call of the meeting to order, shall consist of a quorum. If members should leave before a vote is taken, the initial count will prevail to hold a legal election or vote.

ARTICLE 5. OFFICERS

5.1 OFFICERS OF THE OSCEOLA ROD AND GUN CLUB: Consist of; President, Vice President, Secretary and Treasure, all of whom have been members of this club in good standing for a minimum of three (3) years.

5.2 TERM OF OFFICE: Officers shall hold office for a term of one (1) year.

5.3 VOTING POWER: The president shall be the only officer with voting power at meetings of the board of directors, however, he shall only cast a vote to determine the result of a tie.

5.4 VACANCIES: Vacancies that result from any cause will be filled by the next nominee from the last election. If no nominee is available, the Board of Directors shall appoint the officer.

A. Presidential vacancy will be filled by the Vice President.

B. In the event of a vacancy of both President and Vice President, the secretary shall call the meetings to order and preside, or until the election of a chairman protempore.

5.5 PRESIDENT: The president shall be the Chief Executive Officer and shall have general active management of the Osceola Rod and Gun Club Inc.. He or she shall preside at all meetings of the club. He or she may be a Chairperson of committees. He or she shall see that orders and resolutions of the board are carried into effect. Shall maintain records of, and, when necessary, certify proceedings of the board and members as taken by the Secretary.

Shall sign and deliver in the name of the corporation those mortgages, bonds, contracts, deeds or any instrument pertaining to the operation of the Osceola Rod and Gun Club Inc., except as otherwise covered by Articles of Incorporation, By-Laws or by the board and designated to another person of the incorporation.

A. In general, the President or presiding officer shall, to the best of their ability, conduct meetings using "Robert's Rules of Order." Any procedural conflicts shall be resolved from these rules.

5.6 VICE PRESIDENT: By request, absence or disability of the President, The Vice President shall perform the duties of the President.

5.7 CORPORATE SECRETARY: He or she shall be the repository for all club records and the Corporate seal; be responsible for club correspondence, give notice to all meetings in the manner as prescribed in these by-laws. He or she shall notify all members by mail of club activities.

A. Keep written minutes of all general business meetings; shall keep records of all committees, events, shooting awards and other activities for the posterity of the club.

B. He or she shall sign membership cards and maintain up-to-date records of the club's membership, current and past to the extent of their years of membership.

C. He or she shall sign official documents of the corporation when requested. He or she shall keep corporation documents and instruments in a safe deposit box. The Secretary and Treasure shall retain the keys to said repository.

5.8 TREASURE: The treasure shall have charge and custody of all financial records of the Osceola Rod and Gun Club Inc. He or she shall be responsible for depositing or investing club funds in such depository or securities as may be designated by the Board. He or she will:

A. Promptly make payment for the necessary expenses incurred by the corporation and merchandise as required for normal operation of the club.

B. Submit a financial report at each monthly meeting, listing all income and disbursements for the past month. This report shall also include any wages paid, recap of the clubs total financial posture, i.e. checking and savings account balances.

C. Prepare and present at the annual Membership Meeting a profit and loss statement, and balance sheet for the previous year. A copy of the profit and loss statement should be available to any member upon request.

The office of Treasure shall be covered by a surety bond, in a amount determined by the board, in favor of the Osceola Rod & Gun Club as security for funds of the corporation in his or her possession.

5.9 COMPENSATION: The President or Vice President shall receive no salary or pecuniary compensation for their services as in the capacity of officer. Any salary for the Corporate Secretary or Treasure shall be prescribed by the governing body (board) of the club. Officers may, upon approval of the board, be reimbursed for out-of-pocket expenses necessarily incurred in the discharge of his or her duties as such.

ARTICLE 6. BOARD OF DIRECTORS

6.1 THE BOARD OF DIRECTORS: Shall consist of six (6) members.

6.2 ELECTION AND QUALIFICATION: Directors must be in good standing, having completed a minimum of three (3) years of membership and elected by a plurality of votes cast by members, by secret ballot, at the annual meeting, and from a slate presented by a nominating committee and such candidates that may be nominated from the floor at the annual meeting.

6.3 TERM OF OFFICE: Each Director shall serve two (2) years. Three directors shall be elected on a even numbered year and three shall be elected on the odd numbered year to maintain staggering terms. He or she may be nominated to serve consecutive terms.

6.4 VACANCIES: In the event of a vacancy between annual meetings, the next nominee with a plurality of votes from the last election shall fill the vacancy for the remaining term. If no nominees are available, a new director will be appointed by the governing body (board).

6.5 AUTHORITY: The Board of Directors shall govern and be responsible for the management, business affairs and property of the club. Shall have the power to fill elective and appointed offices as stipulated in these by-laws. The board of directors shall generally have full power to do, or require to be done, everything necessary and expedient for the promotion, protection and welfare of the club.

6.6 VOTING POWER: Each Director shall be entitled to one vote. Proxy voting by a director will be allowed by notifying the secretary (or officer), in advance, the name of the person who shall cast their vote. This procedure is required for each meeting the director will be absent.

6.7 COMPENSATION: No member in the capacity of a Director, shall receive any salary, pecuniary compensation or benefits for his services, but may, upon approval of the board, be reimbursed for out-of-pocket expenses necessarily incurred in the discharge of his or her duties as such.

ARTICLE 7. COMMITTEES:

7.1 SPECIAL COMMITTEES: The president shall appoint special committees from the Board or membership as may be necessary and shall assign duties to such body's. All committees are subject at all times to the direction and control of the Board. Resolutions approved by the board that require committee action shall be examined by said committee and acted upon to the extent provided in the resolution.

A. Committees shall consist of one (1) or more members, who need not be Directors or Officers, appointed by the President or if directed by the Board.

B. Written minutes shall be kept of all committee meetings and made available to the Board.

7.2 PLANNING COMMITTEE: Shall meet once every six (6) months and report proposals or conclusions to the board of directors.

7.3 NOMINATING COMMITTEE: May consist of a equal amount of members and Board members/ officers and chairperson. Should be organized two(2) months before annual meeting. The duties or guidelines of this committee will be attached to these by-law's as an addendum.

ARTICLE 8. BY-LAW AMENDMENTS OR REVISIONS

8.1 AMENDMENTS TO THE BY-LAWS: Of the Osceola Rod and Gun Club must be approved by a majority of the voting members at its Annual Membership Meeting. Procedure to amend the by-law's is as follows:

A. Author of proposed amendment must submit a proposal, along with a statement of rational, to the Board of Directors for referral to the By-Law Committee, not less than ninety (90) days prior to the Annual Membership Meeting.

B. The by-law Committee, after reviewing the proposal, shall submit it back to the board, properly drafted with their recommendations to approve or disapprove.

C. The Board will review the proposed amendment and establish by plurality vote, their recommendation(s) before sending it to the general membership for their decision.

D. The Corporate Secretary will mail proposed amendment(s) to the membership, along with the notice of the annual meeting (or special meeting) at least ten (10) calendar days prior to the meeting date.

E. The by-law committee chairman will present each proposed amendment to the membership at the annual meeting. This presentation will consist of, Authors name, statement of rational and the boards recommendation. The President will also afford an opportunity to each member in attendance to speak for or against the proposal(s).

F. Voting: A paper ballot will be given to all voting members, either as a part of or as a separate attachment to the regular ballot. It will state the contents of the proposal as it will appear in the by-law's and offer a place for an affirmative or negative vote.

8.2 BY-LAW CHANGES BY THE BOARD: The Board may change the by-law's only to comply with State and Federal regulations.

ARTICLE 9. FUNDS

9.1 DEPOSITORY: The club funds shall be deposited in a Federally insured financial institution as recommended by the Treasure and approved by the Board. The checking and saving account, and safe deposit box shall be maintained at said institution. Keys to the safe deposit box shall be in possession of the Treasure and Corporate Secretary.

9.2 CHECK SIGNATURE: All checks issued on behalf of the Osceola Rod and Gun Club shall be affixed with the signatures of the President and Treasure.

9.3 EXPENDITURES: Any expenditures over the allowed amount set by the board, or any major changes to the club's operation, must receive final approval at a Board of Directors meeting. The final decision of the board may be overruled by a two third (2/3) majority vote of the club's members at a special membership meeting called specifically for this purpose.

A. The allowed expenditure amount may be reviewed each year at the annual board of directors meeting to determine if changes are deemed necessary.

ARTICLE 10. BOARD APPOINTMENTS:

10.1 APPOINTMENTS: Are; the club manager, the various league secretary's and the trap personnel foreman.

10.2 SPECIFIC JOB DESCRIPTIONS: A complete up-to-date listing shall be kept attached as a addendum to these by-law's. They shall be made available to any voting member upon request.

10.3 COMPENSATION: The compensation of all appointees, if any, will be established by the Board of Directors. Periodic compensation reviews, if deemed necessary, will be conducted accordingly by the board.