

Article I

The name of this organization shall be The Flat River Conservation Club, Inc. Hereinafter, it shall be referred to as the “Club.”

Article II

The purpose of the Club shall be:

- A. To promote the responsible use of firearms and firearms ownership, to establish and maintain sport shooting programs and maintain safe shooting ranges.
- B. To promote and advance the cause of the conservation of our natural resources, that is, the mineral, water, soil, air, forest, fish, game and wildlife resources for the benefit of present and future generations.

C. Amended to read^{1,2}:

1. This corporation is organized exclusively for charitable purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation, exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any corresponding provision of any future United States Internal Revenue Law).
2. Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code

(or corresponding section of any future federal tax code), or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county of which the principal office of the corporation 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.¹

Article III

(Membership)

- A. Membership shall be granted to anyone who has attained the age of eighteen years or older who supports the purposes of this organization and the Board of Directors (hereinafter referred to as the “Board”) may establish special categories of membership for youth or to honor service to the Club.
- B. Memberships shall be on an annual basis and shall expire at the end of August of each year. All memberships purchased after June 1st of every year shall be good through August 31st of the following year.²
- C. Membership meetings shall be held on the first Thursday of each month at 7:30 p.m. Membership meetings may be held at such other times and places as the Board determines, provided that at least seven (7) days written notice of said meeting is given to all Members by posting said notice at the shotgun clubhouse and on the Club’s website.

- D. The annual Membership meeting shall be held on the first Thursday of December of every year.
- E. A Member may be expelled for conduct that is contrary to the purposes of well-being of the Club. Expulsion requires a petition for expulsion signed by three of the Members detailing the conduct. A fair hearing on the petition will be held by the Board within two (2) months of receipt of the petition at which time both the petitioners and the Member effected shall be heard and may present evidence. At the discretion of the President, who shall preside at such hearings, any relevant information may be presented at the meeting. Expulsion requires a vote of two-thirds of the Board.

Article IV

(Officers and Their Duties)

- A. The Officers of this Club shall consist of a President, A Vice-President, a Secretary, a Membership Secretary and a Treasurer.
- B. The President shall be the chief executive officer and shall preside at all meetings of the Board and Membership and shall appoint a chairman of all committees except for the Finance Committee.
- C. The Vice-President shall perform the duties of the President during his absence or inability to act.
- D. The Secretary shall be the clerk of the Club and of the Board and, as such, shall keep the minutes of all meetings and special meetings of the Board and shall conduct all correspondence of the Club and, in general, shall perform the duties incident to that office. The Secretary's name shall be placed on all Club accounts with the full authority so sign checks or withdraw money from all Club accounts. This authority shall be exercised only when the

Treasurer is unavailable. The Treasurer shall furnish the Secretary with a key to the safety deposit box. The Treasurer shall also furnish an itemized written list of all items in the safety deposit box, if any, and this list shall be kept up-to-date. If the Secretary and the Treasurer are in the same family, the Board shall appoint an alternate Officer to handle these duties in place of the Secretary. The Secretary shall post the minutes of all meetings at the west side shotgun clubhouse immediately upon their approval by the Board.

- E. The Membership Secretary shall maintain accurate records of the Club Membership, prepare, mail and post notices of meetings as required by these bylaws. The Membership Secretary shall conduct all correspondence to Members that are not in conflict with the duties of the Secretary.
- F. The Treasurer shall be the custodian of all monies of the Club. The Treasurer shall deposit to the credit of the Club all funds of the Club in a bank designated by the Board within two banking days after receipt thereof. Funds shall be disbursed by the Treasurer only upon prior approval of the Board, except for operating funds which shall be disbursed as needed. All checks upon the bank account shall be signed by the Treasurer. The Treasurer shall report and publish at the meetings of the Board a statement detailing the financial condition of the Club and its operation. The most recent **profit and loss** statement shall be posted at the shotgun clubhouse and made available to the Membership at all Membership meetings.

Article V

(The Board of Directors)

- A. The Board of Directors shall consist of five (5) Officers and five (5) Members-at-large. The Officers and Members-at-large shall all be elected as provided below for a term of two years.
- B. Following the enactment of this Article and to transition into the election process, all Officers and Members-at-large shall be elected at an annual election by all of the Membership in good standing at the time of the election.
- C. All ballots will be available in the month of October.
- D. The election will take place each year from November 1st to the 20th and the ballots will be counted prior to December 1st.
- E. There will be an election of five (5) Board members, with three (3) of the current Board Officers of the President, Treasurer and Membership Secretary and two (2) Members-at-large to be re-elected on the even-numbered years; the vice-President, Secretary and three (3) Members-at-large will be re-elected on the odd-numbered years. There will also be two (2) alternate Board members appointed by the Board for two-year terms.
- F. In order to run for an Officer of the Board, the candidate must be a Club member in good standing for at least one (1) year and have served on the Board for one (1) full term.
- G. Six (6) elected members of the Board, including not less than two (2) Officers shall constitute a quorum at any regular or special meeting.
- H. All vacancies on the Board shall be filled by the appointed alternate Directors. The Board will then be responsible to fill the vacated Alternate's position. The positions filled by the Alternate

and the new Alternate appointee will be held until the terms expire.

- I. The Board shall meet at least once per month following the monthly membership meeting and at such other times and places to be determined by the Board. Notice of the time and place of such special meetings shall be given to each member of the Board. The Board may meet and conduct business using any electronic or other similar mode of communication (i.e., e-mail, telephone, fax, Internet, etc.) provided all Board members have been given a reasonable opportunity to be heard. The President individually or upon written request of two (2) Board members or actions by the Membership. This request shall include the agenda for the meeting. The Board may only conduct such business as is noted in the agenda or reasonably related to the agenda. The quorum requirements set forth herein shall apply to such meetings and the minutes of such meetings shall be taken and published.
- J. The duties, responsibilities and prerogatives of the Board of Directors shall include the following.
 1. The Board shall control and manage the activities and property of the Club and determine its operating policies.
 2. The Board may for just cause, and after providing reasonable notice and opportunity to be heard, declare a vacancy in any elected office or upon the Board or chairmanship of any committee. Unexcused absence from three meetings or misadministration or maladministration of office may be considered just cause.
 3. The Board may require a bond for the Treasurer and annual audits by a qualified accountant of all monies received or disbursed by any officer or member on behalf of the Club and a written report thereof to be made to the Board and read at the next regular meeting.

4. The Board may expel any Member from the Club membership as provided in Article III of these By-laws.
 5. All purchases, transactions and expenditures of funds, other than those necessary to daily operations of the Club, must be approved by the Board.
- K. The Club shall indemnify all volunteer Directors and officers the full extent provided by Michigan law. The indemnity granted shall only apply after all applicable Club insurance proceeds available to the persons indemnified have been paid.
- L. The Club may, to the extent authorized by the Board, grant rights to the indemnification and to the advancement of expenses to any volunteer member of the Club.
- M. The monthly meeting of the Board shall be held on the first Thursday of every month immediately following the monthly Membership meeting.

Article VI

(Elections and Terms of Office)

- A. A Nominating Committee shall be appointed at the September Membership meeting and the September Board meeting. This committee shall consist of three (3) Club members appointed as follows: The President shall appoint one member who shall be the chairman of the nominating committee, the Board shall appoint one member and the Membership shall appoint one member.
- B. The duties of the nominating committee are as follows.
1. Notify the general membership that nominations for the Board are open on September 1st and will be closed September 20th.

2. All members in good standing for at least one year are eligible to run for the Board.
3. Nominate Club members as candidates for the Board.
4. Prepare an official ballot containing the names of all candidates.
5. Forward the ballot to the Membership Secretary no later than September 30th.

C. Voting.

1. All Members in good standing as of October 1st shall be entitled to vote.
2. The Membership Secretary shall mail all ballots to all Club members in good standing entitled to vote no later than October 30th.
3. As another method of voting, and if established, can be electronic as approved by the Board. This may include voting by E-mail or on the Club's "Members Only" page of the website.
4. Members entitled to vote shall return their paper ballots via mail in an envelope marked "BALLOT" or deposited in the ballot box located in the shotgun club house (west side) no later than November 20th. Mailed ballots will be approved by their postmark.
5. Electronic voting will end on November 20th.

D. The Election Committee.

1. An Election Committee shall be appointed at the October Board meeting. The President shall appoint the Committee with the advice and consent of the Board who may object only for cause noted.
2. The Election Committee shall consist of no fewer than three or no more than five Club members.

3. The locked ballot box shall be taken into custody by the Election Committee who shall also take all mailed or electronic ballots into custody. The Election Committee shall receive, and together, count the ballots no later than December 1st at the shotgun clubhouse (west side) on a date and time that all nominees are given at least seven days' notice of the counting and certification of the results of the election at the December Membership meeting.
4. Any person nominated for any office may have an observer present during the counting of the ballots.
5. The chairman of the Elections Committee shall give the Secretary a complete list of the number of votes cast in total for each candidate and shall preserve the original ballots and tally of the election results until January 15th of the following year.
6. Any three Club members together may challenge the election results no later than December 15th following the election by presenting their reasons thereto in writing to the President who shall in turn conduct a hearing thereon in the same manner as in the expulsion of a Club member.

Article VII (Committees)

- A. There shall be the following standing committees: Finance, Elections, Nominating, Rifle-Pistol and Shotgun.
- B. The President shall appoint a chairman of each standing committee--except for the Finance committee--and such other committees as are necessary to accomplish the purposes of the Club.

- C. The committee chairmen appointed shall then appoint the remaining members of the committee and notify the Secretary thereof, with exception of the Finance Committee.
- D. The President shall be an ex-officio member of each such committee.
- E. The committees shall report at the annual meeting of the Membership and Board of Directors and may report at such other times as are appropriate.

Article VIII

(Amendment of the Bylaws)

These Bylaws may be amended by a two-thirds vote of the Members present at any meeting or special meeting called for that purpose.

Article IX

(Club Operating Policy Manual)

Detailed Club operating policies may be provided in a Club Operating Policy Manual assembled and maintained by the Board of Directors. This Club Operating Policy Manual shall be kept at the shotgun clubhouse and it shall be available to all Members.

Article X

- A. The President shall appoint the members of the Finance Committee; the Treasurer shall be the chairman of this committee. The duties of the Finance Committee are to:
 - 1. Prepare an annual operating budget for the Club and present it at the December Board meeting.

2. Recommend changes to membership fees to the Board in advance of the membership renewal dates.
 3. Perform such other duties of a financial nature as may be assigned by the Board.
- B. Emergency expenditures of funds may be made by any Club member with the approval of at least two Officers of the Club.
- C. The sale of significant assets of the Club may not be made absent action of the Board of Directors that is confirmed at any Membership meeting by a majority vote of all Members present.

Article XI

(Alcoholic Beverages)

- A. The sale of alcoholic beverages on Club property is strictly prohibited.
- B. Only moderate amounts of alcohol may be consumed by Club members and their guest(s) who are over twenty-one years of age at special Club events where food is served.
- C. No Club member or their guests(s) will be allowed to use firearms whatsoever after he, she or they have consumed any alcoholic beverages.

Footnotes:

¹February 2, 2013.

²Signed:

Kevin Eldred, Vice President of Flat River Conservation Club Inc., on February 7, 2013

Peter Larsen, Treasurer of Flat River Conservation Club Inc., on February 7, 2013.

Page 2 of Amendment of By Laws of Flat River Conservation Club, Inc. re: 501 (c)(3) on February 7, 2013

Attest as a true and accurate copy of the action taken at said meeting and signed by the officers as indicated above.

Richard Ranney, Secretary of Flat River Conservation Club Inc., on February 7, 2013.

Once approved, these Bylaws will supersede all previous bylaws.

These Bylaws Approved on This Date: _____

By:

Kevin Eldred, President of the Flat River Conservation Club:

Bob Pickle, Vice-President of the Flat River Conservation Club:

Pete Larsen, Treasurer of the Flat River Conservation Club:

Monica Deiters, Membership Secretary of the Flat River Conservation Club:

Richard Ranney, Jr., Secretary of the Flat River Conservation Club:

Attest as a True and Accurate Copy of the Action Taken at Said Meeting and Signed by the Officers as Indicated Above:

Richard Ranney, Jr., Secretary of the Flat River Conservation Club:

ADDENDUM AND AMENDMENTS PAGE