

CONSTITUTION AND BYLAWS OF PORTAGE LAKE SPORTSMEN, INC.

ARTICLE I - NAME

The name of this organization incorporated under the laws of the State of Michigan formerly known as the Chassell Sportsmen's Club, Inc. shall be Portage Lake Sportsmen, Incorporated. (FILED Michigan Dept. Commerce Sept. 27, 1978).

ARTICLE II - PURPOSE

The purpose of the club shall be to foster good sportsmanship, support sound conservation practices consistent with proper wildlife management, defend the right of private ownership of firearms and promote and support responsible legislation with these goals in mind. Game and fish laws shall be upheld. It is emphasized that hunting, fishing and trapping are desirable and respectable outdoor pursuits, not only useful in proper wildlife management, but also important to the human being who has not lost sight of his basic relationship to our natural environment.

Furthermore, the club shall sponsor and support activities related to nature and outdoor sports including hunting, fishing, trapping, camping, hiking, archery, pistol, rifle and shotgun shooting, boating and other activities of a similar nature. Moreover, the club shall promote and encourage these activities by providing facilities and supporting programs for their continuation. The purpose of the facilities and programs shall be for the entertainment and enjoyment of the members, the development of expertise and the training and education of the young.

ARTICLE III - MEMBERSHIP

Section 1_- General: The members of this Club shall be persons and/or groups of persons interested in furthering the Purposes of the Club as set forth in ARTICLE II.

Section 2_- Classes of Membership: There shall be three classes of membership: Full, Associate, and Group.

Section 3_- Qualifications:

- A. Full membership shall be limited to persons 18 years of age or older.
- B. There shall be two types of Associate members: Dependent and Sponsored.
 - i. Dependent Associate members shall be the spouses, minor children and minor grandchildren of Full members, such Full members to be responsible for the actions of their dependents on Club property.
 - ii. Sponsored Associate member shall be a minor child sponsored by a Full member, the sponsoring Full member being responsible for the actions of the child on club property.
- C. Group members shall be organizations such as corporations, businesses, sportsmen's clubs, fraternal or charitable groups, or other collective and organized groups of persons sharing common interests with the Club. A Group member shall appoint one of its members to serve as its Designated

Representative at Club activities.

Section 4 - Dues:

- A. There shall be three rates of dues for Full members:
 - i. The Annual rate shall be a single annual payment as determined by the Board of Directors.
 - ii. The Student and Senior Citizen rate shall be limited to full-time high school and college students and to persons of age 65 or more and shall be one-half the Annual rate.
 - iii. The Life rate shall be a single payment valid for the remaining life of the member, the payment to be determined by the Board of Directors but not to exceed 20 times the annual rate or be less than \$100.
- B. Associate Members
 - i. Dependent Associate members shall pay no dues.
 - ii. Sponsored Associate members shall pay one-half the Full member annual rate.
- C. Group members shall pay either the Full member Life rate or the Full member annual rate. The life rate shall be valid for the organized life of the group, or for 25 years, whichever is less.
- D. The Board of Directors may award memberships without the payment of dues and with the title "Honorary Member" to persons or groups for exceptional service in forwarding the purposes of the Club as set forth in ARTICLE II. Current directors are excluded.

Section 5 - Rights:

- A. Only Full members and Designated Representatives of Group members shall have voting rights.
- B. Only Full members may be officers or directors of the Club.
- C. Full members, Associate members and Designated Representatives of Group members shall have equal rights to the use of Club property and facilities.
- D. Persons belonging to an organization holding a Group membership shall have no rights to the use of Club property or facilities unless such person is a Full or Associate member or the Designated Representative of the Group.

Section 6 - Application and Approval: Application for Full, Sponsored Associate or Group membership may be made to any Officer or Director of the Club. Upon payment of dues and approval by the Board of Directors, the Secretary shall issue a membership card or other certificate of membership and shall enter the member's name on the Membership Roster. Dependent Associate members shall not be issued a card or certificate of membership nor shall their names be listed on the Membership Roster. The names of sponsors of Sponsored Associate members and of Designated Representatives of Group members shall be recorded on the Membership roster.

Section 7 - Posting of Membership Roster: The Secretary shall post an up-to-date copy of the membership Roster at a prominent place in the clubhouse prior to the 6th

month of the fiscal year.

Section 8 - Denial, Cancellation, Appeal and Resignation: The Board of Directors may, by a two-thirds vote, deny membership to an applicant or cancel the membership of any member for cause. The applicant or member may appeal the Board's action to the voting members of the Club at the next scheduled meeting. A majority vote shall be necessary to override the Board's action. Race, color, religion, national origin or sex shall not be a valid cause for denial or cancellation of membership. A member of the Club may resign at any time by giving written notice to the Secretary.

Section 9 - Transferability: Membership are not transferable with the exception that upon the death of a Full member, the surviving spouse and minor children shall retain Associate member status for the term of the decedent's membership. Associate member status of surviving children of deceased life members shall terminate on their 19th birthday.

ARTICLE IV - DIRECTORS AND OFFICERS

Section 1 - Number of Directors: The board of directors shall consist of nine (9) full members including the four (4) present officers, the immediate past president, and the directors elected from the membership at large, one of them being the Director of Student Affairs.

Section 2 - Officers: The officers of the club shall consist of a president, vice-president, a secretary and a treasurer.

Section 3 - Selection and Election: Prior to the Annual Meeting, the Board of Directors shall appoint a Nominating committee whose function shall be to nominate a slate of candidates for the offices of President, Vice-President, Secretary, Treasurer and vacancies on the Board of Directors. The Nominating committee shall attempt to select more than one candidate for each office. The Nominating committee shall present this list of candidates to the membership at the Annual Meeting at which time additional candidates may be nominated from the floor. In order to permit defeated candidates to stand for other offices separate elections shall be held for each office in the order: President, Vice-President, Secretary, Treasurer, Directors. These candidates receiving a plurality of the votes cast by the eligible voters attending the meeting shall be elected. The chairman of the Nominating committee shall supervise the counting of the votes. At the request of any member, the elections will be held by secret ballot. The new officers and directors will assume their duties at the conclusion of the Annual Meeting.

Section 4 - Absences: A director (or officer) missing two (2) consecutive board meetings, or three (3) board meetings in any 12- month period shall be considered as having tendered a resignation, except absences caused by extenuating circumstances as determined by a majority vote of the board of directors.

Section 5 - Vacancies: In the event of a vacancy in the office of President, the Vice-President shall assume charge of and exercise the duties of that office until the next

annual meeting. All other vacancies on the Board of Directors shall be filled by a vote of a majority of the remaining members of the board, said appointees to hold office until the next annual meeting at which time a successor or successors shall be elected in the usual manner to fill any unexpired terms.

If and when the office of Secretary or Treasurer becomes vacant, the President shall immediately cause the books and accounts to be reviewed by an appointee from the Board of Directors. Upon the appointee's recommendation and the approval of the Board the books and accounts and all funds and properties will be transferred to the successor. If deemed necessary, an audit may be called for.

Section 6 - Term of Office, Directors: Elected members of the Board of Directors shall consist of four (4) full members divided equally into two groups. The term of office is two years except initially two for one year and two for two years so that the term of each group shall be staggered. There are no restrictions on the number of terms a director may serve if reelected.

Section 7 - Term of Office, Officers: The term of office for officers shall be for one year. It is recommended that the President and Vice-President serve for no more than two consecutive terms.

ARTICLE V - DUTIES OF DIRECTORS

Section 1 - Authority: The property and lawful business of the Club shall be managed by the Board of Directors. The Board possesses the power and authority to direct the activities of the Club so that the purposes of the Club are met as defined in ARTICLE II, limited only by the Articles of Incorporation and these By-laws.

Section 2 - Meetings: The Board shall meet at least quarterly, or on the call of the President or a majority of the Board of Directors, for the purpose of carrying out the objectives of the Club.

Section 3 - Quorum: A majority of the Board members shall constitute a quorum (5 minimum). No regular, special or business meeting shall take place without a quorum present.

ARTICLES VI - DUTIES OF OFFICERS

Section 1 - President: The President shall be Chief Executive Officer of the Club and, subject to the control of the Board of Directors, shall have general charge of its affairs. He shall preside at all meetings of the Club and of the Board of Directors, and he shall have such other powers and duties as are incident to his office and not inconsistent with these By-Laws, or as at any time shall be assigned to him by the Board of Directors.

Section 2 - Vice-President: It shall be the duty of the Vice President to assist the President in the performance of the duties when called upon to do so by the President or the Board of Directors. In the event of the disability of the President or his absence from any place in which the business on hand is to be done, the Vice-

President shall have all the powers and perform all the duties of the President. He shall have such other powers and duties as may at any time be assigned him by the Board of Directors.

Section 3 - Secretary: It shall be the duty of the Secretary to supervise the recording of all proceedings of the meetings of the Club and the Board of Directors and to keep accurate records in permanent form of all the proceedings and business transactions. He shall keep a register of all the members of the Club, and location and names of the officers of said members, and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4 - Treasurer: The Treasurer shall keep full and accurate account of all receipts and disbursements and deposit all money, checks and other obligations to the credit of the Chassell Sportsmen's Club in such depository or depositories as may be designated by the Board of Directors. He shall disburse the funds of the Club only according to due authorization of the Board of Directors; and shall furnish security satisfactory to the Board of Directors in an amount fixed by the Board of Directors; and shall make a complete annual statement which shall, on determination of the Board of Directors, be verified by a certified public accountant, to be selected by the Board of Directors; and in addition, perform all other duties incident to the office of Treasurer subject to the control of the Board of Directors. He shall make such other reports and at such times as the Board of Directors may determine.

ARTICLE VII - REFERENDUM AND RECALL

Section 1 - Referendum: The membership may overrule decisions of the Board of Directors or Officers by a referendum procedure. The referendum procedure requires petition by a minimum of ten (10) full members stating the reason for the referendum to be presented to the Board of Directors who shall within 10 days have a special meeting for the purpose of the referendum vote. The secretary shall notify all full members of the meeting and the purpose of the meeting in writing at least 48 hours before the meeting. No vote may be taken without a quorum present which shall consist of 25% of the full membership. A two-thirds majority is required to overrule.

Section 2 - Recall: Recall of any officer or director shall be effected by the above procedure.

ARTICLE VIII - FINANCES

Section 1 - Fiscal Year: The fiscal year shall be the 12 months from the February meeting. (The Annual Meeting is the February meeting.)

Section 2 - Budget: Within the two months following the Annual Meeting the Board of Directors shall present to the membership a budget detailing estimated income and expenditures for the year.

Section 3 - Authorized Agents: Officers and their designated representatives are the

only members that may make expenditures. Non-budgeted expenditures above \$50.00 shall not be made without approval of the Board of Directors.

Section 4 - Loans: Any loan for a sum exceeding \$1000.00 or a loan increasing the total indebtedness of the Club above \$2500.00 shall require two-thirds approval at a meeting of a least 25% of the voting membership. The membership shall be notified individually at least 48 hours prior to the meeting. (Written notification.)

ARTICLE IX - AMENDMENTS

Section 1 - Procedure: Amendment to these by-laws may originate from the membership or the Board of Directors. Amendments originating from the membership must first be approved by a majority of the members at any regular scheduled meeting and referred in writing to the Board of Directors. The Board will review the amendment at its next regular meeting and prepare a draft of the amendment for ratification at the next regularly scheduled membership meeting.

Section 2 - Ratification: Amendments to these by-laws must be ratified by a two-thirds vote of the full members present at a meeting of 25% or more of the full members.