

Bylaws and Articles of Incorporation of the Conservation Club of Kenosha County, Inc.

(v2017)

ARTICLE FIRST - PURPOSES: The undersigned have associated, and do hereby associate themselves for the purpose of forming a corporation under chapter 181 of the Wisconsin Statutes. The corporation is organized exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended. In furtherance of and limited by the aforesaid purpose, the business of the corporation shall be for the preservation of game, game fish, birds and all natural resources; and the promotion and preservation of the shooting sports; to procure the enactment of conservation law ensuring a better protection and management of game, fish, birds and natural resources; to promote cooperation by education and publicly in the proper enforcement of game laws and to provide means and opportunity for closer unity and fellowship among sportsmen, nature lovers, and conservation-minded people. To promote and encourage the replenishing of our game coverts with game and the waters of our rivers and lakes with fish; to assist in the feeding and preservation of wild life in case of emergency and to carry on a campaign of education to acquaint the public with our state's conservation program and the desirability of protecting our wildlife; to hold real or personal property as may be necessary and convenient in carrying out the foregoing objectives or purposes; and to buy, sell, mortgage or lease real estate incidental to the carrying out of the aforesaid program. The aforementioned objectives and purposes shall be carried on primarily in the Count of Kenosha, State of Wisconsin.

ARTICLE SECOND - NAME: The name of said corporation shall be CONSERVATION CLUB OF KENOSHA COUNTY, INC. And its location shall be in the county of Kenosha, State of Wisconsin.

ARTICLE THIRD - NON STOCK CORPORATION: The corporation shall be non-stock and non-profit, and no dividend or pecuniary profit shall be declared to the membership thereof, it being fully understood that this corporation is formed solely for educational and benevolent purposes in nature and not for the purpose of profit, and that the funds resulting from memberships and such as may be donated to said organization or which may be secured through the activities of the organization shall be devoted solely to the program and purposes hereinbefore set forth, or in the acquisition of property, real or personal necessary and incidental in carrying out and promoting the programs of the organization. No part of the corporation's net earnings or assets shall accrue or inure to the benefit of any member or individual, either during the existence or upon dissolution of the Corporation. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Sections 501© (3) or (4) of the Internal Revenue code of 1986, as amended, or the corresponding provisions of any future tax code, or they shall be distributed to the federal government or state or local government for a public purpose. Any such assets not so disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) that are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE FOURTH - OFFICERS & DIRECTORS; MEETINGS: The general officers of the corporation shall consist of a president, vice president, secretary and treasurer. The board of directors shall include the four (4) general officers and twelve (12) other directors. The terms of said 12 directors shall each be four (4) years but shall be staggered so that three (3) directors shall be elected each year. The four general officers shall each be elected for a two (2) year term. Special meetings may be called from time to time in accordance with the by-laws. Officers elect and directors elect shall take office effective July 1 following the general election. Any action required or permitted to be taken at a director's or committee meeting may be taken without a meeting if the action is approved in writing, signed by not less than two thirds (2/3) of all directors or committee members, respectively.

OFFICERS ARTICLE FIFTH - HEAD RANGE: The by-laws may provide for head range officers to serve such duties as determined by the board of directors from time to time. Head range officers shall be nominated by the president or member of the board of directors and shall be subject to approval by the board of directors. Such head range officers shall serve only during the president's term. Head range officers may be removed at any time by either the president or by a vote of the board of directors. Head range officers shall not have voting rights at all meetings of the board of directors.

ARTICLE SIXTH - MEMBERS: The club shall have members. Membership shall be open to the general public. Eligibility and voting rights for members shall be established in the By-Laws.

ARTICLE SEVENTH - AMENDMENT OF ARTICLES: These articles may be amended by resolution setting forth such amendment or amendments adopted at any duly called meeting of the membership by a vote of at least 2/3 of all the members present at said meeting of said corporation, and provided approval thereof has been previously given at a general, special or monthly board of directors meeting of the corporation.

ARTICLE EIGHTH - REGISTERED AGENT: Name and address of the registered agent is as follows: The Registered Agent will be the sitting secretary, c/o Conservation Club of Kenosha County, Inc., 21001 - 85th Street, Bristol, WI 53104.

ARTICLE NINTH - MAILING ADDRESS: The mailing address of the Corporation's principal office is as follows: Conservation Club of Kenosha County, Inc., 21001 - 85th Street, Bristol, WI 53104.

Bylaws of the Conservation Club of Kenosha County, Inc.

(v2026)

ARTICLE 1 - MEETINGS:

Section 1. General Member Meetings. The annual meeting of the members shall be held at the principle office of the Conservation Club of Kenosha County, Inc. ("Club") on the third

Tuesday of every June, commencing at 7:30 p.m. Special meetings may be called at any time by the president or upon written request to the president or secretary by the greater of (i) ten (10) members of the club, or (ii) ten percent (10%) of the total members. All special meetings shall be held on the date and at a time and place as provided by notice. Elections of general officers and directors shall be held at the annual meeting, unless indicated by notice from the board of directors.

Section 2. Members' Quorum. Members present shall constitute a quorum at any General Member meeting with simple majority voting. However, at least one half (1/2) of the directors of the club must be present to constitute a quorum at any General Member meeting.

Section 3. Posting Annual Meeting Notice. Notice of the time and place of the holding of the annual members' meetings shall be printed on the membership card. The annual meeting is for members only.

Section 4. Directors' Meetings. Regular meetings of the Board of Directors shall be held monthly on a day and at a time and place designated by the Board from time to time. No advance notice shall be required for regular directors' meetings or committee meetings. At least one half (1/2) of the directors must be present to constitute a quorum at any board of director meetings. The president shall call a special meeting when requested by four (4) members of said board of directors.

Section 5 - Committee Meetings. Meetings of committee shall be held when called by the chairperson thereof, or the president of the club, or when requested by any four (4) members of the board of directors.

Section 6. Majority Approval. Approval of any decision shall be by a simple majority of the participants except whereas otherwise specified (whether membership, board of directors or another committee) at any meeting duly held and represented by the required quorum.

Section 7. Amount of Advance Notice. The annual meeting of the members may be held on or at a different day, time and/or place if notice thereof is given. Any notice relating to a meeting under these By-laws shall be considered timely if given in advance of the meeting date: In the case of a membership meeting, not less than ten (10) or more than sixty (60) days; and in the case of a directors' or committee meeting, not less than seven (7) days.

Section 8. Telephonic Meetings. Upon approval of the board of directors or committee holding a meeting, participation is allowed by any means of communication if either all participants may simultaneously hear each other during the meeting, or all communication during the meeting is immediately transmitted to each participant, and each participant is able to immediately send communications by all other participants. In addition, other forms of electronic polling are acceptable (i.e. texting, telephonic voice votes etc.) The vote taker is responsible to circulate a final vote tally to the board of directors in a timely manner.

Section 9. Action Without Meeting. Any action required or permitted to be taken at a directors' or committee meeting may be taken without a meeting if the action is approved in writing, signed by not less than two thirds (2/3) of all directors or committee members, respectively.

Section 10. Waiver of Notice. A member, director or committee member may waive a notice otherwise required if in a signed writing. A member, director or committee member's attendance at a participation in a meeting waives any required advance notice of such meeting.

ARTICLE II - Duties and Qualifications of Officers and Directors:

Section 1. Duties of Officers and Directors. All officers and directors shall hold office until their successors are elected and have taken office. The officers and directors shall have full charge and control of all business and affairs of the club, including the custody of its assets and expenditures thereof.

The board of directors shall determine the monthly expense limits of the head range officers and the club operations manager

Section 2. President. The principal duties of the president shall be to preside at all meetings of the board of directors and all meetings of said corporation. The president shall, at the close of his term, report upon the general operation of the club during the preceding year. The president shall be the corporation's chief executive officer and, subject to the board of directors' control, shall have the following additional duties and authority provided such do not conflict with the articles of incorporation or by-laws: supervise and manage the corporation's business; coordinate and supervise the work of its other officers (except the chairperson of the board) and employees, agents and other persons performing services for the club; have authority to sign, execute and deliver in the corporation's name all instruments either when specifically authorized by the board of directors or when required or deemed necessary or advisable by the president in the ordinary course of the corporation's business, and , in general, perform all duties incident to the office of the president and such other duties as from time to time may be assigned to him or her by the board of directors. The president shall have in addition hereto, all powers provided by the Wisconsin Statutes.

Section 3. Vice President. The vice-president shall perform the duties of the president in the absence of the latter or in a case of his/her in-ability to act.

Section 4. Secretary. The secretary shall keep minutes of the meetings and have charge of the records of the club and the board of directors, and to attend to correspondence concerning the affairs of the club, and shall perform such other duties as may be prescribed by the by-laws and as are incidental to the office.

Section 5. Treasurer. The treasurer shall help develop and use systems that reasonably assure that all of the club's receipts are deposited and accounted for, shall secure and retain competent evidential matter proving that expenditures are in accordance with directions by the

board prior to actually disbursing monies, and shall record all transactions in a manner conducive to producing complete, meaningful and timely financial reports. The treasurer shall present monthly financial reports to the Board and annual reports at the general meetings.

The board will select and contract with an independent accountant to help the treasurer perform his/her duties. Using information provided by the club's treasurer, the independent accountant will compile government-required reports and financial statements for the board in a professional manner, but will not be required to audit or guarantee that the reports or statements were prepared in accordance with generally accepted accounting principles. The independent accountant is expected to advise the board of actual or suspected problems relative to the club's financial performance, status or systems.

The club's fiscal year will begin on the first day of July each year and end on the last day of June in the following year.

Section 6. Qualifications. Any candidate for the office of president must have been a member for the previous five (5) years and must have served at least two (2) years as an elected officer or director of the club. No member shall be eligible for any other elective office prior to attainment of two (2) years of club membership at the time of the election. No junior member shall be eligible for any office, except in junior club activities.

Section 7. Head Range Officers. The following head range officers shall serve during the term of the president:

Air gun: At least (1) Head Range Officer
Archery: At least (1) Head Range Officer
Rifle: At least (1) Head Range Officer
Shotgun: At least (1) Head Range Officer
Wilderness: At least (1) Head Range Officer

Section 8. Committees. The president may establish committees of members as necessary. Such other committees shall serve at the pleasure of the president and may be assigned such purposes and responsibilities as determined by the president. The board of directors may change, repeal or modify decisions regarding such other committees.

Section 9. Other Duties. The board of directors may assign or delegate such duties to the president as it determines from time to time. The president's actions may be amended, modified or repeated by the board of directors.

ARTICLE III - Memberships:

Section 1. All persons, including listed spouses for family membership types, who shall have paid the membership fee required by this organization shall be members thereof and shall continue to be members thereof by payment of the annual dues of the organization. The board

of directors may approve work credits (e.g. for range officers) in lieu of future annual dues for persons who have completed at least one year of paid membership. All persons shall be duly qualified members and entitled to all privileges of the organization so long as said dues are kept paid and until such membership shall be revoked for nonpayment of dues or the member expelled for cause pursuant to the by-laws. In the case of expulsion of any member, the said member may upon receipt of notice of expulsion have a hearing before the board of directors to show cause of why expulsion should not be made final.

Section 2. Each application for membership in this club shall be accompanied by a membership and administration fee, if applicable, for each type of membership as determined by the board of directors at the date of application. The administration fee shall be a one-time fee as long as membership dues are not delinquent beyond 60 days of the renewal date. Each membership shall date for the time period that the application is signed.

A.Regular annual membership shall include only the 21 years and over applicant.

B.Regular annual family membership shall include the 21 years and over applicant, his or her spouse, and all of their children who have not yet reached their 21st birthday, providing the applicant lists the spouse and children.

C.Senior annual family membership shall include only the 62 years and over applicant.

D.Senior annual family membership shall include the 62 years and over applicant, his or her spouse and all of their children who have not yet reached their 21st birthday, providing the applicant lists the spouse and children.

E.Regular three-year individual membership shall include only the 21 years and over applicant.

F.Regular three-year family membership shall include the 21 years and over applicant, his or her spouse, and all of their children who have not yet reached their 21st birthday, providing the applicant lists the spouse and children.

G.Life individual membership shall include only the over 21 years and older applicant.

H.Life family membership shall include the applicant, his or her spouse, and all of their children who have not yet reached their 21st birthday, providing the applicant lists the spouse and children.

I.Junior membership shall include only the 20-year-old or younger applicant provided his or her membership is in conjunction with a parental or guardian membership. Junior members shall not have voting privileges.

Section 4. All officers, board members and head range officers shall become delinquent and removed from office after thirty (30) days after final notification for nonpayment of dues when due.

Section 5. The board of directors has the option to reject membership to any applicant, by a majority vote in an executive session.

ARTICLE IV - Suspensions and Expulsion:

Section 1. For the nonpayment of dues, or for good cause shown, or upon the written complaint of three or more members addressed to the board of directors, or upon recommendation of the board of directors, any member may be suspended or expelled and banned from club membership and property, by a majority vote of the members present at any members or board of directors meeting of the club. The term “good cause” means actual or potential harm or adverse effect on the club, which determination shall be at the sole discretion of the directors. The member under accusation shall have the right to appear before the board of directors, to defend himself or herself at such time and place as determined by the board of directors.

Section 2. In addition to article IV, section 1, any officer or director, or head range officer, who fails to fully perform his or her duty, as determined by the board of directors, or has three (3) unexcused absences from regular meetings during any fiscal year, shall be removed from office. Such office shall be declared vacant, and the president shall nominate an eligible member to fill such vacancy, to be approved by the board of directors and serve the remainder of the term.

ARTICLE V - Voting Rights and Privileges of members:

While in good standing, all adult members of the club shall have the same privileges at meetings at the club. With the exception of junior members, all duly qualified members, including listed spouses for family membership types, shall have equal voting privileges at meetings of the members.

ARTICLE VI - Order of business:

Section 1. The following shall form a part of the order of business

And procedure at meetings of the club:

1. Call to order.
2. Roll call of officers, directors, head range officers and club employees as applicable.
3. Review of the minutes of previous meeting, of the current type, and all subsequent meetings.
4. Correspondence/ Correspondence/ Communications
5. Officers reports
6. Reports of head range officers
7. Old business
8. New business
9. Adjournment

Section 2. Robert’s rules of order shall be the guide for conducting members’ and directors’ meetings, so long as they are consistent with the articles of incorporation and by-laws of the club.