

CONSTITUTION

ARTICLE 1 – NAME AND OBJECTIVES

Section 1 – Name

The name of this organization shall be known as “The Lake Linden-Hubbell Sportsmen’s Association, Incorporated”, (hereinafter referred to on the following pages as the “Club”).

Section 2 – Objectives

The objectives of this Club shall be to further and advance the cause of conservation in all its phases; to perpetuate and conserve fish, game, mineral, soil, water, air and forest resources; to assist the Michigan Department of Natural Resources in their aim at education of the public concerning conservation, assisting in the enforcement of the laws of conservation and the perpetuation of our natural resources that this generation and posterity may receive maximum benefit from same; to educate the public to appreciate and demand higher ideals regarding conservation of our God-given right to clean air and fresh water; to foster and demand scientific research in fields of conservation; to promote and advance institutions of higher learning for research which may lead to a better world for man and animal alike.

ARTICLE 2 – MEMBERSHIP REQUIREMENTS

Section 1 – Qualifications

Membership into this Club shall be open to persons interested in the conservation of our natural resources and who are of good moral character. Members in good standing shall be those who, having satisfied the requirements of the laws of this Club, are contributing to the financial support of the Club and are assisting in the payments of all current obligations.

Section 2 – Representation

Members who have met all of the above qualifications are invited to attend Club meetings and functions; they may have privilege of the floor at any meeting with the provision that they conduct themselves in accordance with the rules relating to such procedure; no voting member (see Section 4 Article 2) in good standing shall be discriminated against by having his right to hold office or vote denied or abridged.

Section 3 – Restrictions

Membership will not be accepted or continued of any person having been convicted of a serious game or fish violation except that this conviction appear contradictory in the eyes of the majority of the membership at which time the matter will be subjected to the discrimination of the Board of Directors for their disposition.

Section 4 – Classifications of Membership

This Club shall possess four (4) general classes of membership:

- A. Regular members shall consist of those persons age eighteen (18) through sixty-four (64) meeting all qualifications as set forth previously in this Article.
- B. Senior members shall consist of those persons greater than or equal to age sixty-five (65) meeting all qualifications as set forth previously in this Article.

- C. Junior members shall consist of those persons less than age eighteen (18) meeting all qualifications as set forth previously in this Article. Junior members shall have no voting power and are prohibited from holding office in this Club.
- D. Honorary members shall consist of such persons, not construed to be regular, senior or, junior members of this Club, who have, at the discrimination of the voting membership, been deserving of membership as an honor or distinction. Honorary members shall have no voting power and are prohibited from holding office in this Club.

Section 5 – Resignation

A member may resign with verbal or written notice. Officer resignation is requested in writing.

ARTICLE 3 – AMENDMENTS OF THE CONSTITUTION

Amendments are subject to the following clauses:

- A. Amendments shall be presented at a regular meeting, discussed, and then tabled until the next regular meeting.
- B. At the following regular meeting the amendment shall again be discussed, voted upon and either accepted or rejected. A quorum (see Section 4 Article 2 of bylaws) must be present for a valid vote. An accepted amendment requires a two-thirds (2/3) positive vote of voting members present.
- C. The amendment shall be adopted and placed into force at the third (3) regular meeting provided that it has been accepted and approved at the preceding meeting.
- D. A minimum time limitation of three (3) regular meetings will be required between presentation and adoption of any and all amendments.

BY-LAWS

ARTICLE 1 – OFFICERS AND THEIR DUTIES

Section 1 – Officials

The officers of this Club shall consist of: President, Vice-President, Secretary, Executive Director, Treasurer, Membership Recorder, and four (4) Directors. This slate of ten (10) officials shall be adhered to with all possible zest. Each officer, with the exception of the Executive Director, will be voted in to a two (2) year term. The offices of President, Secretary, and two (2) Directors will be up for election in odd numbered years. The offices of Vice President, Treasurer, Membership Recorder, and two (2) Directors will be up for election in even numbered years. The President is term limited to two (2) consecutive terms. All others have no limitations on terms.

Section 2 – President

The President shall be the executive head of the Club and shall preside over its meetings; he shall have power to call special meetings when he considers them necessary; he shall see that the officers of this Club discharge their duties faithfully, impartially, accurately and promptly; he shall enforce strict observance of the laws and policies of the Club; he shall decide points of order; he shall have power to appoint any officers or committees not provided for by the By-Laws of the Club or by other laws of the Club; and he shall have authority to preside over any committee of the Club if he so desires. He shall not be entitled to vote within the Club except in the event of a tie vote. He shall have such further powers and duties as may be prescribed by the laws of the Club.

Section 3 – Vice-President

The Vice-President shall assist the President in the performance of his duties and in the absence of the President shall succeed to his powers and duties in all phases. He shall have such further powers and duties as may be prescribed by the laws of the Club.

Section 4 – Secretary

The Secretary shall keep accurate and complete minutes of the Club; he shall be custodian of all records, files and documents of the Club (other than those records normally kept by the Treasurer); he shall be responsible for the general correspondence of the Club; he shall supply such reports as may be requested of him by Club officials within five (5) days from the receipt of such request; he shall have such further powers and duties as may be prescribed by the laws of the Club. In the event of the absence of the President, Vice-President and Executive Director occurring simultaneously at a meeting, it shall become the duty of the Secretary to assume all duties and powers of the President.

Section 5 – Executive Director

The Executive Director shall automatically assume such title at the conclusion of his tenure as Club President and shall remain as Director until relieved through succeeding similar action. He shall assist each of the current officers in the performance of their duties and advise and counsel on all Club matters when so requested; he shall be Chairman of the Board of Directors; it shall become his obligation to enforce laws concerning the consumption of alcoholic beverages on Club property with special emphasis on the policing of the underage members of the Club; he shall enlist the aid of all Club members to assist him in the enforcement of the provision concerning underage members. In the event of the demise, or any other loss of an Executive Director, such position will remain vacant until filled in the normal manner. In the interim, his duties and powers shall be assumed by the President.

Section 6 – Treasurer

The Treasurer shall properly maintain an accounting system for the Club and shall keep an accurate account of all monies received and expended and shall make expenditures only upon written authorization of the President of the Club; his books shall, at all times, be open to inspection and examination; he shall deposit all monies in the name of and to the credit of the Club; he shall accept such monies as may be turned over to him by the Membership Recorder and present a receipt for same to said Membership Recorder; he shall also accept such other monies as may be turned over to him from committees who have been involved in financial matters; he shall make a complete financial report to the Club at each regular meeting and such report shall consist of Club business which has ended thirty (30) days prior the date of his report whenever possible; he shall perform such other duties ordinarily pertaining to his office as prescribed by the laws of the Club.

Section 7 – Membership Recorder

The Membership Recorder shall collect all membership dues and maintain an accurate and complete list of those activities; he shall maintain and post a current list of all members which shall display to all members the status of individual members regarding their payment of dues and their eligibility to vote on Club matters; he shall have the aforementioned list current and available at all regular meetings; he shall be required to furnish officers of the Club with duplicates of the aforementioned list for their personal use; he shall be required to notify all members, in writing, when dues become payable or when such dues are in arrears; he shall compile a current list of sick or injured members of the Club and, if the illness or accident results in hospitalization of such member, he shall then be empowered to send cards and/or letters representative of the condolences of the Club and appropriate to the occasion; he shall maintain close contact with obituary notices and, in the event of the demise of a member, he shall be required to contact a minimum of two (2) members of the Board of Directors for their counsel and advice regarding the type of sympathy expression which will best represent the Club and whatever expenses may be incurred in the matter. (Following the reached disposition, the Membership Recorder will then dispatch with all haste the results of that disposition). He shall submit any and all dues monies to the Treasurer at the conclusion of the business portion of the Club's regular meetings and shall demand and obtain a receipt for such exchange from the Treasurer. He shall have such further powers and duties as may be prescribed by the laws of the Club.

Section 8 – The Board of Directors

The Board of Directors shall consist of five (5) persons; four (4) of those five (5) being members in good standing, duly nominated, elected through a majority vote of the membership and who have agreed to accept the responsibilities of such office. The fifth (5) member of the Board shall be the Club's Executive Director who shall be Chairman of the Board. The Board shall be representative of the membership in all closed meetings and shall be responsible to the membership for their actions; they shall be consulted on certain matters of business for the Club as prescribed in the By-Laws; they shall be authorized to make such purchases and expenditures as they shall believe necessary for the maintenance and welfare of the Club provided, however, that such expenditures shall not exceed the sum of one hundred dollars (\$100.00) between regular meetings; they shall be eligible to conduct all other Club business not otherwise provided for in the Constitution or By-Laws of the Club.

Section 9 – Tenure of Office

Unless any official of the Club be found guilty of malfeasance of office, or convicted for any offense against conservation, or found to be in violation of any of the laws and/or By-Laws of the

Club, or through his own desire requests termination of his official capacity, or is stricken by serious illness which would hamper or impair the conduct of his office, or such officer be taken by death, he shall be eligible to maintain his official standing within the Club until such time as the membership prefers to relieve him of his duties through a duly constituted election and a determination made through majority vote.

ARTICLE 2 – MEETINGS

Section 1 – Annual and Regular Meetings

Club meetings shall consist of a minimum of twelve (12) regular meetings per year. These regular meetings shall commence with the Annual Meeting in the month of January at which time officers for the year will be elected and assume their duties. Regular meetings shall convene on the last Thursday of each succeeding month excepting that such meetings may have their dates changed if they should conflict with dates of National Importance, cause unnecessary hardship to the membership, or are altered by popular vote of the membership. It shall be desirable for the Club to convene as many meetings as possible at the Club's own facilities.

A. Notifying Out-of-Town Members

Members of this Club who are not considered to be local residents are to be notified by mail, or any other convenient means, whenever the Club presents a special function. This duty shall be assumed by the Membership Recorder.

Section 2 – Special Meetings

Special meetings of the Club may be called by the President or by the Board of Directors provided, however, that notice of such meeting be given to interested persons at least five (5) days prior to convening; that date, time, place and purpose be furnished, and providing that such meeting will not conflict or supercede a regular meeting or fall on any date of an event or function properly and formally agreed upon by previous popular vote of the membership. Nothing shall occur at any special meeting that is not consistent with the laws and/or the By-Laws of the Club.

Section 3 – Postponement of Meetings

The Board of Directors shall be responsible for the postponement of any regular meeting; they shall state the reasoning for such postponement at the preceding meeting or, in the event this is not possible, they shall assume such responsibility as may become necessary to notify each member through telephone calls, postcards, newspapers, radio, etc., that such meeting has been cancelled and state the reason for cancellation. Members who cannot be reached through use of what would normally be termed the distance covered by a local phone call may be excluded from the notification commitment of the Board of Directors.

Section 4 – Quorum

At any regular meeting of the Club a quorum will consist of a minimum of six (6) officers and twelve (12) members in good standing. No business in behalf of the Club will be construed to be completed unless such restrictions be adhered to.

ARTICLE 3 – DUES

Section 1 – Dues

Monetary consideration of Club dues will be discussed and either approved or disapproved only during the first six (6) months of any calendar year. Changes will be subject to the clause noted in Section 2 of Article 5 of the Constitution except that they will not become effective prior to the November meeting.

Section 2 – Payment Dates for Dues

New members may be admitted to the Club by payment of dues at any time. However, new members paying dues prior to the November meeting will be considered a member for the year in which he has paid and dues will become payable and will expire along with the regular membership. If the new member desires to join the Club for the first time, and if such dues are paid in the months of November and December, he will then be entitled to enjoy the benefit of one or two extra months of membership for that payment of dues in November or December which will register him for the following year. Previously registered members will be required to make dues payments from that period of time elapsed between the regular December meeting and the regular meeting in February. No provisions shall be entered for the prepayment of any dues. Dues must be paid for the current year only, or for any dues that may be in arrears.

Section 3 – Forfeiture of Membership

Any member not having paid dues by the May meeting shall be considered in arrears and his membership forfeited as well as all rights and privileges until such payments shall be registered with the Club. This rule may be waived for members not normally construed to be permanent residents of the area.

ARTICLE 4 – ELECTIONS

Section 1 – General Elections

General elections for offices in this Club shall be held at the Annual Meeting in the month of January of each year. (See Section 1 of Article 2 of the By-Laws). Elections shall be conducted under the following procedure:

- A. A nominating committee, consisting of not more than three (3) members in good standing, will be delegated by the President.
- B. Such delegation, as mentioned in subsection A above, will be delegated at the regular November meeting each year.
- C. The nominating committee shall nominate a full slate of officers (see Section 1 of Article 1 of the By-Laws) with the exception of the post of Executive Director which requires no vote. (See Section 5 of Article 1 of the By-Laws).
- D. No nominee shall be placed on the nomination slate without his personal approval and it shall become the duty of the nominating committee to approach the nominee and to consult him as to his opinions prior to a final selection for such office as may be in question.
- E. Any number of nominees may be selected by the nominating committee.
- F. Nominations may also be accepted from the floor prior to the closing of nominations at the January meeting.
- G. In the event that more than one (1) nominee is selected for any given office it shall become mandatory for the membership to elect such nominees through use of a secret ballot. In the event that only one (1) nominee is nominated for any given office, such nominee may be elected by use of a voice or hand vote from the floor.

- H. In the election of Club officers, the member receiving the majority of votes for the office in question shall be declared the elected official for the term. No duly elected officer of the Club shall be considered to be on probation and will immediately assume full duties and responsibilities of his office. It shall be the duty of new officers to secure from former officers all data and records pertaining to the conduct of their offices together with such instructions and advice as will enable them to perform the duties and responsibilities of their various offices satisfactorily.

Section 2 – Voting Power

Only members of this Club who are in good standing shall possess the right to vote. Honorary and junior members shall possess no voting power.

ARTICLE 5 – COMMITTEE STANDINGS WITHIN THE CLUB

Section 1 – Standing Committees

The standing committees within this Club shall consist of: Board of Directors, Building (or House) Committee, and Refreshment Committee.

Section 2 – The Board of Directors

The Board of Directors shall be responsible for the general management and welfare of the Club during the interim between regular Club meetings. It shall consist of the four (4) Directors and the Club Executive Director. The Executive Director shall be the Chairman of the Board. (See Section 8 of Article 1 of the By-Laws).

Section 3 – Building (or House) Committee

The Building Committee shall be responsible for the maintenance, appearance, improvements and construction of and for the Club. They shall be responsible for the leasing of any of the Club's facilities and collection of any monies in that regard. They shall be automatically allocated the sum of twenty-five dollars (\$25.00) between regular meetings for Club improvements without further request from the Board of Directors. Nothing may be moved into, removed from or installed on Club facilities without their permission. This committee shall consist of a Chairman, delegated by the Club President, and any number of members as the Chairman deems necessary to accomplish an objective. The Chairman shall be responsible for recruiting his own committee members and will be responsible for their actions and duties.

Section 4 – Refreshment Committee

The Refreshment Committee shall be responsible for the purchasing, storing, stocking and distribution of products at the Club's refreshment facility. They shall be responsible for the proper operation of such facility and maintain such facility in clean and orderly repair. They shall assume the obligation of collecting fees for the distribution of the various products they dispense and shall turn over such fees to the Treasurer at the conclusion of business hours. This committee shall consist of a Chairman, delegated by the Club President, who will recruit any number of members to assist him in the proper operation of the facility and who will be responsible for their actions and duties, and who will operate the facility properly during any circumstance.

Section 5 – Other Committees

Committees for all other functions, and apart from those mentioned in Sections 2, 3 and 4 of Article 5 of the By-Laws, will be delegated by the President as the occasion arises.

ARTICLE 6 – VACANCIES

Section 1 – Officers

- A. Any officer of this Club who may be proved negligent, incapable or untrustworthy in the performance of his duties; or persistently neglects the duties of his office; or who is convicted of crimes against conservation; or who fails in his financial obligations to the Club without legitimate cause; or who unwillingly serves in his capacity of office shall be deemed incompetent and his position of office shall be declared vacant.
- B. A vacancy may also be declared in the event of serious illness or death while such affected officials are in office.
- C. Exception to subsection B. Not applicable to office of Executive Director. (See Section 5 of Article 1 of the By-Laws).

Section 2 – Suspension of General Membership

Any member of this Club may be suspended should he be found guilty of any act detrimental to the Club, or by being convicted of breaking the laws of the Club or the laws of society which may pertain to the aims and objectives of the Club, or by being negligent in his financial obligations to the Club without legitimate cause.

Section 3 – Method for Notification of Suspension

Any officer or member of this Club found to be in violation (as described in Sections 1 and 2 of this Article) shall be notified of such violation and of such penalties as may have been invoked during consideration of his case by the Board of Directors, by registered letter with return receipt requested. Said letter of notification to be signed by each of the members of the Board of Directors.

Section 4 – Appeals

Applications for reinstatement of any suspended officer or member shall be subject to review by the Board of Directors and their decision will become final. No suspended officer or member may make application for reinstatement within one year of the date of suspension. Applications for reinstatement shall be made in writing and shall be subject to review by the Board of Directors pending their disposition.

Section 5 – Filling Vacancies

Offices vacated through actions as described in Section 1 of this Article may be filled by popular vote of the membership or by unanimous approval of the Board of Directors. (Not applicable to Office of Executive Director. See Section 5 of Article 1 of the By-Laws).

ARTICLE 7 – AMENDMENTS

By-Laws, or any section thereof, may be amended at any regular meeting of the Club with the provision that a quorum be present. (See Quorum, Section 4 of Article 2 of the By-Laws).

**Conflict of Interest Policy for the
Lake Linden Hubbell Sportsmen's Association, Inc.**

The purpose of the following policy and procedures is to complement the Club's bylaws to prevent the personal interest of staff members, board members, and volunteers from interfering with the performance of their duties to the Club, or result in personal financial, professional, or political gain on the part of such persons at the expense of the Club or its Members, supporters, and other stakeholders.

Definitions: Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers, and board members of the Club.

POLICY AND PRACTICES

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
 - a. A board member is related to another board member or staff member by blood, marriage or domestic partnership.
 - b. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
 - c. A board member or their organization stands to benefit from a transaction or staff member of such organization receives payment for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
 - d. A board member's organization receives grant funding from the Club.
 - e. A board member or staff member is a member of the governing body of a contributor to the Club.
 - f. A volunteer working on behalf of the Club who meets any of the situations or criteria listed above.
2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect the Club's best interests. Both votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum provided that at least one consenting director is disinterested.
3. A Board member or Committee member who is formally considering employment with the Club must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. A Board member or Committee member who is formally considering employment with the Club must submit a written request for a temporary leave of absence to the Secretary of the Club indicating the time period of the leave. The Secretary will inform the Executive Director of such a request. The Executive Director will bring the request to the Board of Directors for action. The request and any action taken shall be reflected in the official minutes of the Club meeting.

4. An interested Board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.
5. Anyone in a position to make decisions about spending the Club's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
6. A copy of this policy shall be given to all Board members, staff members, volunteers or other key stakeholders upon commencement of such person's relationship with the Club or at the official adoption of stated policy. Each board member, officer, staff member, and volunteer shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
7. This policy and disclosure form must be filed annually by all specified parties.