

Fountain
Lake
Sportsmens
Club Inc.
Bylaws

2011

This document contains the official Bylaws of the Fountain Lake Sportsmens Club Inc.

Revision 1





Bylaws of the Fountain Lake Sportsmens Club, Inc

Effective January 1, 2011

Offices

1. The Registered and Principal Office of the corporation is 824 Jefferson Ave. Albert Lea, MN 56007

Seal

2. The corporate seal of this corporation is hereby adopted in accordance with the following impression
3. All meetings of the members shall be held in Freeborn County, MN, at such place as may be determined by the board of directors and designated in the notice calling the same.
4. The Fountain lake Sportsmens Club meets the first Tuesday of the month at 7:00 PM. An annual '*State of the Club*' address shall be given followed by the swearing in of the new officers at the first meeting in January of each year. Additionally the Officers shall conduct quarterly meetings at such time set forth by the President. Further the entire board will convene three (3) times per year once in January within 15 days of new officers being sworn in, once in June and once in November. These meetings are separate from the normal club meeting and are only open to officers and board members.
5. Two-Thirds (2/3) of the members shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by law, by certificate of incorporation, or by these Bylaws.
6. At each meeting of the members, every member having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such member and bearing a date not more than eleven (11) months prior to said meeting, unless such instrument provides for a longer period. Each member of record, or his legal representative, shall be entitled at any meeting of the members of the corporation to one vote, and no member shall be entitled to more than one vote. The vote for directors and upon demand of any members, the vote upon any question before the meeting, shall be by ballot. All elections shall be had and all questions decided by plurality vote.

7. A complete list of the members entitled to vote at the ensuing election, arranged in alphabetical order with the residence of each, shall be prepared by the secretary and filed in the principal office of the corporation at least 10 days before every election and during the whole time of the election, be open to examination of any member.
8. Special meetings of members, for any purpose, or purposes, unless otherwise prescribed by statute, may be called, and shall be called by the president or secretary at the request in writing or electronic means such as telephone or answering machine message, voicemail, email, text message or other not as yet defined electronic message of members entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.
9. Business transacted at all special meetings shall be confined to the objects stated in the call.
10. Notification of any special meetings will be made as early as possible to allow as many members to attend as possible. Notification will be made by means compliant with Article 8 of this document.

Directors

11. The entire board of directors shall consist of 10 persons, all of whom shall be of legal age. The makeup of the board of directors shall consist of the following: The four (4) primary officers (President, Vice President, Secretary, and Treasurer) and six (6) from general membership. The property and business of this corporation shall be managed by its' board of directors. Officers and directors shall be elected by ballot for a period of two (2) years. Nominations for the officers and directors shall take place at the November meeting with elections to be held at the December meeting. Nominations for a position may be made by any member in good standing. The person being nominated must also be a member in good standing. New officers and directors will be sworn in at the annual meeting held in January of the following year.
12. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the board may exercise all such powers of the corporation and do all such lawful acts and things as are not set by statute or by the certificate of incorporation or by these Bylaws directed or required to be exercised or done by the members.

Committees

13. The board of directors may, by resolution or resolutions, passed by a majority of the whole board, designate one or more standing committees, which, to the extent provided in said resolution or resolutions, shall have and may exercise the powers of the board of directors in the management of the business policies and affairs of the corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors.
14. The committees shall keep regular minutes of their proceedings and report the same to the board when required.

Compensation of Directors

15. Directors, as such, shall not receive any stated salary for their services, provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

16. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Meetings of the Board

17. The newly elected board may meet at such place and time as shall be fixed by the vote of the members at the annual meeting, for the purpose of organization or otherwise, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting; provided a majority of the whole board shall be present; or they meet at such place and time as shall be fixed by the consent in writing of all directors.
18. Regular meetings of the board may be held without notice at such time and place as shall, from time to time, be determined by the board.
19. Special meetings of the board may be called by the president on one days' notice to each director, either personally, by mail, or electronic means such as telephone or answering machine message, voicemail, email, text message or other as not yet defined electronic method; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two (2) directors.
20. At all meetings of the board a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation or by these Bylaws.

Officers

21. The officers of the corporation shall be nominated and elected by the stakeholders of the corporation. All members in good standing are stakeholders in the corporation. Nominations shall take place at the November meeting with elections taking place at the December meeting. Officers will be sworn in at the annual meeting in January of the following year. The newly elected officers will preside over the meeting with the reporting given by the previous terms officers.
22. Eliminated by the amendment to Article 11 of this document.
23. The board may appoint any such other officers, and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as, shall be determined from time to time by the board.
24. The salaries of all officers and agents of the corporation shall be fixed by the board of directors.
25. The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the whole board of directors. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole board of directors.

The President

26. The president shall be the chief executive officer of the corporation; shall preside at all meetings of the members and directors; shall have general and active management of the business of the corporation; and shall see that all orders and resolutions of the board are carried into effect.
27. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation.
28. He shall be ex officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

Vice President

29. The vice president, shall perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors shall prescribe.

The Secretary

30. The secretary shall attend all sessions of the board and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the members and of the board of directors, and shall perform other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall keep in safe custody the seal of the corporation, and when authorized by the board, affix the same to any instrument requiring it, and when so affixed it shall be attested by his signature or by the signature of the treasurer.

The Treasurer

31. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys, and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the board of directors.
32. He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meetings of the board or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation.
33. Repealed by Vote October 5,2010

Vacancies

34. If the office of any director or directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the remaining directors, though less than a quorum, shall choose a successor or successors, who shall hold the unexpired term and until a successor or successors have been duly elected, unless sooner displaced.

Duties of Officers may be delegated

35. In case of any absence of any officers of the corporation, or for any other reason that the board may deem sufficient, the board may delegate for the time being, the power or duties, or any item of them, of such officer to any other officer, or to any other director, provided a majority of the entire board concurs therein.

Certificate of Membership

36. No membership shall be transferable or assignable and no assignee or transferee thereof, whether by operation of law or otherwise, shall be entitled to membership in the corporation or any other rights in the corporation or its property. Any member who fails to comply with the requirements of the bylaws, articles of incorporation or rules and regulations made pursuant thereto, or fails to pay any annual membership fee or assessment, general or special, shall, if the board of directors by two-thirds vote so determine, forfeit his membership and any and all rights in the corporation or any property rights or other interests therein. In the event of the demise of a member of this corporation, membership shall be cancelled forthwith and the membership forfeited to the corporation without any further action of the deceased or his estate.

Membership Dues and Assessments

37. Membership dues to the Fountain Lake Sportsmens Club are as follows:
Individual - \$7.00 per year
Family - \$10.00 per year
Annual membership is in effect from January first (1st) to December thirty-first (31st)
Memberships purchased for new members at the annual county fair and after (approximately the first week of August) are paid for the current year and the following year pursuant to a vote which took place in September of 2009.

Registered Members

38. The corporation shall be entitled to treat the holder of record of any membership as the holder in fact thereof and accordingly shall not be bound to recognize any equitable or other claim or to interest in such membership on the part of any other person, whether or not it shall have express or other notice thereof.

Lost Certificate

39. In case any certificate representing membership in the company is mutilated, lost, stolen, or destroyed, the board of directors may, in its discretion, cause a new certificate to be issued to the owner thereof on surrender of the mutilated certificate, on satisfactory proof of loss, theft, or destruction and deposit of indemnity by way of bond or otherwise, in such form and amount and with such sureties or securities as the board of directors may require to indemnify the company against loss or claim which may arise by reason of issue of a certificate in place of the missing one; but the board of directors may, in its discretion, refuse to issue such new certificate, save on order of some court having jurisdiction in such matters.

Inspection of Books

40. The directors shall determine from time to time whether, and, if allowed, when, and under what conditions and Regulations the accounts and books of the corporation (except such as may be by statute specifically open to inspection) or any of them shall be open to the inspection of the members, and the members' rights in this respect are and shall be restricted and limited accordingly.

Checks

41. All checks or demands for money and notes of the corporation shall be signed for by such officer or officers as the board of directors may, from time to time, designate.

Fiscal Year

42. The fiscal year shall end the thirty-first (31st) day of December in each year.

Dividends

43. No dividends shall be issued with reference to any membership.

Directors Annual Statement

44. The board of directors shall present at each annual meeting and when called for by vote of the members at any special meeting of the members a full and clear statement of the business and condition of the corporation.

Notices

45. Whenever under the provisions of these Bylaws, notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the post office or letter-box, in a postpaid sealed wrapper, addressed to such member, officer or director at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed. Any member, director or officer may waive any notice required to be given under these Bylaws.

Amendments

46. Amendments of Articles - The board of directors shall propose the amendments of the articles by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members. Notice of the meeting of the members stating the purpose shall be given to each member entitled to vote on the proposed amendment and to each officer and director regardless of his voting rights. When a majority of the members voting have approved the proposed amendment, it is adopted.

Amendment of Bylaws - (a) The board of directors may propose amendments to the Bylaws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members; or (b) any five members may set forth a proposed amendment by petition by them subscribed, which petition shall be filed with the secretary of the corporation. Notice of the meeting of the members stating the purpose, including the proposed amendment, shall be given to each member entitled to vote on the proposed amendment, and to each officer and director regardless of his voting rights. If notice required by this clause has been given, the proposed amendment may be adopted at any meeting of the members. When a majority of the members voting have approved a proposed amendment, it is adopted.

Expenditures

47. All expenditures other than normal operating expenditures which exceed \$250.00 must have the approval of two – thirds (2/3) of the members at any regular meeting of the corporation. Notification of the proposed expenditures will be given in a manner compliant with Article 8 of this document. Any item of normal operating expense which exceeds \$250.00 must be authorized by the board of directors at any regular or special meeting or through the use of telephone or email.

Director and Officer Liability Clause

48. Each and every director and officer of the corporation now, or hereafter, serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such a director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such a director or officer and the corporation shall reimburse such person for all legal expense reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct. If any such director or officer shall be sued or subjected to any type of claim, he shall immediately notify the corporation and shall cooperate fully with the corporation in defending against such claim or lawsuit.

49. The forgoing Bylaws were duly adopted at a meeting of the board of directors of said corporation, duly called, at which all of the directors were present, held on the Fourth (4th) day of January 2011.

Secretary