**DOWAGIAC**

**CONSERVATION**

**CLUB**

Founded 1947

REVISED BYLAWS MARCH 8, 2021

DCC = DOWAGIAC CONSERVATION CLUB

MUCC = MICHIGAN UNITED CONSERVATION CLUBS

**ARTICLE I.**

**NAME AND PURPOSE**

**Section 1. Name and Structure.** The name of this organization, a Nonprofit Corporation of the State of Michigan, shall be the **DOWAGIAC CONSERVATION CLUB (DCC).**

**Section 2. Purpose, Objectives and Organization.**

 **(A). Purpose and Objectives.** The purpose and objectives of this organization are to advance the cause of conservation in all of its phases, to stimulate interest in and conserve the fish, game, soil, water, and forest resources, to promote sound management of the natural resources and natural environment of Michigan, and to promote sportsmanship, boating safety, hunter safety and gun safety education, and to be non-political and non-sectarian.

 **(B). Organization.** The organization shall be operated on a non-profit basis for charitable, scientific and educational purposes within the meaning of Section 501(c)( 3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws. In furtherance of these purposes and subject to the limitations expressed in these Bylaws, the Corporation may engage in any lawful activity including the receipt and administration of funds for these purposes.

**ARTICLE II.**

**MEMBERSHIP**

**Section 1. Qualification.** Membership shall be open to all who subscribe to the purposes and objectives of the Corporation and are citizens of good repute.

 **(A). Eligibility.** Eligibility shall be determined by the Board of Directors upon receipt of an application and first year's dues.

 **(B). Denial of Eligibility.** Reasons for denial of eligibility include, but are not limited to, any individual or member of a group who advocates the use of violence against any individual, organization or entity.

**ARTICLE II. (continued)**

 **(C). Appeal.** Eligibility of any individual may be appealed to the Board of Directors providing that such an appeal is accompanied by a petition signed by not less than twenty-five (25) members in good standing requesting that the Board of Directors hear said appeal. The decision of the Board of Directors in such cases shall be final.

**Section 2. Individual Members.**

 **(A). Annual Membership.** Any person eighteen (18) years of age or older shall be eligible for Annual Membership. Annual Members are required to be MUCC (Michigan United Conservation Clubs) members and pay dues charged by the MUCC. The spouse of an Annual or Life Member, who wishes to become a member, shall not be required to be an MUCC member.

 **(B). Junior Membership.** Any person seventeen (17) years of age or less as of the date the application is received by DCC is eligible for Junior Membership. Junior members have no voting rights.

 **(C). Life Membership.** Annual Members in good standing for not less than two (2) years are eligible for Life Membership. For a new Life Membership, after January 22, 2002, at least one member of a household holding a Life Membership shall pay MUCC annual dues as charged by the MUCC.

**Section 3. Responsibilities and Duties.**  All members shall actively pursue the purposes of the DCC and participate in the programs and activities. Annual and Life Members are entitled to vote in the election of Officers and Directors, and on all matters submitted to a vote of the membership.

**Section 4. Bylaws.** When properly approved by the membership, every DCC member shall have access to a copy of these Bylaws. At least annually, the DCC members shall receive notification of current dues and meeting times.

**Section 5. Membership Cards.** Club members shall be issued individual DCC membership cards upon receipt of dues payment and shall be prepared to show the card if requested when using club facilities.

**Section 6. Membership Dues.** The amount of Annual and Life Membership dues shall be set by affirmative vote of the membership if recommended for vote by the Board of Directors. Annual and Junior membership renewals are for the fiscal and are due February 1. Failure to renew Annual and Junior membership dues are for the fiscal year and are due February 1. Failure to renew Annual and Junior memberships by April 1 will constitute automatic termination of Annual or Junior membership and membership in the MUCC. Reinstatement will occur when dues have been paid in full and on approval by the Board of Directors. Dues for members joining the DCC shall be prorated the first year.

**ARTICLE II. (continued)**

**Section 7. Use of Facilities.**

 **(A). Renting the Club.** Anyone may rent the clubhouse and immediate grounds upon receipt of a signed contract accepting responsibility for any damage done to the facility, payment of fees set by the Board of Directors, and approval of the Board of Directors, providing the renter has been approved for that date. The renter shall be present during the rental.

 **(B). Recreational Use of the Club.** Members may use the lake, ranges and grounds when they are not closed for a scheduled event, rental, or for unscheduled grounds maintenance. A non-member may use the lake, ranges and grounds when they are not closed for a scheduled event, rental, or for unscheduled grounds maintenance, and only when accompanied by a current adult member. A member may bring only one guest at a time. This is for safety, security and liability reasons.

**Section 8. Right to hold Office.**  The right to hold office of Officer or Director of the DCC or to vote in any manner in any meeting, shall be limited to Annual and Life Members in good standing. A married couple may not serve on the Board of Directors concurrently.

**Section 9. New Members.** New members will be voted in by a two-thirds (2/3) majority vote of the membership present at a membership meeting.

**Section 10. Termination of Membership.** Any member charged with conduct harmful to the purposes or interest of the DCC, or who causes, or intends to cause injury or embarrassment to the organization, including unsportsmanlike conduct, or is in violation of its Bylaws or rules, shall be notified in writing by Registered or Certified mail of the nature of the complaint and will be given not less than fifteen (15) days to respond to such complaints. If the Board of Directors, upon review of the facts, finds the complaint to be true, it may revoke the individual's membership by a two-thirds (2/3) affirmative vote.

**ARTICLE III.**

**PRINCIPAL OFFICE**

**Section 1. Office.** The principal office and Registered Agent for the corporation shall be maintained in the Township of Wayne, Cass County, MI. The mailing address is PO Box 424, Dowagiac, MI 49047-0424. The location is 54551 M-51 North, Dowagiac, MI 49047-0424.

**ARTICLE IV.**

**OFFICERS**

**Section 1. Officers.** The Board of Directors of the DCC shall consist of four (4) executive officers: A President, Vice President, Secretary, Treasurer and four (4) Directors. The Offices of President, Vice President, Secretary and Treasurer shall be elected for two (2) year terms by the DCC membership at the Annual Election of Officers meeting. The office of President and Treasurer shall be elected on even calendar years and the office of Vice President and Secretary shall be elected on odd calendar years. One director shall be elected each year to a four (4) year term.

**Section 2. Duties of the President.** The President shall be the Chief Executive Officer of the organization and shall also serve as the Chairman of the Board of Directors. He/she shall preside over all meetings of the membership and the Board of Directors and have supervision and direction of all Officers. The President shall call all Board and Membership meetings. The President shall have authority, subject to the control of the Board of Directors, over the administration and management of the affairs of the DCC and shall represent the DCC as its spokesperson. The President shall see that orders and resolutions of the Board of Directors are carried into effect and may perform other duties as necessary to fulfill the responsibilities of the office.

 **(A). Outgoing President.** An outgoing President may serve for one (1) year as an ex-officio member of the Board of Directors in an advisory capacity without the power of a vote on the Board of Directors.

**Section 3. Duties of the Vice President.** The Vice President shall perform all duties of the President in his/her absence.

**Section 4. Duties of the Secretary.** Duties of the Secretary include but are not limited to the following: Take minutes of Membership and Board of Director meetings, keep record of all votes, handle correspondence of the organization, maintain an up-to-date mailing list, prepare and publish the newsletter, maintain all records and files of the DCC, report all communications and prepare and present an annual report at the Annual Membership Meeting. The Secretary shall have bank account signature power with the Treasurer.

**Section 5. Duties of the Treasurer.** Duties of the Treasurer include but are not limited to the following: receive, properly account for and deposit into approved accounts all DCC income. He/she shall be authorized to pay bills and expenses necessary to the operation of the DCC upon approval of the Board. At each Membership meeting and at each Board meeting, the Treasurer shall review the status of all accounts, and shall prepare an annual financial report for review at the Annual Membership Meeting. The Treasurer shall file the annual income tax report and other corporate, state or tax reports as are necessary. The Treasurer shall have bank account signature power with the Treasurer.

**ARTICLE IV. (continued)**

**Section 6. Election of Officers.** Any Annual or Life member in good standing for at least one (1) year shall be eligible for any office. Nominations by members shall be accepted from the floor at the Annual Election of Officers meeting and from ballots sent in the mail. All members in good standing nominated from the floor or nominated by mail must be present at the Annual Election of Officers to accept their nomination. Election of Officers shall be conducted by written ballot at the Annual Election of Officers meeting. Their term of office shall begin at the start of new business at the next Membership meeting.

**Section 7. Attendance and Removal from Office.** If any officer misses three (3) consecutive regularly scheduled meetings without an excuse being presented to the Board within this time, he/she shall be automatically suspended from office and the office declared vacant. Any officer may be removed from office by a two-thirds (2/3) majority vote of the Board of Directors.

**Section 8. Vacancy of Office.** When a vacancy exists in any office due to resignation, suspension, termination or other reason, a successor may be appointed by the Board of Directors for the duration of the term.

**Section 9. Compensation.** No compensation shall be paid to Officers or their representatives for their services, but expenses may be reimbursed by vote of the Board of Directors for authorized business of the DCC. The Board may authorize compensation for services when volunteer services are not sufficiently available.

**Section 10. MUCC Liaison.** A DCC member shall be appointed to act as the liaison between the DCC and MUCC. The liaison shall report to the Board and Membership information from MUCC correspondence and meetings attended. Transportation and lodging expenses for the Annual MUCC Convention will be reimbursed.

**ARTICLE V.**

**BOARD OF DIRECTORS**

**Section 1. Members of the Board of Directors.** The Board of Directors shall consist of eight (8) persons comprised of four (4) executive officers and four (4) directors.

**Section 2. Board Responsibility.** It shall be the duty and responsibility of the Board of Directors to manage the business affairs of the DCC, to carry out decisions or resolutions by the membership and report on actions recommended or taken by the Board at Membership meetings. The Board shall have the power and authority consistent with DCC objectives and these Bylaws to address issues, formulate policy resolutions, and initiate action on behalf of the DCC.

**Section 3. Regular Meetings.** The Board of Directors shall provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution.

**ARTICLE V. (continued)**

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called at the request of the President or by any three (3) Directors on two (2) days' notice to each Director, either by mail, personally, or by electronic communication.

**Section 5. Quorum.** It shall be necessary to have a quorum of five (5) members to conduct business at any Board of Directors meeting.

**Section 6. Board of Directors - Action Without a Meeting.** The Board of Directors may act without a physical meeting on any action permitted at a regular Board of Directors meeting. A vote on the action or question may be taken by electronic or conventional methods if a quorum of the Board is reached, and agrees to such a vote, and it is not otherwise restricted by these bylaws. Any decision of the quorum will have the same effect as a regular vote of the Board of Directors. The record of the quorum and any decision made shall be filed with the Board of Directors minutes at the next regular meeting and shall be deemed ratified.

**Section 7. Meetings Using Electronic Devices.** The Board of Directors may conduct a meeting by video conference, telephone, email or other electronic means. Business conducted by such methods shall be recorded pursuant to Article V, Section 6.

**Section 8. Authorization.**

 **(A). Payment Authorization.** The Board of Directors shall be limited to a maximum of $500.00 for payment of any expense or for authorizing any DCC project. Over this amount, membership approval is required. Earmarked donation expenditures are a restricted fund exception.

 **(B). Restricted Funds**. Restricted funds.may not be used for any other purpose unless authorized by the donor. Expenses over $500.00 for the earmarked purpose shall be approved by the Board of Directors. Membership approval is not required

**ARTICLE VI.**

**MEETINGS OF MEMBERS**

**Section 1. Annual Meeting.** An annual meeting of the DCC members shall be held each year for the purpose of electing Directors and Officers, to review the annual financial report, the Secretary's report and for conducting such other business as may come before the annual meeting. Nominations for Officers and Directors shall be presented at the Annual Meeting immediately followed by Membership vote. The date, time and place shall be determined by the Board of Directors. DCC members shall be notified at least thirty (30) days prior to the meeting.

**Section 2. Membership Meetings.** Membership meetings shall be held monthly as approved by Board resolution on recommendation of the President. DCC members shall be notified of the date and time at least thirty (30) days prior to the meeting.

**ARTICLE VI. (continued)**

**Section 3. Place of Meetings.** All membership meetings will be held at the clubhouse of the DCC unless all members have been notified otherwise at least thirty (30) days in advance.

**Section 4. Special Meetings.**

 **(A). Special Meetings**. Special meetings of the members may be called by the Board of Directors, by the President, or by any group of at least five (5) members. Members shall be notified of the special meeting agenda, date, time and location at least (30) days prior to the special meeting.

 **(B). Emergency Meetings**. Emergency meetings of the membership may be called by the President with less than thirty (30) days' notice when a vote of the membership is required.

**Section 5. Conduct of Meetings.** Meetings shall be conducted according to Robert's Rules of Order.

**Section 6. A Quorum.** A quorum of at least twelve (12) members must be present at any membership meeting in order to conduct business. If a quorum is not present by one-half (1/2) hour after the scheduled meeting, the meeting can be postponed by the presiding officer.

**Section 7. Notification.** All notice pursuant to these Bylaws shall be by email, posted on the DCC website and at the Clubhouse.

**ARTICLE VII.**

**COMMITTEES**

**Section 1. Standing Committees.** There shall be two (2) standing committees: one (1) for Nominations and Elections and one (1) oversee Range Operations. The Chairperson for the Range Committee and the Chairperson for the Nominations and Elections Committee shall be appointed by the Board of Directors for one (1) year terms. Each committee shall consist of three (3) or more DCC members.

**Section 2. Committees and Chairperson Conduct.** A Committee or Chairperson with the authority to oversee an event shall come before a quorum of the Board of Directors if a complaint has been made.

**ARTICLE VIII.**

**LIABILITY AND INDEMNIFICATION**

**Section 1. Liability.** To the extent permitted by law, a volunteer director shall not be personally liable to the Corporation or its members for monetary damages for breach of a director's fiduciary duty. The Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a voluntary director.

**Section 2. Liability Insurance.** Should any area of personal liability to Directors, Officers, Employees, Volunteer Directors, or Agents of the Corporation be determined, the Board of Directors shall have the authority to purchase the appropriate liability insurance for their protection.

**Section 3. Indemnification.** To the full extent provided by Michigan Law, the Corporation shall indemnify all Directors, Officers, Employees, Volunteer Directors and Agents. The Indemnity granted shall apply after all applicable insurance proceeds available to the person or persons indemnified have been paid.

**ARTICLE IX.**

**RECORDS, FINANCIALS and CONTRACTS**

**Section 1. Records.** The DCC shall keep correct and complete books, records of account, and minutes of the Board and Membership meetings. A DCC member may request an appointment to inspect Article IX. documents. Any such request shall be made in writing and delivered to the President and shall clearly identify each document to be inspected.

**Section 2. Deposits.** All revenue shall be deposited into the proper bank accounts. These accounts shall be approved by the Board of Directors.

**Section 3. Payment of Bills.** The Treasurer, or in his/her absence, the President or other person designated by the Board, shall be authorized to pay, upon approval of the Board of Directors, all bills and expenses for the DCC. All bills and expenses shall be paid by check or electronic transfer.

 **(A). Cash Advances.** The Treasurer shall maintain cash amounts as current assets to cover the change needs of individual events, account for all income and expenses of these events, and return the cash to the bank at the end of each event's cycle.

**Section 4. Budget.** The Board of Directors shall present for approval to the DCC a fiscal budget for the usual transactions of business, by the April Membership meeting.

**Section 5. Fiscal Year.** The Fiscal Year of the Corporation shall begin on the first day of February of each year.

**ARTICLEL IX. (continued)**

**Section 6. Annual Review.** The Board of Directors shall arrange for a complete annual review of all financial records of the club by an independent C.P.A.

**Section 7. Gifts.** The Board of Directors or the President may accept, on behalf of the DCC any contribution, gift or bequest to the DCC. The organization shall not, under any circumstances, contribute any DCC funds or goods purchased with DCC funds to any organization, group, or individual except in compliance with 501(c)(3) rules of the Internal Revenue Service Code, and authorized by the Board of Directors and the Membership.

**Section 8. Affiliation.** The Board of Directors shall have the authority to affiliate the DCC with any organization having like interests, aims or purposes, upon approval of the membership.

**Section 9. Contracts and Agreements.** The Board of Directors shall negotiate and execute contracts and agreements as required to maintain and improve the facilities and continuing operations of the DCC.

**ARTICLE X.**

**CONFLICT OF INTEREST**

**Section 1. Conflict of Interest.** No contract or other transaction between DCC and any Board of Directors member or any corporation, firm, association, or entity with which any Board Member is affiliated shall be entered into unless the following have occurred: (a). There is full disclosure to the Board of Directors of that Board Member's interest and or affiliation and any potential conflict of interest; (b). That Board Member does not participate in the transaction by being counted toward the quorum or by voting on any matters pertaining to the transaction or contract; (c). The contract or transaction is fair and reasonable to the DCC.

**ARTICLE XI.**

**REVIEW OF BYLAWS**

**Section 1. Bylaws Review.** The Bylaws of this organization shall be reviewed every four (4) years by a committee of two to five (2 - 5) members approved by the Board.

**Section 2. Revision of Bylaws.** The Bylaws committee shall recommend revisions of the Bylaws to the Board of Directors for consideration. The Board shall present approved Bylaw revisions to the members for a vote at a Membership meeting. Members shall be provided with the proposed Bylaw revisions and be notified of the meeting where a vote will occur, at least thirty (30) days prior to the meeting. A two-thirds (2/3) majority vote of the members present at the meeting is required to revise the bylaws.

**ARTICLE XII.**

**DISSOLUTION**

**Section 1. Vote for Dissolution.** The quorum for any membership meeting in which a resolution to dissolve the DCC is to be considered shall be fifty percent (50%) of the total membership. All members must first be notified by mail of the proposal, and at least sixty days (60) notice must be provided for any meeting in which dissolution may be considered. Adoption of such a resolution shall require two-thirds (2/3) majority vote of the membership present at the meeting.

**Section 2. Dissolution.** In the event of dissolution of the DCC, any assets remaining after satisfaction of all liabilities against the DCC shall be donated to a 501(c)(3) non-profit organization in compliance with the Internal Revenue Service Code, which shall be selected by two-thirds (2/3) majority vote of the membership.

**THESE REVISED BYLAWS OF THE DOWAGIAC CONSERVATION CLUB WERE APPROVED BY A VOTE OF THE MEMBERSHIP ON MARCH 8, 2021.**