

DOWAGIAC CONSERVATION CLUB BYLAWS REVIEW ANNOUNCEMENT

Review of Corporate Bylaws for possible revisions is required every four years.
A thorough review has been undertaken this year by a committee of volunteers.

Suggested Bylaw revisions will be discussed at the membership meeting (date).
If a quorum is present, a vote may be called to accept or reject the revisions.

By (date), the suggested revisions, will be available for viewing on the website,
dowagiacconservation.org. Select BYLAWS REVIEW from the main menu.
A printed copy will be at the club house in a ring notebook in the magazine rack
if you'd rather look at it that way.

Any questions, please call Annette Lyons 269-782-9478.

6/8/20

	CURRENT BYLAW:	SUGGESTED CHANGE:	COMMENTS:
1	ARTICLE I, Section 2. Purpose and Objectives	Purpose, Objectives and Organization	More accurate Title
2	ARTICLE II, Members Responsibilities and Privileges	ARTICLE II, MEMBERSHIP	Article II is about more than member responsibilities and privileges.
3	ARTICLE II, Section 1. <u>Qualification</u> Membership shall be open to all who suscribe to the purposes and objectives of the Corporation, and are citizens of good reput, are duly sponsored by one member of this club, upon making application for membership and upon payment of one years dues.	Membership shall be open to all who suscribe to the purposes and objectives of the Corporation, and are citizens of good reput.	Remove member sponsor requirement. Many of those wishing to join do not know a current member.
4	ARTICLE II, Section 1 A. Eligibility Eligibility shall be determined by the Board of Directors.	ARTICLE II, Section 1 A. Eligibility Eligibility shall be determined by the Board of Directors upon receipt of an application and first year's dues.	Rearrange and Separate the original Section 1 A. into it's subject areas: Eligibility 1 A. and 1 C. Appeal
5	ARTICLE II, Section 1 B. (untitled) No individual who is a member of any organization or group having as its purpose or one of its purposes the overthrow by force or violence of any of its political subdivisions shall be eligible for membership.	ARTICLE II, Section 1 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.	Section 1 B. Assign a title State reasons for possible ineligibility in less provocative language.
	Any decision of the Board of Directors as to 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 case shall be final.	<u>Section 1 C. Appeal</u> 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.	Seperated Denial from the process of appeal.

6	<p>ARTICLE II, Section 5. Membership Cards Club members shall be issued individual cards to recognize membership in the DCC.</p>	<p>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.</p>	<p>Help identify non-member club visitors and offer applications for membership.</p>
7	<p>ARTICLE II, Section 7. Use of Facilities Any member in good standing for a period of one year may have the privilege of renting the clubhouse and or grounds upon the approval of the Board of Directors. Membership rentals will be for personal events for the Member, Member's spouse, Member's parents, and Member's children. The member must be present during the rental period. The facilities shall be available to non-members upon the approval of the Board of Directors and the payment of fees set by the Board. The facilities will be available provided they have been approved for that date and no conflict of interests exists to organizations or groups that sign a contract for responsibility for any damage done to the facilities subject to board approval. The DCC facilities and grounds will be closed to non-members except for events so designated. Non-members must be accompanied by a member for use of the lake or range. This is for safety, security, and liability reasons.</p>	<p>A. Renting the Club Anyone may rent the club house 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, provided they have been approved for that date. The renter shall be present during the rental. Reduced rental rates apply for Members renting the club for personal family events of the Member, Member's spouse, Member's parents, Member's children and Member's grand-children, with approval of the Board of Directors. 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.</p>	<p>Seperated Sec. 7 into parts A. and B. with wording changes: Use of the facilities is about A. Renting the club. Rules and requirements for renters are same and don't require seperation of members and non-members. AND B. Recreational Use of the Club States rules for use by members and non-members at times other than as a Renter or when attending a public club event. Included unscheduled grounds maintenance as a reason for range closure.</p>

8	<p>ARTICLE III. OFFICES, Section 1. Offices 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 address is 54551 M-51 North, Dowagiac, MI. 49047-0424.</p>	<p>ARTICLE III PRINCIPAL OFFICE (text remains the same)</p>	<p>Deleted Section 1. Title, since there is only one subject paragraph.</p>
9	<p>ARTICLE IV. OFFICERS Section 1. Officers Executive Officers of the DCC shall consist of a President, Vice President, Secretary, Treasurer and four (4) Board Members. The offices of President, Vice President, Secretary, and Treasurer shall be elected for two-year (2) 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 Board member shall be elected each year to a four (4) year term.</p>	<p>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-year (2) terms by the DCC membership at the Annual Election of Officers meeting. The offices of President and Treasurer shall be elected on even calendar years and the offices of Vice President and Secretary shall be elected on the odd calendar years. One Director shall be elected each year to a four (4) year term.</p>	<p>Director is the correct title, and is used throughout the Bylaws</p>
10	<p>ARTICLE IV. OFFICERS Section 4. Duties of the Secretary The Secretary shall take minutes of Membership and Board 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, co-sign checks with the Treasurer and prepare and present an annual report at the annual meeting.</p>	<p>The Secretary's duties include but are not limited to the following: Take minutes of Membership and Board of Director meetings, keep record of all votes, handle all 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 present an annual report at the annual meeting. The Secretary shall have bank account signature power with the Treasurer.</p>	<p>Indicates there are more duties involved than just those listed. (Recommend a separate procedure manual for Secretary's duties.)</p> <p>Treasurer and Secretary do not co-sign checks, but either can sign checks if needed.</p>

11	<p>ARTICLE IV. OFFICERS</p> <p>Section 5. Duties of the Treasurer</p> <p>The treasurer shall receive, properly account for, and deposit into the approved accounts, all DCC income. He/she shall be authorized to pay all 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 Meeting. The Treasurer shall file the annual income tax report and shall file other corporate, state or tax reports as are necessary. The Treasurer shall co-sign checks with the Secretary.</p>	<p>Duties of the Treasurer include but are not limited to the following: receive, properly account for and deposit into the 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 Meeting. The Treasurer shall file the annual income tax report and shall file other corporate, state and tax reports as are necessary. The Treasurer shall share bank account signature power with the Secretary.</p>	<p>Indicates there are more duties involved than just those listed. (Recommend a separate procedure manual for Treasurer's duties.)</p> <p>Treasurer and Secretary do not co-sign checks, but either can sign checks if needed.</p>
12	<p>ARTICLE IV. ATTENDANCE</p> <p>If any officer misses three (3) consecutive 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.</p>	<p>ARTICLE IV. ATTENDANCE AND REMOVAL FROM OFFICE. (Add the following sentence.)</p> <p>Any officer may be removed from office by a two-thirds (2/3) vote of the Board of Directors.</p>	<p>Not previously addressed in bylaws.</p>
13	<p>ARTICLE IV. OFFICERS</p> <p>Section 10. MUCC Liaison</p> <p>A representative shall be appointed to act as the liaison between the DCC and MUCC in handling correspondence regarding issues of concern excepting membership correspondence. The MUCC representative shall be expected to give a report on the concerns of the MUCC from the meetings they attend and any correspondence that they receive from the MUCC. Transportation and lodging expenses for the Annual MUCC Convention will be reimbursed.</p>	<p>A DCC member shall be appointed to act as liaison between the DCC and MUCC The liason shall report to the Board information from MUCC. correspondence and meetings attended. Transportation and lodging expenses for the Annual MUCC. Convention will be reimbursed.</p>	<p>Complicated wording made clearer.</p>

14	<p>ARTICLE V. BOARD OF DIRECTORS</p> <p>Section 1. Board of Directors</p> <p>The Board of Directors shall consist of eight (8) persons comprised of the eight (8) executive officers.</p>	<p>ARTICLE V. Section 1.Members of the Board of Directors.</p> <p>The Board of Directors shall consist of eight (8) persons comprised of the four (4) executive officers and four (4) directors.</p>	<p>Retitled Section 1.</p> <p>Identify members as executive officers and directors.</p>
15	<p>ARTICLE V. Section 6. Board of Directors Action - Without a Meeting</p> <p>Unless otherwise restricted by these Bylaws, any action required or permitted at any meeting of the Board of Directors may be taken without a meeting if, before the action, a written consent is signed by all members of the Board and such written consent is filed with the minutes or proceedings of the Board. Such consent shall have the same effect as a vote of the Board.</p>	<p>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.</p> <p>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.</p>	<p>Allows more methods of communication to be used to take Board action without a meeting when necessary.</p> <p>Stated more clearly.</p>
16	<p>ARTICLE V. BOARD OF DIRECTORS</p> <p>Section 7. Meetings by Telephone or Similar Equip.</p> <p>The Board of Directors may participate in a meeting by means of conference telephone, or other communication systems by means of which all persons participating can hear each other and communicate. Business conducted by such a conference shall have the same effect as if conducted at a normal meeting.</p>	<p>Section 7. Meetings Using Electronic Devices</p> <p>The Board of Directors may conduct a meeting by videoconference, telephone, email or other electronic means. Business conducted by such method shall be recorded pursuant to Article V, Section 6.</p>	<p>Retitle Section 7.</p> <p>Simplify the verbiage, and bring in line with current communication systems.</p>

17	<p>ARTICLE V. Section 8. Authorization</p> <p>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 necessary.</p>	<p>A. 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.</p> <p>B. 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.</p>	<p>Membership approval is needed.</p> <p>Membership approval is not needed but Board oversight will ensure expenditures are appropriate to the intended purpose.</p>
18	<p>ARTICLE VI. MEETINGS OF MEMBERS</p> <p>Section 1. Annual meeting</p> <p>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 meeting. The date, time and place for the meeting will be determined by the Board of Directors and will be noticed to the DCC members at least thirty (30) days prior to the to the meeting.</p>	<p>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 meeting. The first nominations of Officers and Directors shall be presented at the Annual Membership meeting. The date, time and place for the meeting shall be determined by the Board of Directors. DCC members shall be notified at least thirty (30) days prior to the meeting.</p>	<p>Moved from Sec. 2</p> <p>Simplify wording</p>
19	<p>ARTICLE VI. MEETINGS OF MEMBERS</p> <p>Section 2. Membership Meetings</p> <p>Membership meetings will be held monthly as approved by Board resolution on recommendation by the President. The date and time will be noticed to the DCC members at least thirty (30) days prior to the meeting. (move to Section 1. The first nominations of Officers and Directors will be presented at the Annual Membership meeting.)</p>	<p>Membership meetings shall be held monthly as approved by Board resolution on recommendation by the President. DCC Members shall be notified of the date and time at least thirty (30) days prior to the meeting.</p>	<p>Simplify wording.</p> <p>This phrase belongs with Sec. 1 Annual Meeting.</p>

20	<p>ARTICLE VI. Section 3. Place of Meetings All membership meetings will be held at the club house of the DCC unless otherwise noticed to all members.</p>	<p>All membership meetings shall be held at the clubhouse of the DCC unless all members have been notified otherwise <u>at least thirty (30) days in advance.</u> (add the underlined)</p>	
	<p><i>In the 1998 Bylaws, Section 3 was about Special Meetings. In the 2008 Bylaws Section 3 was about Place of Meetings, and the bylaws go straight to Section 5 with no mention of Section 4. Special Meetings.</i></p>	<p>Recommend keep Section 3. Place of Meetings without change, and include Section 4 as written in 1998, with small modifications. See Below ARTICLE VI. Section 4. Special Meetings</p>	
21	<p>ARTICLE VI. Section 4. Special Meetings. Special meetings of the members may be called by the Board of Directors, by the President, or by any five (5) members and shall be held on such date as may be specified in the notice of the meeting. The date, time, and program agenda will be noticed to Club members at least thirty (30) days prior to meeting.</p>	<p>A. Special meetings of the membership 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 thirty (30) days prior to the special meeting.</p> <p>B. Emergency meetings of the membership may be called by the President when a vote of the membership is required with less than thirty days notice.</p>	<p>The bylaws must provide an avenue for the membership to take action if circumstances dictate.</p> <p>Once in a while an emergency membership meeting is required to approve expenditures over \$500.</p>
22	<p>ARTICLE VI. Section 5. Conduct of Meetings Meetings shall be conducted according to Roberts Rules of Order. (delete: <u>A motion may be put on the floor by any member providing it pertains to the subject being discussed at the time. In order to pass, a motion must be supported by another member and have a majority vote of the members present.</u></p>	<p>Meetings shall be conducted according to Roberts Rules of Order.</p>	<p>It is not useful to give instructions on a small part of Roberts Rules. If there is a question, we have rule books to refer to.</p>
23	<p>ARTICLE VI.</p>	<p>ARTICLE VI. Section 7. Notification All notice required pursuant to these Bylaws shall be by email, posted on the website, and posted at the clubhouse.</p>	<p>Added Section 7 to cover how notifications will be made.</p>

CURRENT BYLAW:**SUGGESTED CHANGE:****COMMENTS:**

24	ARTICLE VII. (Untitled) Section 2. Conduct A Committee or Chairperson with the authority to oversee an event shall come before the Board of Directors if a complaint has been made. No individual on the Board of Directors shall have the authority to handle a complaint or problem on their own.	ARTICLE VII. COMMITTEES Section 2. Committee 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 VII. Gave a title. Give Section 2. a more accurate title. State the paragraph more simply.
25	ARTICLE IX. RECORDS, FINANCIAL AND CONTRACTS Section 1. Records The DCC shall keep correct and complete books and records of account and shall also keep minutes of the Board and Membership meetings. All books and records of the DCC may be inspected by any member for any proper purpose at any reasonable time.	The DCC shall keep correct and complete books, and records of accounts, contracts 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 be delivered to the President, and shall clearly identify each document to be inspected.	Added contracts to the list, and clarified the inspection request process.
26	ARTICLE IX. RECORDS, FINANCIAL AND CONTRACTS Section 2. Deposits All income (delete: including dues collected) shall be deposited into the proper bank accounts. These accounts shall be approved by the Board of Directors.	All revenue shall be deposited into the proper bank accounts. These accounts shall be approved by the Board of Directors.	Redundant: Dues collected are part of All Income
27	ARTICLE IX. RECORDS, FINANCIAL AND CONTRACTS 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 the 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. The Treasurer shall maintain a minimum of \$300.00 or a maximum of \$500.00 cash on hand, with the exception of special events in which case there will be larger amounts of money on hand until a deposit can be made. All payments are to be accounted for.	The Treasurer, or in his/her absence, the President or other person designated by the Board, shall be authorized to pay, upon the approval of the Board of Directors, all bills and expenses for the DCC. The Treasurer shall maintain adequate cash amounts as current assets for 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 annual cycle.	Removes specifics of method of payment. This is a manageable way to provide cash for change for so many profit center events, and provides a way to ensure all cash issued for change has been returned and deposited.

28	<p>ARTICLE IX. RECORDS, FINANCIAL AND CONTRACTS</p> <p>Section 6. Annual Audit</p> <p>The Board of Directors shall arrange for a complete audit of all books and records of the Secretary and Treasurer relating to finances once each year by a public accountant or public accounting service, or a committee of members versed in accounting procedures, assuring that the auditors are not related to the treasurer and that every five (5) years an outside party be hired to conduct an audit review.</p>	<p>Section 6. Annual Review</p> <p>The Board of Directors shall arrange for a complete annual review of all financial records of the Club by an independent C.P.A.</p>	<p>Review is a more appropriate term.</p> <p>Only an independent C.P.A. will satisfy Michigan requirements.</p>
29	<p>Section 7. Gifts</p> <p>The Board of Directors or the President may accept, on behalf of the DCC, any contribution, gift or bequest to the DCC. This organization shall not, under any circumstances, contribute any DCC funds or goods purchased to any organization, group, or individual except as authorized by the Board of Directors or Membership.</p>	<p>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 501c3 of the Internal Revenue Code and authorized by the Board of Directors and the Membership.</p>	<p>501c3 rules on gifting are very specific</p> <p>Following them when we gift is critical to maintaining our non-profit status.</p>

CURRENT BYLAW:**SUGGESTED CHANGE:****COMMENTS:**

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ARTICLE X. Independent Contractor (Caretaker)

The Board of Directors of the DCC and the Independent Contractor(s) shall execute an annual contract which states what his/her responsibilities are each fiscal year. The contract may be dissolved by either party with a 90 day written notice. The Independent Contractor will have a 1099 filed each year.

The Independent Contractor shall have the option of living in the DCC owned house in exchange for the services contracted, or taking wages for services contracted. In either case the Board of Directors will be responsible for overseeing that the contract work is accomplished.

The value of the services will be the sum of 1) Actual wages paid or 2) the value of rental waived when living in the DCC house. When computing "value of rental," the DCC shall consider the fair market value of properties occupied by the Independent Contractor and/or family. At the annual independent Contractor Contract Negotiations, the "fair market value" of said properties will be established by the DCC Board of Directors.

The DCC will be responsible for all major repairs of the DCC owned house. The Independent Contractor will be responsible for general upkeep and normal maintenance. If the Independent Contractor is living in the DCC owned house, he/she will be responsible for keeping the interior of the house plus the yard and surroundings of the house neat and clean. The Independent Contractor will also be responsible for his/her utilities and rental insurance.

ARTICLE IX. RECORDS, FINANCIAL AND CONTRACTS**Section 9. Contracts and Agreements**

The Board of Directors shall negotiate contracts and agreements as required to maintain and improve the facilities and continuing operations of the DCC.

Moved to ARTICLE IX, a more appropriate location, and titled Section 9.

Change Title to Cover all Contracts and Agreements made by the Board of Directors.

The Bylaws Gives the Board of Directors the power to make contracts and agreements for services for the club.

The actual contracts and agreements made, and their details are part of usual club business and do not belong in the Bylaws.

The Independent Contractor (Caretaker) Contract that was written as a bylaw may continue as a contract until such a time as either party wants to change or dissolve the agreement.

CURRENT BYLAW:**SUGGESTED CHANGE:****COMMENTS:**

31

ARTICLE X. CONFLICT OF INTEREST

No contract or other transaction between DCC and any Board of Directors member, or any other 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 the Board Member's interest and/or affiliation and any potential conflict of interest;

(b) the 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; and the contract or transaction is fair and reasonable to DCC.

Was not previously addressed in Bylaws.

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ARTICLE XI. AMENDMENT OF BYLAWS**Section 1. Amendment**

Any amendment or addition to the Bylaws or Articles of Incorporation of this organization must first be referred to the Board of Directors for study. If recommended by that body, it must be brought to a vote of the membership at a membership meeting. Members must be notified of the details of the proposed change and the meeting date at least thirty (30) days in advance of the meeting. A 2/3 majority vote of the members present is required to change the Articles of Incorporation or Bylaws.

Section 2. Review of Bylaws

The Bylaws of this organization shall be reviewed every four (4) years by a committee of at least (5) members approved by the Board.

ARTICLE XI. REVIEW OF BYLAWS**Section 1. Review of Bylaws**

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

Section 2. Revision of Bylaws.

The bylaws committee shall recommend revisions of the bylaws to the Board for consideration. The Board shall present bylaw revisions to the members for 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 members present at the meeting is required to revise the bylaws.

Review of Bylaws should come before Revision of Bylaws

Revision includes changing existing bylaws and Amending, or adding a new bylaw.

Removed Articles of Incorporation. This revision is only about the Bylaws.

Details the process of revising and approving bylaws.

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