

BROWARD COUNTY AIRBOAT, HALFTRACK & CONSERVATION CLUB, INC.

BY-LAWS as of March 29th, 2012

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**ARTICLE I**

**Name**

The name of this Association shall be the Broward County Airboat, Halftrack & Conservation Club, Incorporated, a corporation not for profit.

**ARTICLE II**

**Purpose**

The purposes for which this corporation is organized shall be to:

1. To promote the conservation and wise management of fish, wildlife and other public resources.
2. To advise the public and its representatives on matters relating to the management of wildlife and other public resources.
3. To encourage sportsmanship and compliance with all laws regulating fishing and hunting.
4. To protect, support and promote the rights of sportsmen for continued use of public lands for recreational activities to include airboating, half tracking, hunting, fishing, camping, bird watching and other related activities.
5. To purchase, receive, pledge, lease or otherwise acquire, own, improve, use or otherwise deal with real or personal property or any interest therein wherever situated.
6. To engage in any other lawful purpose not for pecuniary profit or not in conflict with the above expressed purposes or with Section 501 of the United States Revenue Code.
7. Said organization is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the internal Revenue Code, or corresponding section or any future federal tax code.

No part of the net earnings of the organization shall inure to benefit or, of be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of organization shall be carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE III**

**Duration**

The term of existence of the corporation shall be perpetual.

**ARTICLE IV**

**Membership**

Section 1: The corporation shall have four classes of membership. The four classes of

membership are defined as lifetime membership, junior membership, family membership and regular membership. A lifetime membership is defined as described a member of the corporation who has served twenty (20) uninterrupted years of service is entitled to receive a paid-up lifetime membership in the corporation. Any President that serves 1 complete year in office will automatically be granted lifetime members status. A junior membership is for any person under the age of 18, who pays 50% of annual dues and is a non-voting member. A family membership consists of the member, the member's spouse and the member's children under the age of 18 years of age. A regular membership is any person over the age of 18 who pays 100% of dues and has full voting rights.

- Section 2: Any adult citizen or permanent resident of the United States of America of good moral character and who has a genuine interest in the purpose of this corporation shall be qualified to apply for membership, provided that such applicant be sponsored by one member and approved by another.
- Section 3: The application for membership, signed by the two endorsers, shall be presented to the Secretary who shall report it, together with the names of the sponsors, at the next scheduled Board of Directors meeting. All applicants for membership shall be approved by a majority vote of the Board of Directors (BOD) of the corporation at any duly noticed meeting in which a quorum is present, and then be approved by majority vote of the membership at the next regular meeting with a quorum present. A person so elected shall be declared a member of the corporation upon payment of the annual dues for the first year.
- Section 4: The annual membership dues shall be established by the organization by a majority vote, payable in advance on or before the first day of each year. The Treasurer shall notify members three months in arrears, and those whose dues are not paid within thirty (30) days will be automatically dropped from membership in the corporation.
- Section 5: Any member desiring to resign from the corporation shall submit his resignation in writing to the Secretary, who shall present it to the Board of Directors for action.
- Section 6: The Board of Directors, for good cause after notice, and a full and complete hearing, may recommend to the membership to expel a member. A member can be expelled by a two-thirds majority vote of the total club membership provided that member is notified of the recommendation of the Board of Directors, and is provided with an opportunity to resign, or present their views at the meeting that decides whether or not a member shall be expelled.
- Section 7: Upon the signed recommendation of one member, seconded by another, and by a two-thirds majority vote by ballot at the annual meeting, a lifetime membership, including all membership privileges, may be conferred upon a member of the corporation who shall have rendered notable outstanding service to the corporation.

## ARTICLE V

### Dues

- Section 1: Membership dues are determined on an annual basis by the executive board for regular membership dues. The annual membership dues shall be established by the organization by a majority vote, payable in advance on or before the first day of each year. The Treasurer shall notify members three months in arrears, and those whose dues are not paid within thirty (30) days will be automatically dropped from membership in the corporation.
- Section 2: A Lifetime membership may be purchased the annual membership fee x 20 (or the remainder of years member would have to obtain lifetime member status) less 10%.
- Section 3: Family membership dues will be determined on an annual basis by the executive board. Family membership will include any children under the age of 18 and /or spouse. Once children are 18 years of age they will be required to purchase membership at the annual fee.

Section 4: A junior member pays 50% of the regular membership dues.

**ARTICLE VI  
Voting Rights of Members**

Section 1: Only members in good standing will be allowed to vote on all club business including but not limited to elections.

Section 2: Good standing is defined as a member that is current on dues as of the May meeting.

Section 3: Lifetime members are eligible to vote.

Section 4: Family memberships are allowed one vote per respective spouse not to exceed (2) votes.

**ARTICLE VII  
Incorporators**

The names and residential addresses of the subscribers to these Articles of Incorporation are as follows:

Section 1: (See attached list of paid members)

Section 2: All powers of the corporation are to be exercised by the Board of Directors.

**ARTICLE VIII  
Regular Meetings**

Section 1: The regular meeting of the corporation shall be held in the fourth (4th) week of every month, with the exception being November and December, unless otherwise ordered by the corporation. E-board meetings, which shall be held the second (2<sup>nd</sup>) week of every month will consist of all Board members. Delegates may participate in meetings of the E-Board by means of a conference telephone or similar communications equipment (by which all persons participating can hear each other at the same time) and participate of such means shall constitute presence in person at such a meeting.

Section 2: The regular meeting on the fourth week in July will be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees and for any other business that may arise.

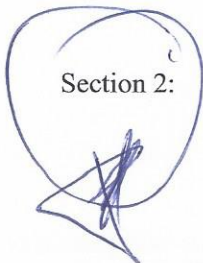
Section 3: Special regular meetings may be called by the Board of Directors and upon the written request of ten (10) members of the corporation. The purpose of the meeting shall be stated in the call. Written or printed notices of every regular or special meeting shall be mailed to each member.

Section 4: The presence of at least ten percent (10%) of all members in good standing shall constitute a quorum for the transaction of all business at a regular meeting.

**ARTICLE IX  
Officers and Directors**

Section 1: There shall be ten (10) members on the Board of Directors which shall consist of the President, Vice President, Secretary, Treasurer, the immediate past President, the immediate past Treasurer and four directors. These officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by the corporation.

Section 2: At the regular meeting held on the fourth week in May, the President will open nominations for candidates for the offices to be filled at the annual meeting in July. No additional nominations from the floor shall be permitted after the regular meeting in June.



Section 3: The officers and directors shall be elected by a majority vote of the members at the annual meeting to serve for one year or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected.

Section 4: All members nominated for an office or director must be present at the annual meeting to be elected. No member shall hold more than one office at a time.

Section 5: Unless otherwise ordered by the Board, regular meetings of the Board of Directors will be held on the second week of each month from January to October, inclusive. Special meetings of the Board of Directors may be called at any time upon forty-eight (48) hours notice by the President, and shall be called upon written request of three (3) members of the Board. Six (6) members of the Board shall constitute a quorum.

Section 6: Anytime a member of the Board of Directors resigns, moves or for any reason becomes disqualified, or in the event any member of the BOD misses three (3) consecutive meetings (regular and/or special meetings) his/her resignation becomes voted on for their existing term of office. The Board of Directors shall by majority vote fill any vacancy of the Board until the next annual meeting.

Section 7: Should any question arise not covered y these By-Laws, refer to Roberts' Rules of Order Newly Revised.



## **ARTICLE X** **Duties of Officers**

The President will be the chief executive officer of this corporation and will, subject to the control of the Board of Directors, supervise and control the daily affairs of the said corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Articles of Incorporation and By-Laws, or as may be prescribed from time to time by the Board of Directors.

The Vice President will perform all duties and have all powers of the President when the President is absent or is otherwise unable to act, and to assist the President in the performance of his duties, or as may be prescribed from time to time by the Board of Directors.

The Secretary will keep minutes of all meetings of members and of the Board of Directors, and will be the custodian of the corporate records, and will give all notices as are required by law or by these restated Articles of Incorporation, and By-Laws and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these restated Articles of Incorporation and By-Laws, of which may be assigned from time to time by the Board of Directors.

The Treasurer will have charge and custody of all funds of this corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the corporation's properties and business transactions, will render reports and accountings to the directors and to the members that are required by the Board of Directors or members by law, and will perform in general all duties incident to the office of Treasurer, and such other duties as may be required by law or by these Articles of Incorporation, or which may be assigned from time to time by the Board of Directors.

## **ARTICLE XI** **Management**

Section 1: All affairs of the corporation shall be managed by the Board of Directors. The BOD shall pass upon and approve any and all expenses and liabilities made in the normal course of the business of the corporation including payment of rent, postage, dues, special purchases and any other items of a general nature. Further, the BOD shall have the specific authority, at their own discretion, to approve and spend \$500.00 for any items or services they deem necessary but shall be presented to the members at the next regular meeting, not for approval, but to inform members of such expenditures. All expenditures over \$500.00 must be approved by a majority vote of the membership at a regular meeting.

- Section 2: The President has the discretion, in an emergency situation, authorization to spend up to \$300.00 in one month.
- Section 3: Only the Officers of the corporation are authorized to sign checks issued by the corporation; President, Vice President, Secretary and Treasurer.

## **ARTICLE XII By-Laws**

The By-Laws shall be these restated Articles of Incorporation, revised and rescinded by two-thirds majority of the Board of Directors at any duly noticed meeting.

## **ARTICLE XIII Amendments to Articles**

These Articles of Incorporation, and By-Laws, may be amended by a two-thirds majority Vote by the members in any meeting in which a quorum is present and in which written or telephoned notice to all officers, members of the Board of Directors, and membership if the proposed action has been given twice within sixty (60) days.

## **ARTICLE XIV Conduct of Corporate Affairs**

The conduct of the affairs of the corporation shall be according to Roberts Rules of Order, Newly Revised. The restated Articles of Incorporation and these By-Laws shall prevail in the event of any conflict. The presence of at least ten percent (10%) of all members in good standing of the corporation at any regular meeting shall constitute a quorum for the conduct of business. No member shall have any vested right, interest or privilege in the assets or affairs of the corporation which is transferable or inheritable if his/her membership ceases. The corporation shall not issue and share stock and no part of its income shall be distributed to its members. If the corporation is for any reason dissolver, all funds and assets remaining after the payment of all debts shall be distributed to a club with similar interests to be determined by a majority club vote, which is exempt according to the United States Internal Revenue Code.

## **ARTICLE XV Registered Agent for Corporation**

## **ARTICLE XVI Dissolution of Corporation**

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distribution to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.