

# **Minocqua Gun Club, Inc.**

## **Bylaws**

(Revised 8/29/23)

### **Article I**

The principal office of the corporation in the State of Wisconsin shall be located in the town of Minocqua, County of Oneida. The corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the corporation may from time to time require.

The registered office of the corporation required by Wisconsin law to be maintained in the State of Wisconsin is, but need not be, identical with the principal office in the State of Wisconsin and the address of the registered office may be changed from time to time by the Board of Directors.

### **Article II Membership**

#### **Section 1 – Qualification**

All persons desiring membership in this club may do so by making a request for membership to a Director. The club shall not discriminate against any person on the basis of race, religion, sex, creed, or national origin. All members agree not to personally profit or gain from any recognized club related activity or event. The exclusion being, the purchase of goods or services from a member through the normal course of their business or employment, as approved by the Board of Directors.

#### **Section 2 – Dues**

The Board of Directors with approval of membership will set the fees for single and family memberships. The fiscal year for membership dues shall run from May 1 to April 30.

#### **Section 3 – Classes of Membership**

##### **A. Junior Member**

1. To become a junior member, a child must be between the ages of 12 and 17 years on or before the next succeeding May 1.
2. Any child whose parent or legal guardian has purchased a family membership is automatically a junior member.
3. When not a junior member through a parent or legal guardian, a child may purchase a junior membership at a reduced rate, if they have written consent from a parent or legal guardian.
4. A junior member shall receive all the rights and privileges of regular member but will not have the right to vote.

## **B. Regular Member**

All other members are regular members. A regular member shall enjoy all the rights and privileges of membership in the club. If family membership, they shall have two (2) votes. Must be adults and be present at the meeting.

## **C. Honorary and/or Charter Member**

An honorary and/or Charter member shall enjoy all of the rights and privileges of membership in the club. Honorary and/or Charter members, so granted by the Board of Directors under the age of eighteen (18) years will not hold office or a position on the Board or have the right to vote.

## **Section 4 – Termination**

The membership of any person may be revoked by the Board of Directors by a two-thirds (2/3) majority vote for good cause shown, including but not limited to, commission of unsafe practices with respect to a firearm, failure to obey safety rules, failure to pay club obligations, vandalism to club property or disorderly conduct. Any member subject to termination shall receive ten (10) days written notice of the proposed action and an opportunity to speak on his or her own behalf before the Board of Directors at the meeting at which the notice to the member indicates.

# **Article III**

## **Board of Directors**

### **Section 1 – General Powers**

The business and club activities shall be managed by the Board of Directors. The Board of Directors is authorized to make purchases of goods and services as is required for the efficient operation of the club without the further approval of the membership.

### **Section 2 – Number and Tenure**

The number of Directors for this corporation shall be a minimum of seven (7) and a maximum of ten (10), consisting of four (4) duly elected general officers, President, Vice President, Secretary, Treasurer, and three to Six (3-6) Director positions. All terms of office shall be two (2) years in length. The President, Treasurer and one half (1/2) Director positions shall be elected on even-numbered years. The Vice President, Secretary and one half (1/2) Director positions shall be elected on odd-numbered years. The President may appoint and Board members approve up to four (4) alternate board members who will only have voting powers in the absence of regular Board members.

### **Section 3 – Recommendations**

An officer or director may make recommendations to the Board on the individual(s) to be recognized for the purpose of granting honorary and/or charter membership to the club with Board approval.

# Article IV

## Officers

### Section 1 – General Officers

The general officers of this corporation shall be the President, Vice President, Secretary, Treasurer, each of whom shall be elected in a general election by the regular members of this corporation.

### Section 2 – President

The principal duties of the President shall be to preside at all meetings of the members and all meetings of the Board of Directors and to have general supervision over all affairs of the corporation.

### Section 3 – Vice President

The principal duties of the Vice-President shall be to discharge the duties of any other officer in the event of absence or disability for any cause whatever. The execution of any instrument by the Vice-President shall be conclusive evidence of the absence of such other officer at the time of execution of such instrument. The Vice-President shall have such other duties as from time to time may be assigned to the Vice-President by the President or the Board of Directors.

### Section 4 – Secretary

The principal duties of the Secretary shall be:

- a. to keep the minutes of the general membership meetings and the meetings of the Board of Directors in one or more books provided for that purpose. To make available a typewritten Record of previous meetings for review and acceptance by the Board of Directors, or its membership.
- b. to see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law.
- c. to keep a register of the names, addresses and telephone numbers of each member.
- d. In general, perform all duties incident to the office of Secretary and such duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

### Section 5 – Treasurer

The principal duties of the Treasurer shall be:

- a. To have charge and custody of and be responsible for all funds of the corporation. Receive and issue receipts for monies due and payable to the corporation from any source whatever, and deposit all such monies in the name of the corporation in the officially designated depository of the corporation.

# **Article V**

## **Conflict of Interest**

### **Section 1 - Conflict Defined**

A conflict of interest may exist when the interests or activities of any director, officer, or staff member may be seen as competing with the interests or activities of this corporation, or the director, officer, or staff member derives a financial or other material gains as a result of a direct or indirect relationship.

### **Section 2 - Disclosure Required**

Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned if that person is a director or the President of the corporation, or to the President, or to such person or persons as he or she may designate if the person is a member of the staff.

### **Section 3 - Abstinance From Vote**

When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided, however, any director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors.

### **Section 4 - Absence From Discussion**

Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board of Directors is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board of Directors with any and all relevant information.

### **Section 5 - Minutes**

The minutes of the meeting of the Board of Directors shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person concerning whose situation the doubt has arisen.

### **Section 6 - Annual Review**

A copy of this conflict-of-interest policy shall be furnished to each director, officer, and senior staff member who is presently serving the corporation, or who may hereafter become associated with the corporation. This policy shall be reviewed annually for the information and guidance of directors, officers, and staff members. Any new directors, officers, or staff members shall be advised of this policy upon undertaking the duties of such office.

# Article VI

## Meetings

### **Section 1 – Annual Meeting**

The annual meeting of the membership shall be held one week after the close of summer league shooting. The annual picnic will be held on the same night. Election of Officers and Directors will be held at this time, and also any other business as may come before the meeting. The newly elected Officers and Directors will take office at the conclusion of that meeting.

### **Section 2 – Regular Meeting**

The regular meeting for the Board of Directors will be held on the first Thursday of each month unless posted at the clubhouse or a legal holiday or any other legitimate reason as approved by the Board of Directors. In this case, the meeting shall be scheduled for the following Thursday. Any club member may attend meetings of the Board of Directors and may request to be placed on that meeting's agenda to address the Board on any issue of club business.

### **Section 3 – Special Meeting**

Special meetings of the active members, for any purpose, may be called by the President or the Board of Directors on written notice. It shall be mandatory to be called by the President at the request of not less than ten (10) of the active members, or a majority of the Board of Directors.

### **Section 4 – Place of Meeting**

The President or the Board of Directors may designate the place of Membership and Board meetings within Oneida or Vilas County, Wisconsin.

### **Section 5 – Notice of Annual Meeting**

Written notice stating the place, day, hour and purpose of any meeting of members shall be mailed to all active members no less than seven (7) nor more than fourteen (14) days before the date of the meeting. Such notice shall be deemed delivered when sent by email or when deposited in the United States mail addressed to individuals who have not shared or possess an email address or who choose to receive notices via US mail. The addresses appearing in the record books of the corporation will be used.

### **Section 6 – Voting**

The Secretary shall, at all times have available a complete list of the active members arranged in alphabetical order with the address and phone number of each. Voting by proxies shall not be allowed. The right to vote shall be suspended for any active member who is delinquent in their dues and their vote will be restored when they become current in dues payment.

### **Section 7 – Majority Vote**

A majority vote shall prevail in all instances except those otherwise provided in these Bylaws.

#### **Section 8 – Bylaws Vote**

Motion to amend or delete Bylaws must be approved by a two-thirds (2/3) majority of votes cast.

#### **Section 9 – Quorum**

A quorum shall consist of five (5) members including at least four (4) members of the Board. Any action approved by a majority vote of the quorum shall be the act of the members unless the vote of a greater number is required by law or the Articles of Incorporation or these Bylaws.

## **Article VII Nominations, Elections and Impeachment**

#### **Section 1 – Nominations**

Nominations for Officers and Directors shall be made at the annual meeting of the membership. All active members in good standing for at least one trap shooting season prior to the election are eligible to be nominated. All active members are eligible to make nominations. Nominations may be received by the Board of Directors thirty (30) days prior to the election of qualified candidates. All qualified candidates shall receive nominations and a second from the floor of the membership during the annual meeting.

#### **Section 2 – Elections**

Elections shall be by secret ballot when multiple nominations have been made for a single position. No vote shall be cast by proxy. Providing a quorum is present, a simple majority of those present will elect the Officers and Directors. Installation of Officers and Directors shall take place according to the order of business. The President will appoint one (1) Board member not running for election and one (1) club member not running for election to preside over the handing out of ballots, collection, and counting of the votes cast.

#### **Section 3 – Impeachment**

Any Officer or Director failing to enforce the Articles of Incorporation or the bylaws of the corporation, or failing to conduct himself or herself at all times without thought of personal advantage and in a manner consistent with the best interests of the membership and the club shall be considered to have provided grounds for impeachment. A two-thirds (2/3) vote by secret ballot of a quorum of active members present at a regular or special meeting of the membership shall be necessary to impeach an Officer or Director.

## **Article VIII**

# Rules of Order

## Section 1 – Rules

Unless specifically provided otherwise, all meetings of the club shall be conducted according to Roberts Rules of Order.

## Section 2 – Order of Business

- a. Call to order.
- a. Roll call of Officers and ascertain there is a quorum present.
- b. Reading and approval of last year's annual Secretary's report.
- c. Reading and approval of the Treasurer's report.
- d. Committee reports.
- e. Old business.
  - f. New business.
  - g. Elections (if applicable)
  - h. Adjournment

## Article IX Committees

### Section 1 – Permanent Committees

There shall be the following permanent committees, which shall be appointed by the President with the advice and approval of the Board of Directors. All committees will be governed by the Board of Directors of the club. No less than one (1) Board member will sit on each committee.

#### 1. League Committee

Shall be responsible for organizing and running all club shooting events.

#### 2. Building and Grounds Committee

Shall be responsible for all maintenance and upkeep of the club buildings, the trap and skeet houses, all ground areas to include shooting fields, garbage removal, inventory and all equipment owned by the club.

#### 3. Entertainment Committee

Shall be responsible for providing programs of general interest for the club members, i.e., Cookouts, parties for membership functions and all other promoted club events that involve food and/or beverages.

#### 4. Publicity and Fund-Raising Committee

Shall be responsible for the advertising and publicizing of all club events. This committee shall also be responsible for the organization and operations of special fundraising events to further the club's programs, i.e., the annual fundraising dinner and/or raffle events.

**5. Finance and Oversight Committee**

Shall consist of at least two duly elected officers appointed by the President or Vice President. This committee shall provide short/long-term financial oversight for the organization and perform audits if discrepancies are noted.

**Article X  
Fiscal Year**

The fiscal year of this club shall be from January 1 to the following December 31.

**Article XI  
Amendments to Bylaws**

No part of these Bylaws shall be altered, amended or repealed without a two-thirds (2/3) vote of a quorum and unless such alterations, amendments or act of repeal shall have been submitted in writing and all active members notified not less than seven (7) nor more than fourteen (14) days prior to the meeting at which is acted upon.

**Article XII  
Disposal**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (1)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation 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.

**Ratification**

Upon a majority vote of the membership, these Bylaws are hereby approved and set in place by the Board of directors and the membership of the Minocqua Gun Club, Inc. After ratification of these Bylaws by the Board of Directors and the membership of the Minocqua Gun Club, Inc. any and all other Bylaws that may be in existence at the time of this ratification are to be considered null and void, dated February 5, 2001.

**Article XIII**



# Board of Director Agreement

By signing below, you agree to perform the duties of a Board of Director as outlined in these Bylaws and the Standard Operating Procedures Manual.

## Officers:

President: \_\_\_\_\_ Date Signed: \_\_\_\_\_

Vice-President: \_\_\_\_\_ Date Signed: \_\_\_\_\_

Treasurer: \_\_\_\_\_ Date Signed: \_\_\_\_\_

Secretary: \_\_\_\_\_ Date Signed: \_\_\_\_\_

## Directors:

Director: \_\_\_\_\_ Date Signed: \_\_\_\_\_

Director: \_\_\_\_\_ Date Signed: \_\_\_\_\_

Director: \_\_\_\_\_ Date Signed: \_\_\_\_\_

Director: \_\_\_\_\_ Date Signed: \_\_\_\_\_

Director: \_\_\_\_\_ Date Signed: \_\_\_\_\_

Director: \_\_\_\_\_ Date Signed: \_\_\_\_\_