

**BYLAWS  
OF THE  
WALES FISH AND GAME CLUB, INC.  
30 Holland Road  
P.O.BOX 101  
WALES, MA 01081  
ESTABLISHED IN 1949  
AMENDED: February 1<sup>st</sup> 2024**

Robert's Rules of Order shall be authority upon all Parliamentary questions and procedures.

**Article I – Name and location**

The name of this corporation shall be Wales Fish and Game Club, Inc., and its principal location shall be on Holland Road in the Town of Wales, MA.

**Article II – Objectives and Purpose**

To foster and encourage the health, well-being and pleasure of the members of the corporation and of the citizens of the town of Wales and vicinity, by improving hunting and fishing conditions and by enlarging opportunity for the enjoyment thereof, in the town of Wales and its environs, including the purchase and dissemination of fish and game, the education of the public in the matters pertaining to hunting and fishing, and co-operation with the Massachusetts Division of Fisheries and Game; to establish and maintain a place for holding meetings; to encourage and engage in social, civic and athletic activities; to promote a better understanding among sportsmen and women; and to do any and all things in furtherance of these purposes, including the right to own property, permissible under Chapter 180 of the General Laws.

**Article III – Memberships**

**Sec.1 – Membership** in this Club shall consist of persons of good character and standing who agree to abide by the by-laws and have complied with the financial requirements hereinafter provided.

**Sec.2 – Application for membership** in this Club shall be endorsed by a Club member in good standing.

**Sec.3 – Prospective Members** shall be required to pay an initiation fee in addition to dues for the first year. Membership dues must be maintained annually, or you will be required to repay the initiation fee.

**Sec.4 – Membership in this Club** shall be limited by the Board of Directors.

**Sec.5 – Membership may be terminated** by the resignation of any member in good standing, or by the action of the Board of Directors for cause shown.

**Sec.6 – All prospective new members** must be voted in at the annual meeting.

**Sec.7 – Memberships will be valid** January 1st to December 31st.

**Sec.8 – All yearly dues** are due by December 31.

#### **Article IV – Officers and Directors**

**Sec.1 – The officers** of this Club shall be a President, a Vice-President, Secretary, and Treasurer. The President, Vice-President, Secretary and Treasurer shall be elected at the annual meeting of the Club.

**Sec.2 – President** - It shall be the duty of the President to preside at all meetings of the Club and of the Board of Directors, and to sign and execute written instruments of the Club under the Direction of the Board of Directors.

**Sec.3 – Vice-President** - It shall be the duty of the Vice-President to officiate in the absence of the President and otherwise assist him/her when requested to do so.

#### **Sec.4 – Secretary:**

- a. The secretary shall keep a record and attendance of all meetings and events of the Club.
- b. Shall keep a complete list of all Club members with the last known residence of each, latest contact information and attendance at Club meetings and activities.
- c. Under the direction of the President and Board of Directors he/she shall send out notice by email or other means to keep the membership current of all club meetings and activities.
- d. His/Her books of record and all material (hard copy or electronic) generated on the club's behalf shall be the property of the Club.
- e. His/her books and records shall be open to its officers and directors for inspection at all reasonable times.
- f. He/She shall file annually, if required, the Certificate of Change of Directors or officers and the Commonwealth of Massachusetts Annual report with the Commonwealth of Massachusetts shortly after the club elections.
- g. The Secretary will maintain and update the club website.  
[www.walesfishandgameclub.org](http://www.walesfishandgameclub.org)
- h. He/ She shall maintain the club phone number 413-752-9204.
- i. He/she shall have further powers and duties as may be prescribed in the by-laws of the club.

#### **Sec 5 – Treasurer:**

- a. The Treasurer shall keep and disburse all funds of the Club, under the direction of the Board of Directors.
- b. He/She shall keep a record of all receipts and expenditures and all evidence of credit received by him/her.
- c. He/She shall make an annual report, and more often if so ordered by the Board of Directors, of the financial condition of the Club.
- d. His/Her records and ledgers shall be open at all reasonable times to the inspection of the Directors.
- e. He/she shall file the Federal Tax filing (form 990-N) before July 1st and any other forms or documents that may be required in the future.

- f. He/She shall, if and when required by the Board of Directors, give bond of the faithful performance of his/her duties, in such sum and with such sureties as approved by said Board.
- g. He/she shall have further powers and duties as may be prescribed in the by-laws of the club.

### **Sec 6: Elections**

- a. **Officers and Directors:** A president, vice president, treasure, secretary and five (5) Directors shall be elected at the Annual Meeting. These Officers and Directors shall comprise the Board of Directors. Total nine (9) members.
- b. **Election Procedure**
  - 1 Elections will be held at the November meeting of the Club.
  - 2 Candidates for office will be nominated by the membership. The member nominated can accept or refuse the nomination.
  - 3 The vote will be for president, vice president, treasure, secretary and the remaining 5 board positions in that order.
  - 4 After nominations for an office are complete the vote for that position shall be held and the result announced.
  - 5 In the event there is no challenge to a position no vote is necessary.
  - 6 Officers and Board Members shall be elected by majority vote on separate ballots by members in good standing.
  - 7 They shall hold office from January 1<sup>st</sup> to December 31<sup>st</sup>.
  - 8 Ballots listing all the eligible candidates (for each office and board position) shall be given to each member present.
  - 9 Votes shall be counted by a neutral member and the results presented to the club secretary for announcement.
- c. **Requirements to be considered for office:** Nominees for an elective office must:
  - 1 Have been a member for at least twelve (12) consecutive months.
  - 2 Must have attended at least seven (7) out of the past twelve (12) meetings.
  - 3 In the event there are not enough eligible candidates for office, an ineligible member can be nominated.

~~Sec.7 – Immediately following the annual meeting, said Board shall meet and organize, and elect from its own number the President of the Club.~~

**Sec.8 – The Directors** shall have and exercise full control and management of the finances and activities of the Club, except as otherwise provided, and shall audit the annual report of the Treasurer and report their finding.

**Sec.9 – No agreement, contract, expenditure** or other obligation of the club involving an amount in excess of two hundred dollars (\$200), and no deed shall be entered into or made without the consent and approval of two-thirds of the Club members present at a meeting of the Club duly called for that purpose. All deeds, contracts and other written instruments of the Club shall be signed and executed by the President.

**Sec.10 – The Board of Directors** shall have the power to fill a vacancy in any office or upon said Board for the unexpired term, by election at a duly called meeting of the Board of Directors for that purpose.

**Sec.11 – In case** an incumbent of any office or a Director, in the opinion of the Board of Directors, is negligently absent, or being present, wrongfully refuses to act, said Board may appoint another to act in his/her stead with full powers of office, until the return or compliance of said incumbent or Director.

**Sec.12 – The Board of Directors** may suspend or remove from membership any member who fails to pay fees or dues in accordance with the rules of the Club, or who, in the opinion of said Board, persistently conducts him or herself in a manner prejudicial to the interests of the Club.

**Sec.13 – The Directors may appoint** such committees as they deem necessary and desirable for the furtherance of the purpose of the Club. A Committee Chairman shall be elected from among the committee members. The Chairman will be responsible for making reports of the committee at all monthly meetings. He/She shall be responsible for requesting funds by the committee and for turning in any funds for deposits over to the treasurer. All monetary transactions will be receipted.

**Sec.14 – The Board of Directors may exempt** any deserving member of the Club from the payment of dues.

**Sec.15 – Any of the Directors may choose** the time and method of calling their own meetings, except that one shall be held immediately following the annual meeting, as provided, and except that a special meeting shall be called upon the written request by three members of the Board, delivered to the President.

**Sec.16 – Five Directors** shall constitute a quorum at all meetings of said Board.

**Sec.17 – All Officers** and at least one other Director shall at all times be residents of the Town of Wales, MA unless waived by the existing Board of Directors.

~~Sec.18 – All Officers and Directors shall be elected by written ballot and shall hold office for one year, or until their successors have been duly elected and qualified. A majority vote shall be required to elect.~~

**Sec.19 – No vote of the Board of Directors** or of the Club, which attempts to distribute all or any part of the Club property among members as such, shall be of any effect or validity.

## **Article V – Meetings**

**Sec.1 – The annual meeting** of the Club shall be held on the first Sunday of each November at a designated time and place.

**Sec.2 – Regular monthly meetings** of the Club shall be held at the Club, or other designated place at 7:00pm in the evening on the first Thursday of every month.

**Sec.3 – Special meetings** of the Club may be called at any time deemed necessary by the President or Board of Directors (as noted in Sec.15) and shall be called when so requested by the Board of Directors. All such meetings shall be held in said Wales.

**Sec.4 – Notice of the time and place** of the annual meeting and all special meetings shall be emailed or regular mailed post-paid to each member at his/her last known residence or given to him/her in hand, not less than seven days before the holding of said meeting.

**Article VI – Quorum**

**Five Club members** in good standing shall constitute a quorum necessary for the transaction of business with Five Directors (Sec.16), but a smaller number shall be competent to adjourn with or without delay.

**Article VII – Fiscal Year**

The fiscal year shall be from December 1st to November 30th inclusive.

**Article VIII – Fees and Dues**

Sec.1 – There shall be an initiation fee as set by the Board of Directors at the Annual meeting.

Sec.2 – The annual dues of the Club shall be set by the Board of Directors.

**Article IX – Club Responsibility**

The Club shall not be responsible for the loss of property left upon its premises by the members or guests, nor for injuries sustained in connection with Club Activities.

**Article X – Dissolution**

If at some future time, four-fifths of all the Club Members in good standing and three-fourths of the Board of Directors, shall wish to dissolve this corporation and shall concurrently so vote in the affirmative, this corporation may be dissolved, but in such event its property shall not be distributed among members as such, but shall pass in trust to be used for the purpose for which this Club organized, to the Town of Wales, if the said Town will so accept said property, otherwise in trust to such person or persons as the Court shall designate to carry out said Purposes.

**Article XI – Amendments**

The vote of two-thirds of all members present who are legally qualified to vote at meetings of this corporation shall be required, at a meeting duly called for the purpose, to amend its By-Laws, change its name or alter its purposes. Notice for such a meeting must state in substance the nature of the amendment or change contemplated.

**Article XII- Liability****Sec 1 - Non- Obligation**

All persons or corporations or partnerships, groups or associations extending credit to or contracting with, or having any claim against the club or its officers thereof shall look only to the funds and property of the club for payment of any such damage, judgment, contract, claim, debt or decree or any other monies that otherwise become due or payable to them from the club or its officers so that neither the club nor its officers, present or future, shall be in any manner liable thereof.

**Article XIII: Indemnification****Sec 1 - General**

The Executive Board shall indemnify and reimburse from the funds of the club, to the extent of the balance in the club checking account at the time, each officer of the club and his/her heirs, executors or administrators for any judgment against him/her for expenses necessarily incurred by him/her in connection with the defense or reasonable settlement of any action, suit or processing to which he/she has been made a party by reason of his/her being an officer of the club or by reason of his/her conduct as such.

| <b>Date</b>  | <b>Changes Made</b>  |
|--------------|--|
| Feb. 1, 2024 | Article IV Sec 4,6,7,8 revised. Article XII, XIII added<br>Article IV Sec 17,18 deleted<br>See 2024-01-16 R3 Bylaw change.docx |
| Nov. 2, 2008 | Sec 12, "removal of member"  |
| Nov. 4, 2012 | Sec 9 (\$200 limit), Sec.17 allow exception for town residency for board members   |
| Nov. 6, 2016 | Add email for notices, correct spelling errors   |

