



CONSTITUTION AND BYLAWS OF THE ASHE COUNTY WILDLIFE CLUB

Article I. Name

Name. The name of this organization (Club) shall be Ashe County Wildlife Club, Inc..

Article II. Purpose

Purpose. The purpose of the Ashe County Wildlife Club, Inc. shall be to promote good sportsmanship, conservation of wildlife, and safe use of firearms and other sporting equipment. It shall be our further purpose to cooperate with local, state, and federal agencies in the protection and restoration of our natural, ecological environment.

Article III. Membership

Section 1. **Membership.** The active membership of this Club shall consist of sportsmen of good repute who may care to associate themselves together for the above purposes and are not in arrears in membership dues or fees.

Section 2. **Application for Membership.** A membership applicant must be sponsored by an active regular member in good standing and the membership must be approved by the Executive Board. The applicant may become a member upon compliance with Club rules, bylaws, and payment of dues.

Section 3. **Expulsion of Member.** A member may be expelled for poor sportsmanship, unbecoming conduct, or any other cause considered by the Executive Board to be detrimental to the welfare of the Club. A majority vote of the Executive Board shall be necessary for expulsion.

Article IV. Dues

Section 1. **Dues and Fees.** The membership fees and dues for the Club shall be set by the Executive Board.

Section 2. **New Member Dues.** New members shall pay an initiation fee and the yearly dues. New members may join and pay one annual fee covering the remainder of the current year and the following calendar year beginning at the August meeting.

Section 3. **Renewals**. Membership renewals may be paid beginning in August and are due by the March meeting. Members not paid by adjournment of the March meeting may later be reinstated as new members.

Section 4. **Member in Arrears** No member of the Club in arrears shall be eligible to vote or to enjoy any other of the privileges or benefits offered by the club.

Article V. Meetings

Section 1. **Annual Meeting**. The annual Club meeting, the last meeting of the calendar year, shall be held on the third Monday of October or as set by the Executive Board.

Section 2. **Regular Meetings**. Beginning in January, the regular monthly Club meeting shall be held on the third Monday of each month at such time and place as may be set by the Executive Board.

Section 3. **Special Meetings**. A special meeting of the Club may be held at any time upon the call of the President, upon the call of the Executive Board, or upon demand in writing and signed by not less than ten percent of the members entitled to vote stating the object of the proposed meeting. Notice of the time, place, and purpose of any special meeting shall be given to all officers, directors, and active members, in writing, by US Mail or Email with read receipt not less than five days prior to the date fixed for holding of the meeting. The time and place of such special meeting shall be set by the Executive Board.

Section 4. **Quorum**. A quorum for any regular meeting shall consist of no less than ten percent of the active regular members plus any two elected officers.

Section 5. **Order of business**:

1. Call to order by the President
 - 1a. Opening Prayer
 - 1b. Pledge of Allegiance
2. Roll call by the Secretary (when required only)
3. Report of the Secretary including minutes of the previous meeting
4. Report of the Treasurer
5. Report of the Executive Board
6. Report of standing committees
7. Report of special committees
8. Unfinished business
9. Election of officers (annual meeting only)
10. New business
11. Adjournment

Article VI, Officers

Section 1. **Officers**. The officers of the Club shall be the President, Vice President, Secretary, Treasurer, and the Immediate Past President.

Section 2. **Board of Directors**. The Board of Directors (Directors) shall consist of six members who are not officers.

Section 3. **Executive Board**. The President, Vice President, Secretary, Treasurer, Immediate Past President, and the six members of the Board of Directors shall constitute the Executive Board.

Section 4. **Election of Officers and Directors**. The officers and directors shall be elected by nomination and ballot at the annual meeting and shall take office immediately. The method of nomination and election shall be as follows: A nominating committee of three or more members shall be appointed by the President at the September meeting. This committee shall submit a ballot at the annual meeting offering names for each office and directorship to be filled. Additional nominations may be made from the floor. In case of a tie vote for any office, a second ballot shall be cast to break the tie, in which vote only the candidates involved in the tie shall be voted upon. If the second ballot results in a tie, the tie shall be broken by lot.

Section 5. **Terms and Succession**. The term of service for an officer shall be one year. The term of service for a director shall be two years. The terms of directors shall be staggered, with three being elected one year, and three the following year.

After serving their term, each officer or director may succeed themselves if re-elected. The Immediate Past President will remain in succession until there is a change in Presidency.

Section 6. **Vacancies of Executive Board**. Vacancies among officers and directors shall be filled by appointment by remaining members of the Executive Board. Such appointee shall hold office until the next annual meeting.

Section 7. **Removal of Member from Executive Board**. Any officer or director may be removed for just cause from office by a vote of 2/3 of the members present, provided there is a quorum, and 2 presiding officers at any regular or special meeting of the Club.

Article VII. Duties of Officers

Section 1. **President**: The President shall call special meetings of the Club and the Executive Board, shall preside at all regular and special meetings unless a substitute has been arranged, and shall have general supervision of the affairs of the Club. The President shall serve as chairman of the Executive Board.

Section 2. **Immediate Past President**: The Immediate Past President shall be a member of the Executive Board and shall assist the President.

Section 3. **Vice President**: The Vice President shall perform the duties of the President in his absence or at his request. He shall also be the Program Chairman, in cooperation with the President.

Section 4. **Secretary**: The Secretary shall be the Club correspondent and shall keep records of all memberships, issue membership cards and receipts, receive and document funds and transfer them to the treasurer, audit all expenditures for the Club, keep minutes of all meetings, and

perform other tasks as deemed necessary by the Executive Board. The Secretary shall preside at meetings in the absence of both the President and Vice-President. The Secretary shall be annually compensated an amount determined by the Executive Board as reimbursement for incidental expenses.

Section 5. **Treasurer**: The Treasurer shall be the financial officer and shall receive, deposit, and disburse funds as authorized by the Executive Board. The Treasurer shall prepare a summary report of the Club's financial activities and status to be presented to the membership at each regular monthly meeting and each board meeting and a detailed report to be presented at the annual meeting. Additionally, the Treasurer shall perform other tasks as deemed necessary by the Executive Board. The Treasurer shall preside at meetings in the absence of the President, Vice President, and Secretary. The Treasurer shall be annually compensated an amount determined by the Executive Board as reimbursement for incidental expenses.

Section 6. **Executive Board**. The Executive Board (Board) shall have general control of the policies, activities, and properties of the Club. The Executive Board shall be the governing body of the club and shall conduct all Club business. The Board shall meet when called by the President or any two of its members. A majority vote shall govern the action of the Board. The Executive Board shall report at each Club meeting upon its activities since the last Club meeting. Such report must include the minutes of the Board meetings. Only regular members may serve on the executive board. Regular members are those who have paid annual dues or hold regular lifetime membership. Special members, associate members, honorary members, or property members are not regular members. A quorum of the Executive Board shall consist of no less than six members.

Article VIII. Age Requirements

Age Requirements. No one under the age of eighteen may use the facilities of the Club unless accompanied by a parent or legal guardian, or by written permission of a parent or legal guardian and while under the supervision of a Club member of at least twenty-one years of age.

Article IX. Rules of Order and Procedure

Rules of order. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.

Article X. Voting by Proxy

Section 1. **Proxies**. Proxy voting shall be allowed.

Section 2. **Rules Governing Proxies**. The rules and procedure for Proxy Voting shall be determined by the Executive Board and shall remain unchanged until no less than a thirty day notice has been given to the membership.

Section 3. **Notice to be Given**. Notice of change to rules and procedures for Proxy Voting shall be given by US Mail or Email with read receipt.

Article XI. Amendments

Amendments. This constitution and bylaws may be amended or altered by a vote of no less than thirty percent of the active regular members and no less than two Officers attending any meeting called for the purpose provided notice of intent has been given to all members by US Mail or Email with read receipt not less than five days prior to that meeting.

Article XII. Miscellaneous Provisions

Section 1. **Indemnification.** Every person who is or shall have been an Executive Board member of the Club and his or her personal representatives shall be indemnified by the Club against all costs and expenses reasonably incurred or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Club or any subsidiary or affiliate thereof, except in relation to matters as to which he or she shall be finally adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such director or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

Section 2. **Compensation of Executive Board Members.** No Executive Board member shall receive any compensation for his or her service in such capacity, except those expenses including, but not limited to travel and lodging, or incidentals incurred while in the performance of the duties of the Executive Board or reimbursement for actual disbursements expended on behalf of or in service to the Club.

Section 3. **Dissolution and Distribution of Assets.** No part of the net earnings or assets of the Club shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered to the Club and to make payments and distributions in furtherance of the purposes set forth herein. The Club may be dissolved and its assets and liabilities liquidated in such a manner as the Executive Board shall resolve, provided that upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any member, officer, or director of the Club but shall be distributed equally to active Ashe County, NC, Boy Scouts of America Troops and if there are no such troops, to the NC Wildlife Resources Commission.

The Bylaws of the Ashe County Wildlife Club, Inc. were rewritten, updated, and amended, using the original, by E.T. Weaver and Bill Burkett as directed by the Executive Board and ratified by vote of the membership on the 16th day of February 2009. 107 members voted yes, and 5 voted no. There were 132 members eligible to vote.

Signed this 5th day of March, 2009 by all Executive Board Members present.

Signatures:

Amendment to By Laws of ACWC 1-21-2013

Amendment 1 and 2

Amend Section 1 of Article III Membership by adding:

Amendment 1:

Ia: Additional Membership Requirement: Except for members who achieved Lifetime status prior to the ratification of this amendment, all members shall be members of the National Rifle Association.

Amendment 2:

Ib: Additional Membership Requirement: Members shall be required to participate in scheduled workdays, or alternative service, or pay an equivalent fee. The Executive Board, along with the standing committees, shall determine the requirements and scheduling under this section. The requirements and scheduling as determined will be discussed, approved, modified, or disapproved by vote of the majority of members present at the January meeting of each year.

Amendment 3

Amend Article III Membership Section 2 by inserting the words:

“or hold a current and valid concealed firearm carry permit issued by a legal, appropriate jurisdiction” following the existing words “member in good standing,,,”

Amendment 4

Add Article VII-A: Committees and Club Council

Section 1. Committees may be established as required to execute the work of the club. Committees may be comprised of volunteers, appointees, or both. Committee chairpersons may be selected by a vote of the committee or by appointment by the Executive Board.

Section 2. Standing Committees are those committees which are established for an ongoing purpose and are considered to be necessary and permanent.

Section 3. Ad-Hoc Committees are those committees established for a specific purpose and predetermined duration. This type of committee ceases to exist once the assigned task is completed.

Section 4. A Club Council consisting of chairpersons from each of the committees shall meet and report, as required, to the Executive Board.