

C O N S T I T U T I O N

ARTICLE I

Name

The club shall be known as the Portage Rod and Gun Club, Inc.

ARTICLE II

Purpose and Scope

SECTION I: The purpose of the club is to promote sportsmanship, recreation and conservation programs in the Portage, Wisconsin area. The club will provide such facilities, equipment, activities and services within its resources; and conduct events and activities for members as deemed appropriate and desirable by the Board of Directors.

SECTION II: The club shall be nonpolitical, nonpartisan and shall not engage in collective bargaining in behalf of its members or others.

SECTION III: No person seeking membership in the club will be discriminated against by reason of race, color, religion, sex, or national origin.

ARTICLE III

Funds, Equipment and Property

SECTION I: The club may utilize funds made available to it in carrying out the purposes set forth in Article II. The club may borrow and lend money. The club is empowered to purchase, lease, hold, own, supervise, and control equipment, property, real estate, and facilities as directed by the Board of Directors.

SECTION II: All funds, equipment, property or facilities will be derived from donations, contributions, or revenue producing events and activities of the club and the club membership.

ARTICLE IV

Membership

SECTION I: Anyone 16 years and over is eligible for club membership, but under 18 years must be accompanied by parent or legal guardian. Or be supervised by appointed chairman of committees assigned by the Board of Directors. The membership shall consist of such persons as are members in good standing as shown by the records of the club secretary. Applications for both membership renewals and new membership will be accepted only at a time established by the Board of Directors.

SECTION II: There shall be two categories of membership in the club as follows:

Active Membership: Any member who's membership is paid is entitled to voting priveleges.

Honorary Membership: Individuals recognized as having made contributions to the interests of which this club was established as outlined in Article II. Honorary members shall be without voting privileges and are ineligible for honorary membership if they qualify for active membership.

ARTICLE V

Board of Directors

SECTION I: The management and policy making body of the club shall be vested in a Board of Directors consisting of fifteen (15) member, who shall be elected by a simple majority vote of the active members of the club at the annual election.

SECTION II: A quorum for the Board of Directors shall consist of eight (8) Directors and this quorum is empowered to act upon a majority vote of five (5) Directors present of the quorum.

SECTION III: Officers or members of the Board of Directors may be removed from office by the members for causes as outlined under SECTION II through VI and VIII, ARTICLE IV of the constitution. A majority vote by the eligible voting membership is required for removal of a club officer or member of the Board of Directors.

ARTICLE VI

Election

SECTION I: One-third of the total number of directors shall be elected each year for a three year term. The election of directors shall be by secret written ballot not sooner than 90 days prior and not later than 30 days prior to the start of each business year. The business year shall begin the first day of July.

SECTION II: The club officers shall consist of the President, Vice President, Secretary and Treasurer. The officers shall be elected from the Board of Directors.

SECTION III: Any member may be expelled from the club for poor sportsmanship, unbecoming conduct, violation of installation or club rules and regulations or other cause considered by the Board of Directors to be detrimental to the club welfare.

SECTION IV: Failure to any member to renew membership application within the time established will be cause for removal from the club membership rolls unless the member is able to present such reasons as are determined to be good causes by the Board of Directors.

SECTION V: Membership of an active member shall be automatically terminated upon being expelled from the club by the Board of Directors.

SECTION VI: Individuals whose membership is terminated for any reason shall

be liable for any indebtedness to the club.

SECTION VII: Annual membership fees for members will be established. The minimum fee for each member will be a voluntary contribution to the Portage Rod and Gun Club, Inc.

SECTION VIII: Each active member will be expected to donate monies and contribute a fair share of labor service per year, commensurate with the amount of work programmed by the president and appropriate committees toward the accomplishment of approved projects and objectives of the club, Failure to contribute such services when requested could result in loss of membership if such action is considered appropriate by the Board of Directors.

ARTICLE VII

Bylaws

SECTION I: Such matters as control of club property, duties of the officers, Board of Directors, standing committees of the club and their functions and related matters pertaining to the operation of the club shall be properly dealt with in the Bylaws of the club.

SECTION II: Acceptance of the Bylaws shall be by a majority vote of quorum of the Board of Directors and all amendments shall require the same vote.

ARTICLE VIII

Benefits

SECTION I: Funds generated by donations, contributions, programs and related activities of the club shall be retained by the club to finance the programs for which the club is established.

ARTICLE IX

Acceptance

SECTION I: Acceptance of the constitution shall be by a two-thirds majority vote of the active membership present at the meeting and all amendments shall require this same vote. A written notice of all proposed modifications, alterations, amendment or repeal will be sent to all active members at least ten (10) days prior to the meeting at which time such modification, alteration, amendment or repeal is to be acted upon.

ARTICLE X

Dissolution

SECTION I: In the event the club is dissolved the property, funds and other assets, after liquidating any indebtednesses, will be disposed of by donation to conservation organizations or charitable institutions as directed by the Board of Directors.

ARTICLE XI

Authority

SECTION I: The Board of Directors of the club is hereby authorized and empowered to enter into such contracts and obligations as it shall, at its discretion, deemed necessary to accomplish the purpose of this club and such contracts and obligations shall be binding upon the club.

ARTICLE XII

Incorporation

SECTION I: This club shall be incorporated as a non-profit organization under the laws of the State of Wisconsin.

BYLAWS

Portage Rod & Gun Club Inc.

Portage, Wisconsin

ARTICLE I

Duties and Obligations of Officers

SECTION I: The elected officers shall be a President, Vice President, Secretary and Treasurer. Such positions shall be elected within the Board of Directors as required.

SECTION II: The officers of this club shall be elected by the Board of Directors for a term of one year, or until their successors are elected and qualified. No member of this club may be permitted to hold the office of President more than two successive years. Only active members in good standing are eligible to hold an elective office as Board of Director or Club Officer.

SECTION III: Newly elected Directors and Officers shall assume their duties immediately after they are installed, which shall be at the regular meeting in July.

SECTION IV: The President shall be the Chief Executive Officer of this club, and shall be ex-officio member of all committees and the Board of Directors. It shall be the duty of the President to preside at all meetings of the club.

SECTION V: The Vice President shall preside in the absence of the President, and shall perform such other duties as shall be assigned.

SECTION VI: The Secretary shall keep an accurate record in permanent form of all business transactions and notify members of meetings.

SECTION VII: The Treasurer shall receive all monies, issue a receipt therefor, keep a just and accurate account of monies so received, deposit monies in the

name of the Portage Rod & Gun Club, and draw all orders on the account for disbursements. Expenditures including one hundred fifty dollars shall be approved for payment by Treasurer. All expenditures in excess of one hundred fifty dollars 150, shall be previously approved by the Board of Directors.

ARTICLE II

Board of Directors

SECTION I: Normally, Directors will serve as chairmen of specific committees.

SECTION II: Elected members of the Board of Directors shall not be barred from being elected to, and serving as any one of the four (4) elected club officers. They can hold the position of President, Vice President, Secretary, Treasurer or Director at the same time.

SECTION III: The majority of the Board of Directors shall constitute a quorum for transacting business.

SECTION IV: If for any reason a vacancy in the Board of Directors occurs, the combined remaining Directors and Officers, by a majority vote, may appoint a successor to fill the vacant position of the Board of Directors. This same procedure shall apply should a vacancy develop in one of the elected offices. The Board of Directors shall have the authority to establish purposes for which expenditures are necessary for the welfare of the Club and to submit such recommendations to the officers for final disposition.

SECTION V: The officers of the Portage Rod & Gun Club shall be elected from within the Board of Directors by a majority vote of a quorum in secret ballot.

SECTION VI: The President of the Portage Rod & Gun Club shall have the final authority to descions in case of a tie to breaking vote which may occur at any meeting of the Board of Directors.

SECTION VII: Upon occasion, as deemed appropriate by the Board of Directors, non-members who possess a particular asset which is believed complimentary to the club, may be elected by a majority vote of the Board of Directors as Honorary Members are entitled to all the privileges granted members, except the authority to cast a vote.

ARTICLE III

Membership

A requirement for membership in good standing shall be dependent upon adherence to published policies and other regulations covering activities at this club. Any individual who has a membership in good standing, shall also include the immediate family. The term "immediate family" is interpreted to mean those members of a family living under the same roof with member being the head of the household. The membership year commences on 1 January each year.

ARTICLE IV

Meetings

SECTION I: Regular club meetings shall be held in the club house or such other location as may be designated, on the fourth 4 Monday of each month. The Board of Directors shall meet on the second 2 Monday of each month.

SECTION II: Special meetings may be called at any time by the President of the Club or upon majority vote of the Board of Directors and notification to the President.

SECTION III: In case of a special meeting of the members, the Secretary shall notify the membership at least one week in advance of the date set for the meeting by letter, newspaper and/or radio.

SECTION IV: The following order of business shall be maintained:

- a. Reading of minutes of the last regular meeting and intervening meetings;
- b. Reading of the financial report by the Treasurer. Notification of bills due, subject to Board of Directors action;
- c. Report of Officers
- d. Report of Directors and their committees' activities;
- e. Receiving and reading of communications by the Secretary;
- f. Unfinished business;
- g. New business;
- h. Special entertainment;
- i. Adjournment.

ARTICLE V

Elections

SECTION I: One month prior to the annual election, a Nominating Committee of three (3) members will be appointed by the President.

SECTION II: The duties of the nominating committee shall be to submit the names of at least one (1) candidate for each position at the regular May ^{Directors April} - ^{officers} meeting. Consent of nominees to serve shall be obtained prior to submitting their names for election. Further nominations may be made from the floor during the election process.

ARTICLE VI

Maintenance of Funds

SECTION I: The records of the account, as maintained by the Treasurer, shall be audited annually just prior to the regular July meeting. An individual,

qualified in commercial accounting practices and procedures and not serving as an Officer of the Club, will be appointed and engaged by the Officers to conduct the audit. A Report of Audit will be prepared and read by the auditor, before the members at a General Membership meeting. A signed copy of the report will be retained in the files of the Treasurer. A special audit will also be performed in the manner as cited above, at such time as a Treasurer is relieved and/or changed other than the expiration of the elected term of office. Procedure of ARTICLE VI, SECTION 1: above will be required only if requested by the Board of DIRECTORS of this organization.