

**B Y - L A W S**  
**O F**  
**MT. ADAMS FISH AND GAME ASSOCIATION**

We, the undersigned, together constituting and being all of the members and directors of the Mt. Adams Fish and Game Association, Incorporated, a non-profit corporation, without capital stock or shares, and not conducted for any profit, do hereby adopt the following by-laws for the said corporation.

**I PURPOSE**

The purposes for which this association is formed and the powers it may exercise are set forth in the Articles of Incorporation of this association and may include NRA-suggested by-laws, or parts thereof, making it possible to affiliate with NRA and be a member club hereafter.

**II DIRECTORS**

**SECTION 1.** NUMBER AND QUALIFICATIONS OF DIRECTORS. The business of the association shall be controlled by a board of five (5) directors, with one director's term expiring and being up for election each year. The term of office for a director shall be five years. Each director must be a current member in good standing. In order to be a member in good standing one must be a member of the Corporation for two consecutive years, be current on all dues, attend a minimum of six of the last twelve scheduled meetings and have shown participation in service to the corporation.

**SECTION 2.** ELECTION OF DIRECTORS. At a meeting within the first quarter of each year, the members of this association shall elect a director to fill the office of the expiring director. Voting shall be by secret ballot. The director nominee who receives the greatest number of votes cast shall be declared elected for the ensuing term. Each director shall hold office-until a qualified successor has been elected. **It is specified that immediate family members shall not serve together on the board. (Siblings, Spouses, Parent/child)** Any director missing three (3) consecutive director meetings without a proper excuse accepted by the board shall be dropped as a director and the vacancy shall be filled as provided herein. It shall be the duty of the Secretary to keep a record of all directors present or absent with or without an excuse, and to so report under roll-call at each meeting. **Whenever a vacancy occurs in the board of directors, other than from the expiration of a term of office, the remaining directors shall appoint a member to fill the vacancy until the end of the term of the director being replaced, at the next regular board meeting.**

**SECTION 3.** DUTIES OF DIRECTORS. The directors shall have general supervision and control of the business affairs of the association, and shall make all rules and set policies not inconsistent with the law or with these by-laws for the governance of the members, officers, employees and agents of this association. They shall adopt an accounting system which shall be adequate to the requirements of the business, and they shall require proper records to be kept of all business transactions.

**SECTION 4.** BOARD MEETINGS. In addition to the annual meetings to elect directors and officers, regular meetings of the board of directors shall be held monthly or at such other times and at such places as the board may determine.

**SECTION 5.** SPECIAL MEETINGS. A special meeting of the directors shall be held whenever called by a majority of two directors. All directors shall be notified of meetings at least five days in advance of the meeting. Any and all business may be transacted at a special meeting.

**SECTION 6.** QUORUM. A majority of the board of directors shall constitute a quorum at any meeting of the board. A majority of the members shall constitute a quorum at any meeting of the members.

**SECTION 7.** ORDER OF BUSINESS. The order of business at the monthly meeting of the directors of the corporation shall be as follows, and shall, where applicable, be followed at all special and regular meetings, except, however, the Roberts Rules of Order for Parliamentary Procedure shall govern as deemed applicable by the membership:

1. Roll Call (collected by the Secretary)
2. Reading and disposal of minutes
3. Members input and comments
4. Reports of officers and committees, & service reports
5. Approval of checks
6. Election of directors when appropriate
7. Unfinished business
8. New business
9. Adjournment

**SECTION 8.** MAJOR POLICY CHANGE. Any action which may affect change of major policy, affecting the association or its laws, shall be heard at the first meeting or proposal of said proposed change, and shall not be acted upon until the next subsequent meeting. Any major decision or policy change by the board of directors can be overturned by a quorum of the entire membership.

**SECTION 9.** DEPOSITORY. The board of directors shall have the power to select one or more banks to act as depository of the funds of the association and to determine the manner of receiving, depositing, and disbursing the funds of the association and the form of checks and the person or persons by whom same shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will.

### III OFFICERS

**SECTION 1.** OFFICERS. The officers of this corporation shall be President, Vice-President, a Secretary and a Treasurer.

**SECTION 2.** ELECTION OF OFFICERS. The directors shall meet within 30 days after each annual election of directors, to elect a president, vice-president, secretary, and Treasurer, each of whom shall hold office until the election and qualification of his or her successor, unless earlier removed by death, resignation or for cause. All officers so elected must be current in their membership and be a participating member in good standing of this organization

**SECTION 3.** PRESIDENT. The President shall preside at all association meetings; shall have general supervision over the affairs of the corporation and over the other officers; shall sign all written contracts of the association, and may be required by the directors to countersign all checks; and shall perform such other duties as applies to the office. In case of the absence or disability of the President, the duties shall be performed by the Vice-President.

**SECTION 4.** SECRETARY The Secretary shall issue notices of meetings as are herein required, and shall attend and keep the minutes of the same and shall attest with their signature and impress with the corporate seal all written contracts of the corporation and shall perform such other duties as applies to their office. At any time the board of directors may employ such secretarial work to be done on a salary <sup>to</sup> be agreed upon by the directors.

**SECTION 5.** TREASURER. The Treasurer shall have charge of all corporate books, records and papers, and shall maintain the bank accounts, accounts payable and receivable, reserve accounts and cash. Statements of all accounts must be available to the board of directors at each monthly board meeting. The treasurer shall report balances to the membership and/or the board of directors as required.

**SECTION 6.** AUDITS. The board of directors shall have authority to select at any time, but not more than once each year, the services of a nonbiased individual(s) to make a careful audit of the books or accounts of the association, which report shall be submitted to the members for review. The cost of such audit shall be borne by the association.

**SECTION 7.** AGREEMENTS WITH MEMBERS. The President, subject to the approval of the board of directors, shall have the power to carry out all agreements of the association with its members in every way advantageous to the association representing the members collectively.

## IV MEMBERS

**SECTION 1.** QUALIFICATIONS OF MEMBERS. Any person may become a member of the association by acquiring a membership certificate and meeting such other conditions as may from time to time be prescribed by the board of directors ; that any such person exhibiting his intention for membership, together with other qualifications pursuant to the purposes for which this corporation was formed may, under majority vote of the board of directors , become a member.

**SECTION 2.** MEMBERSHIP CERTIFICATES. All membership certificates shall be signed by the President or Secretary. No membership certificate shall be issued without first having been paid for in full. The corporation shall have first lien on all membership certificates and upon all dividends for any indebtedness of the respective holders thereof to the corporation. There shall be no limitation as to the number of memberships issued, provided, however, that the applicant for membership in this corporation must be approved by the board of directors. Membership certificates shall not be assignable or transferable by any member. Whereas direct family members have range privileges, they do not enjoy member status for purposes of voting or holding office. There is only one vote per membership certificate. Membership certificates may be cancelled as provided in these by-laws. The board of directors in their sole discretion shall have the power and authority to issue honorary membership without charge.

**SECTION 3.** MEMBERSHIP CANCELLATION. Any membership may be canceled upon a majority vote of the directors, for any violation of the articles, for non-payment of dues or any assessment, by way of voluntary withdrawal or death, or for any behavior which is contrary to the articles of incorporation or purposes for which this corporation was formed, or for any inhumane treatment of wild life. Upon such cancellation, withdrawal or termination of membership, the member shall forfeit all right, title and interest in and to the membership certificate, or any assets of the corporation, without compensation.

**SECTION 4.** MEMBER MEETINGS. The members of this corporation may hold regular meetings at such times and places as the board of directors shall determine.

**SECTION 5.** NOTICE. Notice of the time and place of all monthly and special meetings of the members shall be posted on webpage five days before the date thereof

**SECTION 6.** VOTE. At member meetings, no member shall be entitled to cast more than one vote. Voting rights shall extend to all members irrespective of minority or sex.

## V AMENDMENTS

**SECTION 1. AMENDMENTS OF BY-LAWS.** If notice of the character of the amendment proposed has been given in the notice of a meeting, these by-laws may be altered or amended at any regular or special meeting of the directors by the affirmative vote of two-thirds the majority.

## VI

**SECTION 1. ASSESSMENTS ABOVE AND BEYOND NORMAL MEMBERSHIP DUES.** The corporation shall have the power to assess membership holders from time to time for the purposes for which this corporation was formed, but such assessment may in no event exceed \$50.00 per annum, and may be increased or decreased by a majority vote of the membership.

## VII

**SECTION 1. DISSOLUTION.** This corporation may be dissolved and its affairs wound up voluntarily by the written request of two-thirds majority of its members. Such requests must be addressed to the directors in writing, with specific reasons why winding up the affairs of the corporation is deemed advisable. To be effective a dissolution request must be approved by four (4) out of five (5) of the directors, and must name three persons, members of the corporation, to carry out the liquidation. Upon such dissolution and liquidation, and after payment of any creditors, any remaining assets of the corporation shall be liquidated and distributed equally among the members in good standing at the time of dissolution, after the expenses of dissolution have been paid.

IN WITNESS WHEREOF, we, the undersigned directors, do hereby adopt the foregoing as the by-laws of the association; we have hereto subscribed our names this 21 day of March 2013.

Director: John Deo: Signature: \_\_\_\_\_

Director: Ricky Marx: Signature: \_\_\_\_\_

Director: Matt Riley: Signature: \_\_\_\_\_

Director: Dave Spratt: Signature: \_\_\_\_\_

Director: Maryann Stembridge: Signature: \_\_\_\_\_