

**CONSTITUTION AND BY-LAWS**  
**for the**  
**ST. JOSEPH ROD AND GUN CLUB**

**Article I - Name**

The name of this organization shall be the St. Joseph Rod and Gun Club, referred to as SJRGC or the Club. It is a private, non-profit 501 (c) (3) Corporation. SJRGC shall be one Club. There shall be no Clubs within the Club. All assets shall be under the sole ownership of SJRGC. With geographical locations at Kraemer Lake, 29495 Kraemer Lake Rd, St. Joseph, MN 56374, and Watab Lake, 8867 Crestview Dr, St. Joseph MN 56374. The mailing address is P.O. Box 374, St. Joseph, MN 56374.

**Article II – Purpose & Rights**

Section 1: Purpose

The purpose of this club is to create, encourage, foster, and perpetuate the use of our local outdoor habitat, to unify and provide for a social venue for all types of sportspersons. To maintain and advance the motto “all things to all sportspersons” and to exist without prejudice and treat all sports and events fostered by the club as equal.

To encourage a culture of “good stewardship” towards the environment. To seek to restore the opportunity for the outdoor experience that is equal to our fondest memories while enhancing the social aspects through conservation efforts while “leaving things better than we found them”. To have a good fellowship among other outdoor groups, to cooperate with conservation organizations, and all local law enforcement agencies in the propagation and conservation of game.

To safeguard all funds raised by SJRGC. To provide for our youth through mentorship, hunter’s safety and all other educational avenues the Club determines appropriate.

Section 2: Rights

All rights, privileges and benefits shall be equally available to all Club members. All rules, regulations, bylaws and directives shall be equally applied to all Club members. No member shall pay more than any other member for any goods, services or privileges provided by the Club. Every member shall be entitled to one vote; the right to vote on any issue brought before the Membership; and the right to clear, timely notification of important voting issues. Members shall have the right to a clear, timely notification of all activities which close or limit a member’s use of any Club facility. For latest info – Check the website at [www.stjoerodandgunclub.org](http://www.stjoerodandgunclub.org)

**Article III - Operation**

The corporation shall be non-stock and no dividends or pecuniary profits shall be

declared to the members thereof.

#### **Article IV - Membership**

**Section 1** - Any person may become a member.

**Section 2** - Any person seeking membership must have their name submitted to The Club. Admission to the Club will be probationary for new members until voted on by the general membership to accept or reject membership at the next available monthly meeting.

**Section 3** - Dues: The annual dues shall be in the amount voted by the club at its annual meeting; further, the fiscal year shall be as stated in the By-Laws.

**Section 4** - As of January 1, 2000, there shall no longer be the provision for new life memberships in the club. Any life members as of January 1, 2000, shall however, maintain their status as a "life member."

#### **Article V - Management**

**Section 1** - Management of this Club shall be vested in a Board of Directors consisting of the officers and directors as listed in the By-Laws.

#### **Article VI - Amendments**

**Section 1** - This constitution may be amended at any annual meeting or at any adjourned or special meeting of the Club, provided (30) day, or a regular schedule monthly meeting notice has been given and further provided that a majority vote of the members present favor such amendment.

### **BY-LAWS**

#### ***Article I*** **Board of Directors**

##### **Section 1 Positions and Duties & General Powers**

The board of Directors "BOD" shall be composed of the officers, and the following Directors:

**Director of News & Information:** Send out monthly "Newsletter."

**Director of Facilities:** responsible for the procuring, constructing, maintaining and repairing of all SJRGC facilities and equipment contained therein.

**Director of Hunters Education and Training:** to provide certified and/or recognized programs for community individuals and club members. In addition, he/she shall be responsible for ensuring that a sufficient cadre of trainers are available to support those programs.

**Director of Information Technology:** responsible for managing all information technologies to include but not limited to legacy systems, including hardware and software, new technology systems and applications (e.g. cloud computing and storage), real-time and stored video images, website, Facebook, Twitter, etc. and data logging systems.

**Director of Membership:** create ways to generate new members, retain members, and assist in sending out membership packets.

**Director of Marketing:** develop sponsorships for the various club activities.

The Board of Directors (BOD) shall have the general power to manage and control the affairs and property of the Club, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

- A majority vote of the Board of Directors has the authority to enter into legally binding agreements with Federal, State and local agencies.
- The Board may also enter into agreements with private funding sources for the purposes of providing services of the corporation in keeping with the work of the Club.
- All such actions shall be by majority vote of the board membership.

The Board has the same legal powers and responsibilities granted to it by the State of Minnesota as any Board of Directors of a non-profit corporation.

Specific powers of the Board of Directors are:

1. To determine fiscal, organizational and program policies.
2. To determine overall program plans and priorities for the SJRGC.
3. To determine rules and procedures for the governing board, contractor relationships, and volunteers serving the SJRGC.
4. To select the officers and any standing or ad hoc committees.
5. Any further actions that would be required in operating the Club and would be determined by majority vote of the BOD membership.

## **Section 2: Number, Eligibility and Term**

The Board of Directors shall consist of minimum of nine members. In addition, the *outgoing President* of the previous term may remain on the BOD in an advisory, without voting rights. Each member of the Board shall be a current member in good standing.

All members of the BOD shall serve on a volunteer basis and shall not receive compensation in any manner for their work at SJRGC.

All BOD members shall serve three (3) year terms. The Board members shall be organized into three classes with one third being elected each year. The terms will begin at the end of the annual meeting of each year. If voted in during any midterm election, one will serve the remainder of that elected term.

## **Section 3: Selection and Board Election Process**

A BOD Nomination Committee shall be responsible for nominating a slate of prospective Board members representing the Club's diverse operating area. In addition, any Board Member can nominate a candidate to the slate of nominees. The Board Nomination Committee will consist of the Vice President (unless up for re-election, whereby; the Secretary will substitute, and so on down the line of the EC) and two BOD members (not up for re-election). All nominations should come through the Board Nomination Committee who will conduct any required interviews. All nominations will be confirmed by the Board Nomination Committee and will have a dossier prepared prior to presentation to the BOD.

The election of board members shall occur 2 months prior to the Annual membership meeting. Nominations for board members will be accepted by the BOD one month prior to the election meeting, as well as nominating from the floor on the day of the election. BOD members shall be elected by majority vote by voice or secret ballot of all members present and entitled to vote. The term will begin immediately following the annual meeting.

#### **Section 4: Resignations.**

Any member of the BOD may resign at any time by giving written notice to the Club. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. The vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by an interim appointment recommended by the BOD and ratified by majority vote at the next monthly meeting.

#### **Section 5: Removal**

Any member of the BOD absent from three consecutive meetings without notification to the President or Secretary of the BOD shall be deemed to have resigned by his/her non participation.

Any member of the BOD can be removed for cause whose willful actions have been deemed detrimental to the goals and objectives of the SJRGC as determined by of the BOD (majority vote of the BOD present and voting).

#### **Section 6: Vacancies**

When a vacancy on the BOD exists mid-term, it will be determined by majority vote as to whether to replace that vacancy or to wait until the Annual election.

If voted to fill the position immediately, the same required criteria as determined in Section 2 and 3 aforementioned is to be fulfilled.

### ***Article II*** **Officers, Powers, and their Duties**

#### **Section 1 Officers and Duties**

The officers of the Club shall be a President, a Vice President, a Secretary, and a Treasurer, henceforth will be called the Executive Committee (EC). The EC and the Elected Board Members (EBM) who, acting together, shall constitute the BOD, and shall have supervisory control and management of all activities of the Club.

## **President**

The President shall preside at all meetings of the Club, shall direct or provide oversight of all Club activities, shall make any Club appointments to special committees and projects, be responsible with direction by the Treasurer for ensuring all bills and loans are paid and current and that the budget is maintained, participate as ex-officio member of all Club committees except the Nominating Committee, but may not Chair any committee. In an emergency, profitable or humanitarian situation that cannot be delayed, the President may expend up to \$200.00 without prior approval of the BOD, but must request approval from the BOD as soon as practical.

## **Vice-President**

The Vice-President shall assume all duties and responsibilities of the President in absence of the President, oversee and lead the Nomination Committee, and perform other duties as directed by the President. Chair the Nominating Committee.

## **Secretary**

The Secretary shall conduct all official Club correspondence and publish any communique's on behalf of the Club, shall maintain a master listing of all Club members (shared duty with the treasurer), addresses, contact numbers, and email addresses; shall notify members of all regular and special meetings, maintain a true record of all meetings; shall maintain custody of all Club records and deeds and perform other duties as directed by the President. Pick up Mail from P.O. box at a minimum of weekly.

## **Treasurer**

The Treasurer shall be responsible for the collection of all fees and dues, pay all bills as directed by the BOD, keep an accurate accounting of all financial transactions, provide detailed financial reports at all monthly meetings, provide an Annual Year End Financial Report and perform other duties as directed by the President. Prepare tax statements and complete the annual audit.

## **Section 2 Power**

Special consideration will be provided, whereby; special power is provided the Executive Committee, under the approval of the President in unusual circumstances that require a time sensitive handling and will be given the authority to act upon this issue with the same action of that of a majority vote of the BOD.

This action will require a complete briefing to the BOD at the next scheduled meeting of the BOD.

## **Section 3 Elections**

All Elected officer positions will serve a 1-year term. Elections will be held annually at the February monthly meeting by ballot with nomination being submitted the month prior or the day of from the floor. The terms will begin at the end of the annual meeting of each year.

## ***Article III*** **Membership**

All Club Members: shall provide input to the BOD on the scheduling and use of facilities and the growth, development, and stability of the Club; shall maintain the general upkeep of the Club facilities, grounds and control all Club assets; shall not consume alcohol prior to or during any shooting. No illegal drugs shall be permitted on Club property at any time. The Membership has the responsibility to police itself. Through these responsibilities, the Membership owns the Club.

### **Section 1. Membership**

Any citizen of the United States who is at least eighteen (18) years old may become a member of SJRGC after meeting the requirements below and upon receiving a membership card from the EC. A single membership shall provide membership for spouse/domestic partner and dependent children. Family members, under the age of 18, may participate in Club activities under the supervision of parents, guardians or other adult Club members. Membership will not be denied because of race, sex, religion, national origin, or physical disability of the applicant. *The fees for these memberships are established by the BOD when required and published for the membership.*

### **Section 2 – Process of Application**

- Applicant submits his/her completed application by one of the three methods:
  - Give application and dues to a BOD member who submits such to either the Treasurer.
  - Submits the application and dues directly via the mail to the Club's address: P O Box 374, St. Joseph, Minnesota 56374.
  - Submits through the Club's website with application and dues.
    - The Treasurer deposits the dues, will provide a receipt to the applicant, and forwards the application to the Membership Coordinator. Membership Coordinator processes the application, and provide the membership collateral material, membership card, decal, and information to the applicant.

### **Section 3. Suspension or Termination of Membership.**

The BOD may temporarily suspend and/or recommend termination of any member who willfully falsifies a Club application, violates any Club bylaw, rule, safety regulation, policy, non payment of dues, or who misappropriates SJRGC funds or property. The BOD may suspend or terminate a member at any time if it is deemed that the member violates any of the behaviors that are deemed detrimental to the goals, objectives, purpose, mission and safety aspects of the Club.

Any Club member that witnesses any such action shall notify a BOD member immediately. Charges against any officer, or member may be submitted by any Club member in good standing. Charges shall be in writing or stated verbally to no less than two BOD members, clearly stating the facts. If serious enough, signed statements or exhibits that may be required. Charges shall be filed with the BOD, who will immediately call a special meeting of the BOD to hear the charges. The Secretary, or acting Secretary, will give at least ten (10) days' notice of the meeting to all members of the BOD, to the accuser, and to the accused in writing and will include a copy of the charges and of the supporting signed documents and exhibits. At that time the member under charges will be given a full hearing including the right to question witnesses and present evidence on his/her behalf. If the BOD hearing reveals that the violation(s) need(s) action to be taken, the offender may be suspended or terminated from the Club by a 2/3rd affirmative vote of the members of the BOD present at any regular or special meeting.

Any member recommended for termination by the BOD may appeal to the BOD. Such appeal shall be made in writing to the BOD. The BOD will call a special meeting of the Club for the purpose of acting on the appeal. The Secretary, or acting Secretary, shall give at least ten (10) days' notice in writing to all members of the Club of the date, time, place and reason for such meeting. At the special meeting of the Club, the Secretary, or acting Secretary, will read the original charges, the supporting signed statements, and will read or display the accompanying exhibits, and will read the minutes of the special meeting of the BOD at which the charges were heard and action taken. A full hearing will be given to the member under charges including the right to question witnesses and present evidence on his/her behalf.

A vote will be taken by ballot of the members present and a 2/3rd vote shall terminate the individual's membership. Club keys and card, along with any SJRGC equipment in the member's care will be returned to the Club.

Should the member not be terminated but the Membership feels that some punishment is warranted, such as attendance of a safety or anger management class, the suspension of privileges for a specified period may be recommended.

In the event criminal activity is suspected, SJRGC retains the right to request the assistance of local, state and/or federal law enforcement in the investigation of the issue. SJRGC or law enforcement findings may become evidence in any subsequent criminal proceedings. SJRGC may pursue criminal and/or civil charges against any member determined to be in participation of illegal activity on SJRGC property.

## **Article IV**

### **Guests**

SJRGC is a private Club. Guests are welcome to watch or participate in SJRGC calendar and website scheduled events. Members may bring guests in order to introduce and recruit them for membership not to exceed three visits at non-scheduled events. During any visit, guests are the member's responsibility. They must abide by the rules of the Club as the member does. Visitors are not members and not guests.

## **Article V**

### **Meetings**

#### **Section 1 Board of Directors Meetings**

The regular monthly business meeting of the BOD shall be held at any designated place, date, and time established as the BOD shall determine. Meeting place, dates, and times will be published on the website and Club calendar. All members are encouraged to attend.

#### **Section 2 Annual Membership Meetings**

Membership meetings are to be held annually. Annual meetings are to be held in April. The annual meeting will be conducted in accordance with all applicable state statutes. The EC and/or the BOD has the authority to reschedule the aforementioned meetings.

#### **Section 3 Special Meetings**

Special Meetings of members may be called at any time, by the President, the BOD, or by 10% of the members entitled to vote, in writing via a petition. Upon receipt of a petition addressed to a BOD member, or delivered personally, the President shall cause all members to be notified by U.S. Mail, email and/or telephone that a special meeting will be held. Notice of time, location and agenda must be given to the Membership. Members must be notified at least ten (10) days in advance of the meeting.

## **Section 4. Order of Business**

The order of business will be set by the President. The following order of business is recommended.

1. Pledge of Allegiance
2. Roll Call
3. Communications
4. Budget Approval
5. Unfinished Business
6. New Business/Open Discussion
7. Adjournment

## **Article VI Quorum, Conduct of Meetings and Proxy votes**

### **Section 1 Quorum.**

For the purpose of a meeting of the BOD, a quorum will exist if five (5) BOD Members, inclusive of the President or in their absence, the Vice-President are present. Depending on the type of business and its urgency, the BOD may postpone the meeting with a majority vote until more members are present.

### **Section 2 Conduct of Meetings.**

The President shall be responsible for the conduct of all meetings. The conduct of all SJRGC meetings will be professional and relaxed but will follow the guidelines of Robert's Rules of Order.

### **Section 3 Voting By Proxy or Written Ballot.**

*There shall be no provision for proxy voting by any member.*

## **Article VII Records, Inspection and Annual Report**

### **Section 1. Adequate Records.**

- The Club shall keep:
  - (1) Adequate and correct books and records of financial accounts;
  - (2) Minutes of the proceedings of the Annual, Monthly and Special meetings;
  - (3) A record of the Members giving their names and addresses.
  - (4) Standard Operating Procedures to include standardization of quotes, and projects.
- The minutes and other books and records shall be kept either in written form or in any other format capable of being converted into a clearly legible format that all may utilize.

### **Section 2. Members Right of Inspection.**

The accounting books and records and minutes of any Club meeting shall be open to

inspection upon the written request by any member, at any reasonable time, for any interest of the member, subject to the protection of the privacy rights and credit identity of the Club and of its members.

### **Section 3. Annual Financial Report.**

An Annual Financial Year End report shall be prepared by the Treasurer within 30 days after the close of the Club's fiscal year. If it is the Treasurer's last year of his/her term, that Treasurer will prepare the report.

The records shall be reviewed yearly by a Certified Public Accountant (CPA) for accuracy and acceptance into the Club's records with no less than a written review of the financials will be provided by the CPA.

The accounting year of the Club shall be 1 April to 31 March of any given year.

## **Article VIII Amendments to Bylaws**

### **Section 1. Bylaw Amendments.**

New Bylaws or these bylaws may be recommended to be amended or repealed by a 2/3rds vote of the BOD. Once the recommendations have been made and accepted by a 2/3rds vote, the BOD shall cause all members to be notified by U.S. Mail, email, and/or telephonically that a change in the bylaws had incurred. BOD members must be notified at least ten (10) days in advance of the meeting. A 2/3rd vote of the BOD present at that special meeting will add, amend or repeal the bylaws noted on the agenda.

Adoption of Bylaws. Whenever amendments to the bylaws or new bylaws are adopted, the new wording or bylaw shall replace the old and not clutter up the present bylaws with the wording of the old. Revisions will be made by replacing the entire page.

## **Article IX Committees**

### **Section 1. Standing Committees.**

Standing Committees members are appointed by the President at the beginning or during their term of office. The President shall serve as ex-officio member of all such committees except the Nominating Committee. These committees are composed of a Chairperson and Club members. A Chairperson will be a responsible individual with drive and ambition to get the assigned projects completed. The committees will report on their needs and progress of their projects to the BOD at the monthly BOD meetings. The recommended Standing Committees are: **Nominating Committee, Communications and Membership, Properties, Events, Education, and Policy, Finance, Rules and Administration.**

- **Nominating Committee (NC).** The Board Nomination Committee will consist of the Vice President (unless up for re-election, whereby; the Secretary will substitute, and so on down the line of the EC) and two BOD members (not up for re-election). The NC's sole purpose is to poll the Membership for members that are qualified and interested in serving as officers and EC for the Club. The recommended individuals will become nominees for the election of officers and EC 5 months prior to the election membership meeting. After it has fielded its recommendations to the BOD 3 months prior to the

election meeting, the year's NC will cease to exist.

- Each standing committee will be defined and added to this document and to Club records.

## **Section 2. Special Committees.**

Special Committees will be appointed, as needed to assign responsibilities for any event not covered in the routine of SJRGC. A Chairperson for the committee shall be appointed by the President and they shall report to the BOD at the monthly meetings. After the committee's event has occurred, the committee will cease to exist, unless otherwise directed by the President.

### ***Article X*** **Animal Control**

All dogs and other domestic animals brought to SJRGC will be on leash and under control of a responsible individual at all times. No animal shall be tied to, left unattended, or within any SJRGC structure. Owners are responsible for their animals and assume all liability and clean up actions.

### ***Article XI*** **Hunting, Trapping**

There shall be no hunting, trapping or pursuit of game on SJRGC property, except where approved by the SJRGC Board of Directors. Wildlife presenting a clear danger to persons, or clearly established as a serious nuisance, may be destroyed as directed by the BOD after coordination with the MNDNR.

### ***Article XII*** **Political Activities**

SJRGC shall not endorse, support or contribute to any specific political candidate or political party (local, state or federal). SJRGC property or facilities shall not be rented, leased, loaned or donated to any group or person(s) for any activity in support of a specific candidate or political party. Signs or distribution of political materials on SJRGC property is prohibited. These restrictions are not to prohibit or impede free speech of members or guests. Nor do they apply to political signs on vehicles or clothing.

### ***Article XIII*** **Dues and Club Funds**

#### **Section 1. Dues.**

**Annual dues shall be for the fiscal year 1 April through 31 March, shall be of the amount determined and shall be due payable on the date determined by the BOD. Dues for new members joining the Club after 1 March shall be applied to the new fiscal calendar.**

## **Section 2. Club Funds.**

Club checks may be signed by the Club President, Vice-President, or Treasurer. The President and Treasurer are responsible for all expenditures of all Club funds.

## **Article XIV In the Event of Dissolution of the Club**

The property of the Club shall include real estate in Minnesota, together with all improvements, and all other property assets belonging to SJRGC wherever located, both within and outside the State of Minnesota, as may be necessary for this purpose.

Upon dissolution of the Club all properties of every kind shall be placed in either a State or Federal Conservation easement and turned over to the respective authority for management of the property under said easement. All excess monies shall be distributed to other non-profit charities, agencies or scholarships as the Membership shall feel proper.

## **GLOSSERY**

**BOD:** Board Of Directors

**CPA:** Certified Public Accountant

**EC:** Executive Committee

**MNDNR:** Minnesota Department of Natural Resources

**NC:** Nominating Committee

**SJRGC:** St. Joseph Rod and Gun Club