

**Bell Conservation Club, Inc.**

**By-Laws**

**Approved by the Board of Directors**

**February 16, 2013**

(Supersedes all prior By-Laws and Amendments)

**By-Laws**  
**Bell Conservation Club, Inc.**  
**Approved by the Board on February 16, 2013**  
**(Supersedes all prior By-Laws and Amendments)**

**Article I**

**Name, Objective, Authority & Location**

Section 1.           **Name**

The name of this Club shall be: Bell Conservation Club, Inc.

Section 2.           **Objective**

The principal objective of this Club shall be: to instill a true spirit of sportsmanship among its members & among citizens of the state; To propagate fish & game; to procure the enactment of laws and observe existing laws for protection of fish & game; to aid in preventing the pollution of lakes & streams of the state; to cooperate with duly constituted authorities in conservation programs; to cultivate & promote friendly relations among its members, the public generally & property owners, that they may work together to the end that there may be more available wildlife in the forest, field & stream.

Section 3.           **Authority**

This Club shall have all the powers and authority of corporations not for profit under chapter 157, Acts of 1935.

Section 4.           **Location & Resident Agent**

The address of the principal office of this Club shall be the home address of the duly elected Treasurer. The name of the Resident Agent shall be the duly elected individual holding the office of Treasurer. The principal mailing address of the Club shall be a post office box, designated by the Board. Such mailing address will be published by the Board annually.

**Article II**  
**Membership, Selection of Members, Dues, Suspension**

**Section 1.           Membership Eligibility**

Membership in this Club shall be limited to 300 Members. The membership shall consist of the present members in good standing & such other individuals as shall subscribe to the objectives of this Club as embodied in Section 2 of Article I of these By-Laws.

All Applicants desiring membership in this Club shall have attained the age of 21 years, must be active retired or former employees of the FORMER BELL SYSTEM, must be citizens of the United States of America, & shall subscribe without reservations to the OATH of Allegiance to the Flag of the United States of America.

**Section 2.           Selection of Members**

- A. Each application for membership in this Club shall be accompanied by an application fee as set forth in Section 3 of this Article and the annual amount of dues as set forth in Section 4 of this Article. Each application shall be sponsored by two (2) active members in good standing who will refer the application to the Board for investigation. Acceptance of the proposed member requires a majority affirmative vote of the members of the Board present at any qualified meeting of said Board.
  
- B. The Board shall have authority to confer Honorary Membership upon any Individual, who in their opinion may be so entitled to such an Honor. Such memberships shall be valid only for the calendar year in which they were conferred. (See Section 6B, of this Article). An Honorary member is a person who has befriended the Club and taken personal time and or finances to help in the enhancement of the Club. After an Honorary member has been in good standing for two (2) years, and has attended four (4) scheduled and/or special work parties, it is expected that they apply for a Regular Membership. If then approved by the Board a Regular Membership would be granted. The list of Honorary Members shall be reviewed and approved each year by the Board at their first regular meeting. Honorary Memberships are limited to twenty (20) Honorary Members per calendar year.
  
- C. The Board shall have authority to confer Associate Membership upon an individual, who in their opinion may be so entitled to such a membership. An Associate Member would be the adult child or children (age 21 or older) of a current Regular or Retired member that wishes to apply for their own membership. After two (2) years, and attendance of four (4) scheduled and/or special work parties, an Associate Member is expected to apply for a Regular Membership. If then approved by the Board the Regular Membership would be granted. The sponsoring parent member must be a regular member in good standing for a minimum of five (5) years prior to sponsoring their child/children. (See Section 6C of this Article).

**Section 3.           Application Fee**

The application fee for membership in this Club is \$10.00.

**Section 4.           Dues**

The dues and fees of this Club shall be determined by the Board, and reviewed annually. Dues are payable in advance to the Club's 2<sup>nd</sup> Vice President.

Section 5 .                   **Payment of Dues**

- A. Regular, Honorary & Associate-Dues for all members will be due & payable in full January 1<sup>st</sup> each year & become delinquent March 31<sup>st</sup> each year. A surviving spouse may retain membership, provided they remain in good standing.
- B. Retired-Members having the status of “Retired” as of January 1, 2013 shall be entitled to a membership without payment of dues for life, provided the member renews annually, and is in good standing. Surviving spouse of a Retired member may keep the membership, provided the above procedures are followed.
- C. Waiver of Dues-The Board has discretion to waive membership dues for any member, subject to majority approval.

Section 6.                   **Suspension**

- A. Any member who fails to pay their annual dues for the calendar year before May 1<sup>st</sup> of that year shall be placed on an inactive role & shall not be entitled to any of the privileges of membership. They shall surrender all Club property to the 2<sup>nd</sup> Vice President or other Officer designated by the Board. The 2<sup>nd</sup> Vice President shall present a list of those members so removed from the membership role to the Board at the May meeting each year. Upon payment of dues prior to December 31<sup>st</sup> of that same year, the inactive member shall be restored to the active role by the 2<sup>nd</sup> Vice President. Thereafter, any person desiring re affiliation with the Club shall file an application for membership & if accepted by the Board, pay the full amount of the application fee & the current year's dues.
- B. Any member violating Club Rules & Regulations and/or abusing Club Property, after due and proper warning will be subject to suspension and/or termination of membership.
- C. Hardship & Sickness Cases-When the dues of a member are unpaid on May 1<sup>st</sup>, & information indicates an extreme hardship case, such as illness or incapacitation, has been of long duration (generally 6 months), the Board may, at their discretion, waive payment of dues for the year.

Section 8.                   **Dues for Members in Armed Forces**

The dues of members in good standing serving in the Armed Forces will be waived and the names of such members maintained on the service roster. The 2<sup>nd</sup> Vice President shall forward membership cards each year to such member.

## **Article III**

### **Directors, Election, Qualifications, etc.**

#### **Section 1.           Governing Board**

The Business and prudential affairs of this Club shall be vested in a Board of Directors, volunteered from the membership, and Officers appointed by the Board of Directors, to total no less than twelve (12) in number. (Referred to in these by-laws as the "Board").

#### **Section 2.           Election of Directors**

Directors may be accepted as necessary to fill vacancies at the annual membership meeting to be held in June of each year. A vote of reaffirmation will be taken by the members present, (meeting a 10% quorum). At all times 80% of Directors MUST be from the FORMER BELL SYSTEM.

#### **Section 3.           Term of Office for Directors**

Each Director shall serve for three (3) calendar years or until a successor has been elected/appointed and duly qualified. In case of a vacancy of a Director through death, resignation, or other causes, the remaining members of the Governing Board by affirmative vote of a majority thereof may appoint a successor to hold the office.

#### **Section 4.           Quorum**

A majority of the whole Governing Board shall be necessary for a Quorum. The act of the majority of the Board present at any meeting at which a Quorum is present, shall be the act of the Board of Directors, unless otherwise specifically stated herein.

#### **Section 5.           Meeting of the Board**

Meeting of the Board shall be held each month for at least nine (9) months of each year & shall be called by the President or a majority of the members of the Board at such time and place as may be designated by such President or by agreement of the majority of the Board. Forty-Eight (48) hours notice shall be given, specifying the time and place of all Board Meetings, to each of the Board members.

#### **Section 6.           Depository of Funds**

The Board shall designate a depository where the Treasurer shall keep the funds of the Club. All disbursements of the funds shall be made as the Board may authorize. The Treasurer and the 2<sup>nd</sup> Vice President shall have signatory privileges on the bank account.

#### **Section 7.           Retiring President to Serve as Director**

The retiring President shall not be eligible for nomination by the Nominating Committee as a Director for the year following his tenure as President, but shall automatically become a Director for the year following his tenure as President, if so desired by the retiring President.

## **Article IV**

### **Officers, Elections, Vacancies, etc.**

#### **Section 1. Officers**

The Officers of this Club shall consist of a President, a 1<sup>st</sup> Vice President, a 2<sup>nd</sup> Vice President, a Secretary, a Treasurer. No two (2) offices may be held at the same time by the same person, except the Secretary and/or Treasurer. The Officers need not be elected Directors, but shall be at all times members or members' spouse in good standing.

#### **Section 2. Election of Officers**

The Officers shall be elected for a term of three (3) years at a meeting of the Board in November every third year. The term of office will begin January 1<sup>st</sup> of the following year. In case of any vacancy of an elected officer through death, resignation, or other cause, the Board by affirmative vote of a majority thereof may elect a successor to hold office for the remaining portion of the term.

#### **Section 3. Duties of the President**

The President shall preside at all meetings of the Club & all meetings of the Board & shall have general management of the business of the Club, shall sign all contracts & other instruments of the Club, & shall perform such other duties incident to the office or as authorized herein or as may be directed by the Board. Shall be well acquainted with the by-laws of the Club & all amendments thereto & has the responsibility to see that the provisions thereof are fully complied with at all times.

#### **Section 4. Duties of the 1<sup>st</sup> Vice President**

The 1<sup>st</sup> Vice President shall perform the duties incumbent upon the President during the absence or disability of such President. Shall serve as chairman of the Buildings & Grounds Committee, including caretaker supervision, & shall perform such other duties as the Board may prescribe.

#### **Section 5. Duties of the 2<sup>nd</sup> Vice President**

The 2<sup>nd</sup> Vice President shall perform the duties of the 1<sup>st</sup> Vice President during the absence or disability of such 1<sup>st</sup> Vice President, & shall be the Chairman of the Membership Committee. Shall have charge of the collection of dues, shall at all times keep a complete & accurate list of all members, & shall perform such other duties as the Board may prescribe.

#### **Section 6. Duties of the Secretary**

The Secretary shall keep or cause to be kept, in a book provided for that purpose, a true & complete record of the proceedings of such meetings, shall have charge of the Corporate Seal, shall sign with the President such instruments as require their signatures. Shall turn over to the Board of Trustees at the end of term of office a certified copy of the minutes of each club meeting held & each Board meeting held, during the term of office. Shall perform all duties as are incident to the office & such other duties as the Board may prescribe.

#### **Section 7. Duties of the Treasurer**

The Treasurer shall keep a correct & complete record of the financial condition of the Club.

Shall be the legal custodian of all notes, monies, securities & other valuables which may from time to time, come into the possession of the Club. Shall prepare & submit in writing at each meeting of the Board a financial report of the Club. Shall sign or counter sign such instruments as require a signature. Shall turn over to the Board of Trustees at the end of term of office an itemized list of receipts & expenditures of the Club during term of office. Shall perform such other duties as the Board may prescribe & such other duties as may be incident to the office. The Treasurer shall give a surety bond to guarantee faithful performance of duties, in such form & in such amounts as the Board may order. Shall demand an internal audit of the books as of December 31<sup>st</sup> each year by the Trustees.

Section 8.           **Delegation of Authority**

In the case of absence of any Officer of the Club at any meeting, or for any other reason that the Board may deem fit, the Board may delegate the powers or duties of such Officer to any other Officer or to any Director for the time being, providing the majority of the entire Board concur therein.

**Article V**  
**Meetings of Members**

Section 1.           **Membership Meetings**

A meeting of the membership may be held on call by the President or Board. The time & place of such meeting shall be determined by the President or the Board. There will be an annual membership meeting held each calendar year. The 2<sup>nd</sup> Vice President will notify all members of such meeting from the records of the Club. The failure of any member to receive a notice shall not invalidate any of the proceedings taken at said meeting.

Section 2.           **Eligibility to Vote**

Every member in good standing shall be entitled to a vote in person at all meetings of the Club. No person shall be entitled to vote that has been suspended for any reason.

Section 3.           **A Quorum**

A quorum of the membership at any meeting thereof shall consist of 10% of the current recorded members in good standing.

Section 4.           **Books & Records**

All books & records of any nature whatsoever of this Club shall be open for inspection by any member for proper purpose at any reasonable time.

## **Article VI Committees**

### **Section 1. Meetings & Election Committee**

If an Election is called for the President shall appoint a committee consisting of five (5) members & the 2<sup>nd</sup> Vice President, who shall serve as chairman. Before submitting a member's name for nomination, the committee must obtain the members consent to serve on the Board. At a meeting of the Board to be held in April of an election year, it shall be the duty of said committee to prepare for notification by the 2<sup>nd</sup> Vice President, to each member in good standing, a notice bearing the names of the candidates for whom the members are eligible to vote for at the Annual Membership Meeting. The committee shall tally the ballots by the end of the meeting. The President shall notify each newly elected Director and the results then given at the end of the meeting.

### **Section 2. Buildings & Grounds Committee**

At a meeting of the Board to be held in February of each year, the President shall appoint any number of members deemed necessary to serve with the elected 1<sup>st</sup> Vice President, (See Article IV, Section 4) on the Buildings & Grounds Committee. It shall be the duty of the Buildings & Grounds Committee to recommend to the Board for their approval, major improvements, additions, & deletions to the Club property. It shall also be the duty of this committee to arrange for work parties in all details to care for needed work at the Club. This latter duty shall include solicitation & selection of personnel for the work parties, & feeding thereof, the assignment of specific work projects to individuals and / or groups of individuals & the appointment of subcommittees to function in connection with the Buildings & Grounds work. Any additional committee deemed necessary by the President shall also fall under these above mentioned guidelines.

## **Article VII Parliamentary Practices & Amendments**

### **Section 1. Proceedings**

In the absence of provision in the by-laws, the proceedings of this Club shall be conducted in accordance with Roberts Rule of Order.

### **Section 2. Amendments**

The Club may at any time amend its Article of Incorporation by a vote of the majority of members present at any authorized meeting of the Club at which a Quorum is present after proposed amendments have first been adopted by the Board & ten (10) days notice given in writing to all members of the Club of the Proposed Amendments & stating the Time & Place where the meeting will be held for the voting upon the same. (See Article V, Section 1).

By-Laws may be amended by the affirmative vote of two thirds (2/3) of the Board at any qualified meeting of the Board or by 10% vote of the membership at any qualified meeting of the membership.



## **Article VIII**

### **Trustee-Election, Qualifications, & Duties**

Section 1.                   **Election**

The Board of Trustees shall be elected by the Board to serve as long as they are qualified.

Section 2.                   **Qualifications**

Any member in good standing shall be eligible to serve on the Board of Trustees & may continue to serve as long as it appears to the Board that they are performing duties as set forth in Section 4 hereto.

Section 3.                   **Vacancies**

Vacancies on the Board of Trustees shall be filled by election by the Board. In case of a vacancy, a new trustee shall be elected by the Board within sixty (60) days after vacancy occurs.

Section 4.                   **Duties**

The legal title of all property, real, personal, or mixed, except cash, now owned or hereafter acquired by the club shall be vested in a Board of three (3) Trustees. The Trustees shall hold such property in trust for the exclusive benefit & use of the Club members under the following conditions:

- A. The Trustees shall administer the Trust consistent with the objectives & purpose for which the Club was created.
- B. The Trustees shall not direct any Club property from the proper use & administration of the Club.
- C. The Trustees shall be responsible for all their acts at all times to the Board.
- D. The Trustees shall be responsible only for willful breach of trust & any Trustee only for their own acts.
- E. The Trustees shall furnish, upon request by the Board, a written report of their activities & recommendations.
- F. No Trustee shall be required to give bond.
- G. The Trustees shall see that appropriate records of the principal items of property are maintained.
- H. Upon specific written direction & approval of the Board, the Trustees are empowered to sell, transfer, assign, mortgage, pledge, lease, or exchange any or all property of the Club.
- I. Each new Trustee shall have the same powers & responsibilities as the Predecessor.
- J. When any Trustee is unable to perform duties, the remaining two (2) Trustees shall have the power to act. In no case shall one (1) Trustee perform any act affecting the Title to the Trust property.
- K. This delegation to the Trustees to hold legal Title to the property shall not be construed to include the management, control, maintenance, use, etc ... of the property in the usual Club activities, which power is retained by the Officers & Board of Directors of the Club.
- L. The Trustees shall maintain a permanent file of minutes of all membership meetings & all meetings of the Board. Such minutes shall be turned over to them at the end of each year by the Secretary.

**Article IX**  
**Liability**

**Section 1. Club Responsibility**

The Club is not responsible for any personal property damage or loss. It is up to the member or property owner to insure their own property.

These Amendments to the By-Laws approved by the Officer's & Board of Directors on February 16, 2013.

David Ferrer, President \_\_\_\_\_

Danny Gross, 1<sup>st</sup> Vice President \_\_\_\_\_

Sandy Hudson, 2<sup>nd</sup> Vice President \_\_\_\_\_

Sue Shircliff, Secretary \_\_\_\_\_

Karen Forshee, Treasurer \_\_\_\_\_

Patty Little \_\_\_\_\_

Steve Buckel \_\_\_\_\_

Wayne McQueary \_\_\_\_\_

Pat Estell \_\_\_\_\_

Dennis Fenters \_\_\_\_\_

Doug Bray \_\_\_\_\_

Mike Nicholson \_\_\_\_\_