

BY-LAWS
OF
THE BERLIN CONSERVATION CLUB

PREAMBLE: The purpose of the Berlin Conservation Club shall be to propagate and encourage the propagation and protection of fish and game in a safe, sportsman-like and law-abiding manner and to sponsor ~~DNR Hunter Safety courses~~ *State of Wisconsin Department of Natural Resources (hereafter referred to as DNR) safety courses*; to encourage ~~youth beginners~~ to get involved with shooting and outdoor sports; ~~through our safety programs, including Hunter, Bow, ATV, Snowmobile, Trapping, and Boating Safety classes~~ *DNR youth education safety courses*; to encourage an active interest in the proper care and use of hunting and fishing equipment; and to maintain for the use of the community under proper regulation and supervision, ranges, reserves and parks for the further purpose of developing those characteristics of honesty, good fellowship, self discipline and self-reliance so essential to good sportsmanship, true patriotism and citizenship.

ARTICLE FIRST: The name of said non-profit corporation shall be Berlin Conservation Club (hereafter referred to as BCC), and its location ~~shall be~~ *is* in the County of Green Lake, State of Wisconsin.

The physical address of BCC is as follows: Berlin Conservation Club, W898 White Ridge Road, Berlin, Wisconsin 54923.

The mailing address of BCC is as follows: Berlin Conservation Club, PO Box 303, Berlin, Wisconsin 54923.

ARTICLE SECOND: The method and conditions upon which members shall be accepted shall be as follows:

1. Any person seventeen (17) years of age or older may become a regular member by paying annual dues; any person through sixteen (16) years of age may become a junior member upon payment of two-fifths (2/5) of the regular annual dues. Junior members shall not have voting privileges. The membership term shall be from January 1st to December 31st of each year. *The conduct or character of any prospective member shall*

not injure, or be likely to injure, the welfare, interest, character or be contrary to the By-Laws of the BCC.

2. The Board of Directors may from time to time designate honorary members of the organization. *The Green Lake County Conservation Warden shall be an honorary member.* Honorary members shall enjoy all the privileges of the organization but shall not be required to pay dues or assessments.

Any member that serves two consecutive terms on the Board of Directors shall be designated an honorary lifetime member of the organization. *Added on 3/9/09.*

3. All regular members shall be subject to such dues and assessments as may be ordered by the Board of Directors and each regular member shall have one vote on all matters before the organization at any regular *membership* or special meeting. Any assessment in addition to dues, before it shall become effective, shall be approved by a majority of the members of the organization present at any regular or special meeting after due notice of the proposed assessment, the reason for the assessment and its purpose.
4. A member and/or Director may be expelled from the organization; after a thorough investigation *and of the charges,* upon a vote of two-thirds (2/3) of the full membership of the Board of Directors whenever the conduct or character of any member shall injure, or be likely to injure, the welfare, interest, or character or be contrary to the By-Laws of the BCC. The term of expulsion shall be identified. If appealed, another vote, using the same criteria, will take place. Written notice of the second meeting results will be sent to the expelled member.

ARTICLE THIRD: The Board of Directors shall consist of no less than ten (10) members, one of which shall be the Thursday Night Trap League President, who shall elect, by secret ballot, from their number a President, Vice-President, Secretary and Treasurer. *The new Thursday Trap League President becomes will become a voting member of the Board of Directors at the next regular scheduled Directors Meeting March bi-annual membership meeting.* For every 250 members over 1,000 total members as of December 31st of the prior year, one additional Board member will be added. If more than one Board member is being added, the additional member(s) will serve staggered terms of one, two, or three years. When membership levels drop, the Board will decrease when a Board member decides not to run for an additional term. *Added on 10/8/12.* Officers may be appointed from outside BCC membership for the positions of the Secretary and Treasurer when

deemed necessary. Any candidate for the office of President must have been a BCC member for the previous five (5) years and must have served at least one (1) year as an elected board member. No member shall be eligible to be a Board member prior to attainment of two (2) complete consecutive years of BCC membership and be a current BCC member at the time of the election, with the exception of the Secretary and Treasurer's offices. No junior member shall be eligible for any office, except in junior BCC activities.

Directors shall serve for a term of three (3) years; each year, at the March member meeting, three (3), or more, Directors shall be elected or re-elected. Vacancies on the Board of Directors shall be filled for the balance of the unexpired term by appointment of the President, subject to confirmation by the Board.

Any Board member who misses three regularly scheduled meetings over any continuous twelve-month period *without an excuse deemed legitimate approved by the Board given to and approved by the President*, or who fails to fully perform his or her duty as determined by the Board of Directors, may be removed from the Board by a two-thirds (2/3) vote of the other Board members. The Board of Directors shall decide whether to remove another Board member at any regularly scheduled meeting following the third missed meeting. Such office shall be declared vacant, and the President shall nominate an eligible member to fill such vacancy, to be approved by the Board of Directors and to serve until the vacant term has expired.

To the extent permitted by law, a volunteer Director/Officer of BCC shall not be personally liable to BCC or its members for monetary damages for breach of Director's/Officer's fiduciary duty. BCC assumes all liability to any person other than BCC or its members for all acts or omissions of a volunteer Director/Officer incurred in the good faith performance of their duties. BCC will have Director liability insurance at the cost of BCC.

ARTICLE FOURTH: The principle duties of the Board of Directors shall be to manage the business, property and affairs of BCC, and to provide *and enforce* rules and regulations governing the same. All outside work contracted must have a written contract approved and controlled by the Board of Directors. The written contract must be signed by a Board of Directors member. All contracted outside work, material and equipment above \$3,000.00 must have three (3) bids, if possible. The Directors have the right of refusal for *all* bids. Committees shall be established by the Board of Directors to carry on the work of the BCC, to include the appointment of an audit

committee, *of which at least one committee member is not a Director, to audit all books and reports who will oversee external audits.*

The principle duties of the President shall be to preside at all meetings of the members and the Board of Directors and to have general supervision of the affairs of BCC. The President shall appoint the committee chairs annually. The President will vote on all matters and his/her vote will be used to break a tie.

The principle duties of the Vice-President shall be to discharge the duties of the President in the event of the absence or disability of the President for any cause whatsoever. If neither the President nor the Vice President is present, the Treasurer, the Secretary, a Board of Directors member, in that order, will discharge the duties of the President.

The principle duties of the Secretary shall be to countersign all deeds, leases and conveyances executed by BCC, affix the seal of BCC thereto, and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and membership meetings, and to safely and systematically keep all books, papers, records, and documents belonging to BCC, or in any manner pertaining to the business thereof. The Secretary shall deliver all currently held books, papers, and property of BCC to the successor or the President before vacating the position.

The principle duties of the Treasurer shall be to keep and account for all monies, credits and property, of any kind and nature of BCC, which shall come into his hand, and keep an accurate account of all the monies received and disbursed, and proper vouchers for monies disbursed, and to render such accounts, statements and inventories of monies received and disbursed, and of money and property on hand, and generally of all matters pertaining to this office as shall be required by the Board of Directors. The Treasurer will have a report at each monthly Board of Directors' meeting. The Treasurer shall pay out of the funds of BCC all just bills and indebtedness of the BCC. The Treasurer shall deliver all monies, financial records, and other property of BCC into the hands of the successor, or to the President before vacating the position.

The Board of Directors may provide for the appointment of such additional officers or agents as they may deem for the best interest of BCC.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person.

The said officers shall perform such additional or different duties as shall from time to time be required by the Board of Directors, or as may be prescribed by the By-Laws.

Costs for obtainment of Bonds for the President, Secretary, Treasurer, and others as authorized, if requested, shall be borne by BCC.

All committees shall provide an annual summary report of the past year's activities at the March and October membership meetings.

ARTICLE FIFTH: The Board of Directors of BCC shall be elected by secret ballot if more than one (1) person is running for a position by the entire membership body in attendance at the March membership meeting. A nominating committee of no more than three members shall nominate candidates for the Board. Nominees may also be nominated from the floor.

Members may vote after attaining one (1) complete term of membership and must be a current member. Members must be present to vote and be seventeen (17) years of age or older. Candidates will be given the opportunity to present their qualifications and interests before the vote is taken.

Voting for all open positions will be cast on one ballot, listing the member's top candidate choices. The candidate with the most votes across all ballots will fill the first open position and continue in this manner until all positions are filled. Ties will result in multiple positions being filled. If there is a tie on the final position available, there will be a re-vote for that position. *Added on 10/8/18.*

The nominating committee shall count the ballots on the closing of the election. *Ballots cast for too many candidates will be ruled invalid; too few will be allowed. No write-ins will be permitted, and a candidate name will be counted only once per ballot.* The candidate(s) receiving the highest number of votes shall be elected. The nominating committee shall report the results immediately to the Secretary. The Secretary shall immediately notify the candidates, Board of Directors, membership and other interested parties. New Directors will assume their positions at the first Director's meeting after the election.

ARTICLE SIXTH: Regular meetings of the Board of Directors shall be held monthly on a day and at a time and place designated by the Board from time to time. No notice shall be required for regular Directors' meetings or committee meetings. At least one half (1/2) of the Directors must be present to constitute a quorum at any Board of Directors' meetings. The President shall call a special meeting of the Board of Directors when requested by any two (2) members of said Board of Directors, or 10% of the BCC's members. In the event a special membership meeting is called, a

postcard will be sent to all BCC members, posted at the clubhouse and posted on the website no later than two weeks prior to this meeting informing them of such. Director Officers shall be elected by Directors at the next meeting after the election by secret ballot, if needed, for a one (1) year term with the President's vote the tie breaker.

ARTICLE SEVENTH: The March and October bi-annual meeting(s) of the members is for transaction of **BCC** business, ~~election of trustees and officers, setting of the annual budget, dues, and any other business that has been previously designated by the Board.~~ Any dues changes shall be posted at the clubhouse, in the newsletter and on the website at least sixty (60) days before the March or October bi-annual membership meeting, to be voted on by the membership present and by the Board of Directors at their meeting. Members must meet those qualification as described in Article Five to vote and have one (1) vote on each question or proposition. Neither cumulative voting nor voting by proxy shall be permitted. Proof of current membership to exhibit good standing ~~may will~~ be required to receive a voting ballot.

ARTICLE EIGHTH: The BCC ~~shall may~~ maintain a Pheasant Farm for the purposes of annually providing pheasants to ~~the~~ working members ~~and volunteers~~, on a prorated basis.

ARTICLE NINTH: ~~No member or guest less than 21 years of age may possess a handgun on BCC properties or ranges unless under the supervision of a member who is 21 years of age or older.~~ All members or guests shall follow all State of Wisconsin laws when discharging and possessing a firearm ~~on BCC grounds~~.

ARTICLE TENTH: When BCC finances deem it appropriate, as determined by the Board of Directors, an annual Youth Scholarship(s) in the field of conservation, or related fields, shall be offered. ~~The first scholarship would be offered to a Berlin High School graduating senior, and another to an area high school, on a rotating basis alphabetically.~~

ARTICLE ELEVENTH: No part of the income or principal of BCC shall inure to the benefit of, or be distributed to any member, Director, or Officer of the BCC or any other private individual, but reimbursement for expenses or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal. ~~No Director or BCC~~

member may have personal use of the club grounds except in the context of an approved, organized group or event.

BCC's fiscal year will end on December 31st of each year.

All investment activities shall require the signature of two officers of the BCC. *Added on 3/9/09.*
All expenditures *by a Board member for normal operating expenses* above \$500 shall require Board of Director approval except in emergencies, defined as conditions critical to the operation of the club. ~~and require two (2) Director signatures for payment from the BCC's financial institution's approved signature list, with the Treasurer's being one (1) of the signatures.~~ All expenditures other than normal operating expenses above \$15,000 shall require membership approval, except in emergencies.

ARTICLE TWELFTH: In the event of termination or dissolution of the BCC, any assets, real, and personal property will revert to local charitable organization(s) of the membership's choice within the meaning of Sections 501(c) 3 or 4 of the Internal Revenue Code.

ARTICLE THIRTEENTH: These By-Laws ~~will~~ *may* be reviewed by the Board of Directors ~~and by a By-Law committee a maximum of~~ every five (5) years. The By-Laws may be amended by Resolution setting forth such Amendment or Amendments adopted at any regular meeting of the membership by a vote of a majority of the members present. All questions as to the construction or meaning of these By-Laws are first to be referred to the Board. Proposed Amendments shall be presented for consideration, ~~and~~ discussion ~~and initial vote~~ at one of two bi-yearly meetings (March and October, respectively), and shall be voted upon ~~for final approval at~~ the following bi-yearly meeting of the organization. ~~Once an amendment is initially passed at a bi-yearly meeting, it will be posted on the BCC website 60 days prior to the final vote (at the next bi-yearly meeting). The online link to the proposed amendment(s) will also be noted in the BCC newsletter published prior to the meeting. The decision of the President shall be final.~~ If an Amendment is adopted, the BCC Secretary will insert it in the appropriate location in the By-Laws and present the final copy to the Board of Directors ~~for final approval~~ at the next regular Board meeting. ~~The Secretary should send approved Amendments to the State of Wisconsin in a timely manner.~~ No Amendment may be adopted unless it is presented in the foregoing manner.

All procedures not prescribed by the By-Laws and Standing Rules of the BCC, these By-Laws, or the Standing Rules of the Corporation, shall be governed by the current edition of Robert's Rules of Order, newly revised.

AMENDMENT FIRST: On March 9, 2009, the membership of the BCC approved a By-Law Amendment to Article Eleventh. Article Eleventh is amended to insert the following paragraph after paragraph two: *All investment activities shall require the signature of two officers of the BCC.*

AMENDMENT SECOND: On March 9, 2009, the membership of the BCC approved a By-Law Amendment to Article Second. Article Second is amended to insert the following paragraph after paragraph one: *Any member that serves two consecutive terms on the Board of Directors shall be designated an honorary lifetime member of the organization.*

Further clarification of this amendment directs that this amendment is not “grandfathered”, and is effective for board members retiring after October 13, 2008, when this amendment was first proposed.

AMENDMENT THIRD: On October 18, 2010, the membership of the BCC approved a By-Law Amendment to the following:

Article Fourth. Article Fourth, paragraph ten, is amended to replace the word Spring with March and the word Fall with October: *All committees shall provide an annual summary report of the past year's activities at the **March** and **October** membership meetings.*

Article Fifth. Article Fifth, paragraph one, sentence one, is amended to replace the word Spring with March: *The Board of Directors of BCC shall be elected by secret ballot by the entire body in attendance at the **March** membership meeting.*

Article Seventh. Article Seventh is amended to replace the word Spring with March and the word Fall with October: *The **March** and **October** bi-annual meeting(s) of the members is for transaction of business, election of trustees and officers, setting of the annual budget, dues, and any other business that has been previously designated by the Board.*

Article Thirteenth. Article Thirteenth, paragraph one, sentence four, is amended to remove the words spring and fall: *Proposed Amendments shall be presented for consideration and discussion at one of two bi-yearly meetings (~~spring and fall~~, March and October, respectively), and shall be voted upon the following bi-yearly meeting of the organization.*

AMENDMENT FOURTH: On October 8, 2012, the membership of the BCC approved a By-Law Amendment to the following:

Article Fourth. Article Fourth, paragraph one, is amended to replace the amount of \$1,000 with the amount of \$3,000.

Article Third. Article Third, paragraph one, sentence two through four are added after sentence one: *For every 250 members over 1,000 total members, one additional Board member will be added. If more than one Board member is being added, the additional members(s) will serve staggered terms of one, two, or three years. When membership levels drop, the Board will decrease when a Board member decides not to run for an additional term.*

AMENDMENT FIFTH: On March 10, 2014, the membership of the BCC approved a By-Law Amendment to the following:

Article Third. Article Third, paragraph one, sentence one, is amended to replace the words *ten (10) members* with the words *no less than ten (10) members*.

~~**AMENDMENT SIXTH:** On March 9, 2015, the membership of the BCC approved a By-Law Amendment to the following:~~

~~The approved changes would be listed here with the adopted date.~~

AMENDMENT SIXTH: On October 8, 2018, the membership of the BCC approved a By-Law Amendment to the following:

Article Fifth. Article Fifth, paragraph three, sentence one, is removed (*One position will be filled after one (1) round of voting, and voting will continue filling one (1) position at a time until all positions are filled*). Further amended to add the following four sentences: *Voting for all open positions will be cast on one ballot, listing the member's top candidate choices. The candidate with the most votes across all ballots will fill the first open position and continue in this manner until all positions are filled. Ties will result in multiple positions being filled. If there is a tie on the final position available, there will be a re-vote for that position.*

A due and proper adoption of the above and foregoing By-Laws is hereby attested to by the undersigned President and Secretary of the Berlin Conservation Club. We certify that we are such officers of the Corporation and acting by its authority.

Adopted this 8th day of October 2018 by a majority vote of the members present.

Dated at Berlin, Wisconsin, this _____ day of _____, 20____.

President:

Signature

Printed

Secretary:

Signature

Printed