



## **By-Laws of the Association**

### **Article I - Purposes**

#### Section 1. Purposes

The purposes of the Association, none of which are for profit are:

- To instill in future generations of sportspersons a more knowledgeable outlook towards safety, ethics, conservation, game management, and other areas of responsibility in the wise use and enjoyment of shooting sports and the out of doors.
- To promote communication among hunter education instructors in New York, and with other hunter education organizations.
- To provide a forum where members can discuss issues, propose solutions, and solicit the support of the Association.
- To provide group exposure to state-of-the art trends in hunter education.
- To evaluate and recommend training aids and methods of training enhancement.
- To promote awareness and share information regarding new development trends in hunter education within the Association and with the hunter education organizations of other states.
- To invite training experts to speak to the group on topics relevant to Item A., Article 1, Section
- This Association is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 50 1©(3) of the Internal Revenue Code.

### **Article II- Membership**

#### Section 1. Regular Membership:

- Any person who has successfully completed any of the hunter education instructor certification courses provided by the New York Dept. of Conservation.
- Or other hunter education certification courses of organizations supporting the purposes of the

Association as shall be determined from time to time by the Board of Directors.

#### Section 2. Other Membership:

- Associate Membership-
- Auxiliary Membership- Any other person approved by the Board of Directors.
- Honorary Members - A person selected by the Board of Directors in recognition of outstanding service to the Association or for significant contributions to hunter education in conformity with the objectives of this association.

- Corporate and Business Members - any corporation, association or business.
- Other types of membership as determined by the Board of Directors.

Section 3. Good Standing:

- A member shall be considered in good standing at any time membership has not been terminated and Association dues are paid in full.

Section 4. Voting Qualifications:

- All regular shareholder members in good standing shall be allowed one vote in all elections and on all resolutions except those elections and resolutions which properly belong to the Board of Directors and Officers of the Association in the discharge of the duties and responsibilities of their office.

Section 5. Dues shall Be:

- In the amount and for the period as established by the Board of Directors.

Section 6. Termination Of Membership Shall Be:

- For default of dues for a period of more than thirty days.
- For cause, by action of the Board of Directors, whenever the Board shall deem the member undesirable or for any conduct injurious to this Association, its objectives, or its members. The action of the Board in terminating a membership shall be approved or disapproved by a majority vote of the members at the next scheduled meeting if so requested by the expelled member.
- By written resignation from the member.
- There shall be no refund of dues for any termination or resignation of membership.
- Any member in financial arrears to the Association shall be denied membership renewal until such time as all financial obligations are satisfied. Financial arrangements shall be made directly with the Board of Directors.

## **Article III- Board Of Directors**

Section 1. General Powers:

- The affairs of the Association shall be managed by its Board of directors. Directors shall be residents of the State of New York, and members of the Association.

Section 2. Number And Qualifications:

- Board of Directors. The number of Directors shall not be less than a total 5.
- Past President. The immediate past president of the Association shall be an additional voting member of the Board of Directors for 1 year.

Section 3. Tenure:

- The number of Directors shall be not less than five, comprised of all elected or appointed Directors. Each Director shall hold office for a term of one year, elected annually. The incorporating Board of Directors shall hold office until the annual shareholders meeting.

- The terms of office shall begin effective upon confirmation of election and run until the next regularly scheduled election; except than any interim appointment or election shall run for the unexpired term Director or until the next regularly scheduled election. The Board shall be empowered to make interim appointments to the Board upon occurrence of a vacancy on the Board subject to 'A~CLE HI, Section 11, Vacancies."
- In the event that any Director or Deputy Director shall fail to attend three consecutive meetings of the Board of Directors without good cause, as determined by a majority of the Directors present at the third such meeting, shall be presumed to have resigned and the vacancy created shall be filled as provided in Article HI, Section 2 or Article HI, Section 2, B.

#### Section 4. Elections;

- General elections shall be held annually at a time and in a manner as decided by the Board, but in no case without thirty days notice to all members. Such notice shall be deemed to have occurred if it is made in a publicly printed notice, through an Association publication or letter, or through other means of information generally available to the members.
- Election shall be by vote of a simple majority of those present at any meeting called for such purpose or upon a roll call of the members present if the vote is challenged at the time it is taken.

#### Section 5. Annual Meetings:

- The Board of Directors shall meet annually at least 30 days prior to the shareholders meeting.

#### Section 6. Quarterly Meetings:

- The Board of Directors shall meet quarterly.

#### Section 7. Special Meetings;

- Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

#### Section 8. Notice:

- Notice of any special meetings of the Board of Directors shall be given at least ten days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at their address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon paid. If the notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.
- Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or delivery of notice of such meeting, unless specifically required by law or these bylaws.

#### Section 9. Quorum:

- A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said

meeting, a majority of the Directors present may adjourn the meeting from that time to another time without further notice.

Section 10. Manner Of Acting:

- The act of a simple majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

Section 11. Vacancies:

- Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a simple majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected or appointed to fill a vacancy shall serve according to A~CLE 111, Section 3, Tenure. Section 12. COMPENSATION:
- Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

Section 13. Informal Action By Directors:

- Any action required bylaw to be taken at a meeting of the Directors, or any action which maybe taken at a meeting of the Directors, maybe taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

## **Article IV - Officers**

Section 1. Officers:

- The officers of the Association shall be a President, one or more Vice Presidents (the number, term, and individual selection shall be determined by a simple majority vote of the Board of Directors), a Secretary, a Treasurer, and such other officers may be elected in accordance with the provisions of the Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform duties prescribed, from time to time by the BOARD OF DIRFCTORS.

Section 2. Election And Term Of Office:

- The officers of the Association shall be elected annually, at the Annual Meeting, by the Board of Directors, from the ranks of the Board of Directors. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor shall have been duly elected.

Section 3. Removal:

- Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in the Board's judgment he best interests of the Association would he served.

Such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Such action shall be taken only when a quorum of the Board is present, and by a simple majority.

Section 4. Vacancies:

- A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President:

- The President shall be the principal executive officer of the Association, and shall in general supervise and control all of the business and affairs of the Association.
- The President shall preside at all meetings of the Board of Directors.
- The President may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Association
- In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President:

- In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President (or in the event that there are two or more Vice-Presidents the most senior in order of their election) shall perform such duties as from time to time may be assigned to the Vice-President by the President or by the Board of Directors.
- When acting for the President the Vice-President shall have all the powers of and be subject to all the restrictions of the President.
- Any Vice-President shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 7. Treasurer:

- If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of the duties of the Office. The sum and value of the sum of the bond shall be in such surety or sureties as the Board of Directors shall determine.
- The Treasurer shall have principal charge and custody of and be responsible for all funds and securities of the Association; shall prepare an annual budget for approval by the Board of Directors; shall provide a formal report on the state of the Association's finances at the second and fourth quarter Director's Meetings, with the fourth quarter report being subsequently provided to the general membership upon approval by a simple majority of the Board
- Shall receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with provisions of A-CLE IV of these bylaws.
- Shall in general perform all duties incidental to the Office of Treasurer and such other duties as maybe assigned by the Board of Directors.
- Audit procedures shall be as determined by the Board of Directors.

Section 8. Secretary:

- Shall keep the minutes of the meetings of the Board of Directors in one or more books provided exclusively for that purpose.
- Shall accomplish the execution of all notices being duly given in accordance with the provisions of these bylaws or as required by law.
- Shall be custodian of the Association's records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these bylaws.
- Shall in general perform all the duties incidental to the office.
- Shall maintain an up to date record of members, and shall provide a report on membership in the format required by the Board of Directors at each regularly scheduled meeting.

Section 9. Assistant Treasurers And Assistant Secretaries:

- If required by the Board of Directors, the Assistant Treasurers shall give bond for the faithful discharge of the duties of the Office. The sum and value of the bond shall be in such surety or sureties as the Board of Directors determine.
- Assistant Treasurers and Assistant Secretaries, in general shall perform such duties as shall be assigned to them by the Treasurer, the Secretary, the President, or the Board of Directors.

**Article V - Committees**

Section 1. Committees Of Directors:

- The Board of Directors may appoint one or more committees. Those committees will report directly to the Board.
- The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the
- Board of Directors, or any individual Director, of any responsibility imposed upon it or the Director by law.

Section 2. OTHER COMMITTEES:

- Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be appointed in the management of the Association in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting in which a quorum is present. Any member thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the Association shall be served by such removal. Any such action, whether removal or appointment, will be reported to the Board not later than the next regularly scheduled meeting of the Board.

Section 3. Term Of Office:

- Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Association and until a successor is appointed, unless in accordance with these bylaws or required by law the committee shall be sooner terminated, unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof

Section 4. Vacancies:

- Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum:

- Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules:

- Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules set forth by the Board of Directors.

Section 7. Standing Committees:

- The following committees shall be continually in existence, with the chairperson appointed from and by the members of the Board of Directors.
- Membership (Committee. The Membership Committee shall have the responsibility for management and reporting concerning all aspects of the membership of the Association, and shall provide the reports, list, current status, and other information as the Board of Directors may require; shall not less than quarterly provide a written report on membership in the format required to the Board of Directors.

## **Article VI- Contracts, Checks, Deposits, and Funds**

Section 1. Contracts:

- The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority shall be confined to specific instances pre-approved by the Board of Directors.

Section 2. Checks, Drafts, Etc.:

- All checks, drafts, or order for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be assigned by such officer or officers, agent or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits:

- All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts:

- The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or devise for the general purposes, or for any special purpose of the Association.

Section 5. Encumbrances:

- No Officer, Director, member, or authorized agent may encumber the Association with any debt obligation without prior authorization by the Board of Directors.

## **Article VII- Books and Records**

- The Association shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of its Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected at its registered or principal office or at another site designated by the Board, by any member of the Board of Directors, or their attorney, or any member in good standing, or their attorney, for any proper purpose at any reasonable time with not less than three days notice.

## **Article VIII- Fiscal Year**

- The fiscal year of the Association shall begin on January 1st

## **Article IX - Seal**

- The Board of Directors shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal".

## **Article X - Waiver Of Notice**

- Whenever any notice is required to be given under the provisions of the New York Non-Profit Corporation Act or under the general provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **Article XI- Dissolution**

- Upon the dissolution of the corporation, the Board of Directors shall, after paying or asking provisions for the payment of all of the liabilities of the corporation, dispose the payment of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501 ((Th):(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.
- Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of
- the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **Article XII- Amendment To Bylaws**

- These bylaws may be altered or amended, or repealed and new bylaws may be adopted by two-thirds majority of the members voting. All bylaw changes shall be sent to all Association members 30 days prior to the vote.



**Article XIII- Rules Of Order**

- Robert’s Rules of Order shall be the operating rules of this Association

**Article XIV - Affiliations**

- The Association may affiliate with any other hunter education or hunter safety organization with the same or substantially similar purposes by approval of the Board of Directors.

I hereby certify that the foregoing Bylaws of the \_\_\_\_\_ Association, Inc., a New York corporation, were adopted at a meeting of the Board of Directors held on \_\_\_\_\_

SIGNED:

PRESIDENT \_\_\_\_\_

SECRETARY \_\_\_\_\_

DIRECTORS:

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

4. \_\_\_\_\_

5. \_\_\_\_\_

This page made possible by the Williamson Conservation & Sporting Club PO Box 175 Williamson, NY 14589. (315)589-2272