

BY-LAWS OF DEFIANCE COUNTY FISH AND GAME BOARD OF DIRECTORS,
A NOT-FOR-PROFIT CORPORATION

ARTICLE I ORGANIZATION

1. The name shall be the DEFIANCE COUNTY FISH AND GAME BOARD OF DIRECTORS.
2. This Board of Directors, hereafter referred to as "Board" may, at its pleasure, and by a simple majority vote of the Board, change its name.
3. The Board will elect a Chairman, Vice Chairman/Fund Raising Chairman, Treasurer, Secretary, Building Administrators two (2), Grounds Administrator, and Webmaster.
4. All Officers of the Clubs housed at the Fish and Game are considered members of the Board of Directors and are welcome to attend any meetings. Voting at the meetings will be limited to the two (2) club designated representatives or their proxy (who must be an officer of the club represented.)
5. Dissolution Clause: Upon the dissolution of this Board, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Board shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE II PURPOSES

The following are the purposes for which this Board has been established:

1. To have oversight of the Defiance County Fish and Game buildings and grounds. Draft a working budget that will keep the Fish and Game buildings and grounds operating in a debt free and financially responsible manner. Have oversight of the business: payment of property taxes, maintaining current and adequate liability and personal property insurance, upkeep of building and grounds, scheduling of rental and building usage, and an appointments calendar that is up to date and posted.
2. That all issues, which are brought to the attention of the Board, are reported to each club that operates on Fish and Game Club property by their representative.
3. To look for more clubs that would utilize the facilities at the Fish and Game property.
4. This Board is not to run any club that is operating on Fish and Game property. Each club would still have its own board and set of rules that would pertain to the individual club.
5. At the December 29, 2008, meeting of the Board of Directors a motion was passed to have all buildings on the Fish and Game property be smoke free. Designated smoking areas will be the shelter house and outside the back of the clubhouse. Also, at this meeting a motion was passed to have the Fish and Game be alcohol free with no alcohol being allowed in either the

buildings or on the grounds. Based on the rental agreement, this would not be in effect for individuals or groups renting the clubhouse with a completed rental agreement.

ARTICLE III MEMBERSHIP

Membership to this Board shall be elected/appointed by the specific clubs established to meet on Fish and Game property.

ARTICLE IV MEETINGS

The Board's annual membership meeting shall be held on the 1st Thursday of January unless this day is a legal holiday. If it is a Legal holiday, the Board shall set the date for the meeting, but not more than two weeks from the 1st Thursday of January.

Regular meetings of this Board shall be held at the Defiance County Fish and Game grounds on the 1st Thursday of each month at 7:00 pm. If needed, a second regular meeting will be held at the conclusion of the monthly Fish and Game meeting on the 2nd Thursday of each month. The meetings will be held in a smoke and alcohol free environment.

The presence of not less than one (1) member of the Board from each club shall constitute a quorum and shall be necessary to conduct the business of this Board. Unless a quorum is present the meeting will be rescheduled. After four (4) weeks of a meeting being suspended for lack of a quorum, the Chairman may constitute a quorum with the remainder of the members. Any votes taken at this meeting will be considered equal to any other meeting.

The Chairman may call special meetings of this Board when it is deemed in the best interest of the Board. Notices of such meeting shall be emailed or called to all board members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such a special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and who called it. Unless there is a quorum, as defined above, the Chairman may not call the special meeting to order. No other business, but that specified in the notice, may be transacted at such special meeting.

ARTICLE V ATTENDANCE

Board members are expected to attend all scheduled meetings. Absences must be excused by the Chairman or Vice-Chairman in advance of the meeting to eliminate being replaced. After missing two (2) meetings, the represented club will be notified of the board member's absence and at three (3) or more absences the represented club will need to find a replacement for that board member.

ARTICLE VI VOTING

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style as requested by any member of the Board.

ARTICLE VII ORDER OF BUSINESS

1. Roll Call
2. Reading of the Minutes of the preceding meeting
3. Reports of Committees
4. Reports of Club Officers
5. Old and Unfinished Business
6. New Business
7. Adjournment

ARTICLE VIII BOARD OF DIRECTORS

The business of this Board shall be managed by two (2) members representing each club. At least one of the directors elected from each club shall be a resident of the State of Ohio and a citizen of the United States.

The members to the Board shall be chosen at the annual meeting of each club and in the same manner and style as the officers of their club. Board members shall serve: a one (1) year, a two (2), or a three (3) year term, the objective being, insofar as practical, to have no more than one-third (1/3) of the members replaced at any one time.

The Board shall have the control and management of the affairs and business of this Board. This Board shall only act in the name of the Board when it is regularly convened by its chairman after due notice to all the members.

Each director shall have one vote. In the event of a director having a conflict on the meeting night an officer of the club they represent can be sent as a proxy member to the Board. A proxy can only represent one club at the Board's meeting.

The Board may make such rules and regulations covering its meetings as it may, in its discretion, determine necessary.

Vacancies in the Board are not permitted. Two (2) members from each club are necessary on the Board of Directors. Vacancies must be filled accordingly for the balance of the year from the missing representative's club.

The Board shall select from their membership the following officers: Chairman, Vice Chairman, Treasurer, Secretary, Building Administrators two (2), Grounds Administrator, and Web Master.

A member of the Board may be removed when sufficient cause exists for such removal. The Board may entertain charges against any member of the Board. The Board shall adopt such rules for this hearing as necessary for the best interests of the Board.

ARTICLE IX OFFICERS

The officers of the Board shall be:

Chairman:

Vice Chairman/Fund Raising Chairman:

Secretary:

Treasurer:

Building Administrator two (2):

Grounds Administrator:

Webmaster:

The Chairman

Shall preside at all membership meetings.

Shall by virtue of his office be Chairman of the Board.

Shall present an annual report of the work of the Board at the December meeting.

Shall appoint all committees, temporary or permanent.

Shall see all books, reports, and certificates as required by law are properly kept or filed.

Shall be one of the officers who may sign the checks or drafts of the Board.

Shall have such powers as may be reasonably construed as belonging to the chief executive of any Board.

The Vice Chairman/Fund Raising Chairman

Shall, in the event of the absence or inability of the Chairman to exercise his office, become acting chairman of the Board with all the rights, privileges, and powers of the duly elected chairman.

Shall work to increase outside revenues (not membership, club dues, or rentals) for the Board.

The Secretary

Shall keep the minutes and records of the Board in appropriate books.

Shall file any certificate required by any statute, federal, or state.

Shall give and serve all notices to members of this Board.

Shall be the official custodian of the records and seal of this Board.

Shall be one of the officers allowed to sign the checks and drafts of the Board.

Shall present to the membership at any meetings any communication addressed to him as Secretary of the Board.

Shall submit to the Board any communications, which shall be addressed to him as Secretary of the Board.

Shall attend to all correspondence of the Board and shall exercise all duties pertaining to the office of Secretary.

The Treasurer

Shall have the care and custody of all monies belonging to the Board and shall be solely responsible for such monies or securities of the Board. He shall deposit all monies into the Board of Directors bank account.

Shall be one of the officers allowed to sign the checks and drafts of the Board. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

Shall render at stated periods, as the Board shall determine, a written account of the finances of the Board and such report shall be physically affixed to the minutes of the Board of such meeting. He shall exercise all duties pertaining to the office of Treasurer.

Building Administrator Two (2) representatives

Shall be responsible for all rentals (having a rental contract for each non-club meeting use of the property, collecting the deposit and rental fee, inspecting the grounds after the rental, and refunding the deposit fee after the rental). Keeping the building stocked with supplies (paper products for restrooms, cleaning supplies, etc). Report any building needs or concerns to the Board.

Grounds Administrator

Shall be responsible to see that the upkeep of the grounds (mowing, snow removal, safety of the shooting mound, etc.) is done. Report any grounds needs or concerns to the Board.

Webmaster

Shall keep the website updated and maintain current club information. Officers of the clubs or their designee should email updates and/or changes to the Webmaster.

All Board Officers

Officers, by virtue of their office, shall be voting members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the Board for duties other than as a director or officer.

ARTICLE X SALARIES

The Board shall hire and fix the compensation of any and all employees, which the board at their discretion may determine to be necessary for the conduct of the business of the Board.

ARTICLE XI COMMITTEES

All committees appointed by the Board shall be for a period of one year or less. Committees may be terminated at any time by the action of the Board of Directors.

ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended, repealed, or added to by an affirmative vote of not less than 50% percent (one member from each club) of the Board.

By-Laws passed/modified on 03/04/2010

These by-laws approved by the following board members:

Date _____

Chairman _____

Vice Chairman/Fund Raising Chairman _____

Treasurer _____

Secretary _____

Building Administrator _____

Building Administrator _____

Grounds Administrator _____

Webmaster _____

As new clubs join the Fish and Game as their meeting place, they are asked to sign that they have read the Board By-Laws and agree to follow them.

Club _____

Chairman/President _____

Vice Chairman/Vice President _____