

# CATAWBA VALLEY WILDLIFE CLUB

## PREAMBLE

### Name

The name of this organization shall be the Catawba Valley Wildlife Club, hereinafter referred to as the Club, and it shall be incorporated under the laws of the State of North Carolina. The Catawba Valley Wildlife Club was organized under Section 501(c) (3) of the Internal Revenue Code on December 31, 1996.

### Purposes

The Club is organized as a non-profit corporation for educational, recreational and scientific purposes. The purpose for which the Club is organized includes the following:

- To promote, sponsor, and to apply knowledge concerning conservation, restoration, management and proper use of fish, game and other wildlife for the benefit and enjoyment of the members of the Club and the citizens of the State of North Carolina.
- To provide land for training and recreational use of club members and guests, schools, scouts, 4-H, churches, and like organizations.
- To provide training programs for safe boating, safe hunting and proper use of bow & arrow and firearms.
- To protect and provide a safe haven for endangered species, including the dwarf ginger plants, resident on the property.
- To preserve open green space contiguous to and near the Jacobs Fork River.

Restrictions: No part of the net earnings of the Club shall inure to the benefit of, or be distributed to its members, officers, or other private persons, except that the club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Club.

In the event of dissolution of the Club, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all of the assets of the Club exclusively for the purpose of the Club in such a manner, or to such qualifying 501-C-3 organization or organizations organized and operated for charitable, educational, religious, recreational, or scientific purposes, provided that organization qualifies under Internal Revenue Code 501-C-3.

### Affiliation

The Club shall be affiliated with the North Carolina Wildlife Federation and any other organizations that a majority of the Board of Directors deems appropriate.

## BY-LAWS

### ARTICLE I

#### Membership and Dues

Section 1. Any person interested in the conservation, restoration, and protection of the fish, game, other wildlife and other natural resources may make application for membership in this organization. New membership applicants shall be approved by a majority vote of the Board of Directors.

Section 2. New applications for membership shall pay an initiation fee and dues as set by the Board of Directors.

Section 3. Annual dues shall be set by the Board of Directors. Such annual dues shall fall due on January 1 of each calendar year.

Section 4. Memberships

Section 4.1 A life membership may be obtained by making a contribution of an amount established by the Board of Directors and 10 years of club membership with 5 years of active service in the form of Event Chairperson, Board of Directors, or Officer position and have the Board of Directors approval. Life members will not be required to perform workdays.

Section 4.2 Annual club membership is available to any applicant under the age of 65. Annual club members will pay annual dues and perform workdays as set by the Board of Directors.

Section 4.2a Senior membership is available to any member 65 years and older. Senior members will pay annual dues as set by the Board of Directors.

Section 4.2b Honorary life membership is available to any member 70 years and older upon attaining 10 years of membership. Honorary life members will pay annual dues as set by the Board of Directors.

Section 4.2c Membership categories requiring an age qualification will become available in the first full dues year after the birthday qualifying the individual.

Section 4.3 Membership transfer to surviving spouse. Currently we consider our memberships to be family based, but only one person per family is the primary member and currently that membership is ended when that individual becomes deceased. This addition to the by-laws allows the surviving spouse to apply for membership, subject to BOD approval in the same status as the deceased member without an initiation fee. That is the surviving spouse can become a life member if the deceased spouse was a life member, or an annual member if the deceased member was an annual member etc. The surviving spouse can then continue this membership on the same basis i.e., annual dues, workdays etc under current rules. If the surviving spouse remarries they must reapply for membership on their own eligibility but do not have to pay an initiation fee. For example if the deceased member was a life member then the spouse could remain in this status unless they remarry and then would become an annual or senior member depending on their age. Surviving spouses are grandfathered on the hunter safety/concealed carry/background check requirement but any new adult family member (new spouse) is subject to this requirement.

Section 5. Failure on the part of any individual to pay the annual dues prescribed by the By-Laws by January 31<sup>st</sup> of that year automatically shall suspend membership for said individual in the Club, the individual shall be disqualified to participate in the privileges and activities and shall forfeit all right, title, and interest in any property of the Club. However, any individual suspended for nonpayment of dues may be reinstated upon payment of prescribed dues before February 28<sup>th</sup> of the calendar year of the suspension. After said date a member may only be reinstated by a majority vote by the Board of Directors. Members experiencing hardships may write a letter to the Board of Directors requesting a temporary hiatus from membership without penalty. Letters must be received by February 28<sup>th</sup> to be considered.

Section 6. No member may allow more than three non-member guests on club property without prior Board approval. No guests may be present on the club property unless they are in the physical presence of the member who invited them onto club property.

Section 7. Children of club members must be within the physical presence of their member-parent during shooting activities. Physical presence means within visual sighting.

Section 8. Any individual who violates any of the ethics, rules, protocols, courtesies, laws of the Club and is otherwise disruptive to the good order and purpose of the Club may be fined an amount to be determined by the BOD for each individual offence, temporarily suspended or permanently removed from membership by a two-thirds vote of the Board of Directors present at a meeting of the Board, provided that the members of the Board and the individual concerned have been given at least ten (10) days notice in writing by the Secretary of such pending action, and further the person affected may defend his actions before the Board of Directors.

- Section 8.1 Whistleblower Policy
- Section 8.2 Conflict of Interest Policy  
Disclosure forms
- Section 8.3 Document Retention & Destruction Policy

Section 9. It is the responsibility of each member to verify that his/her address of record is current.

Section 10. **Membership in the Catawba Valley Wildlife Club shall not be restricted with respect to the race, color, religion, sex, national origin, handicap or familial status of any prospective member.**

## **ARTICLE II**

### Definitions

Section 1. Fiscal Year - The fiscal year of the Club shall be the calendar year. (January 1 through December 31).

Section 2. Quorum of Director Meetings - A quorum, with regard to a Board of Directors Meeting, shall be 50% of the Board members plus one (1). Proxy votes are not allowed at Director Meetings.

Section 3. Quorum at the Member Meeting - A quorum, with regard to the annual member meeting, shall be the dues paying members present, excluding other family members. Proxy votes are not allowed at the Member Meeting.

Section 4. Rules - Rules should be developed for individual areas of the club as necessary. The rules shall be approved by the Board of Directors and published to the membership. Rules may be amended by the Board of Directors as needed and shall become effective upon notification of the membership.

## **ARTICLE III**

### Meetings

Section 1. General membership meetings shall ordinarily be on the fourth (4<sup>th</sup>) Thursday of each month except on November and December when they shall ordinarily be on the third (3<sup>rd</sup>) Thursday. These meetings may be changed from time to time to meet weather conditions or other disruptive schedules.

Section 2. The General Membership meeting ordinarily held the fourth (4<sup>th</sup>) Thursday in October shall be the Annual Meeting. A quorum, with regard to the annual member meeting, shall be the dues paying members present, excluding other family members. Proxy votes are not allowed at the Member Meeting. (Art. II, Sec. 3)

## **ARTICLE IV**

### Board of Directors

Section 1. The Board of Directors shall consist of the Officers as stated in Article VI Section 1 and sixteen (16) directors and the immediate Past President.

**ARTICLE V**  
Meetings of the Board of Directors

Section 1. The Board of Directors shall meet no less than ten (10) times yearly. These meetings shall ordinarily be the first (1st) Tuesday of each month, but may be changed periodically to meet conditions.

Section 2. Only members of the Board of Directors present shall be eligible to vote at such board meetings. No proxy vote shall be permitted or counted. A quorum, with regard to a Board of Directors Meeting, shall be 50% of the Board members plus one (1) (Art. II, Sec. 2). Proxy votes are not allowed at Director Meetings.

**ARTICLE VI**  
Officers

Section 1. The officers of the Club shall be a President, a First Vice President, a Second Vice President, a Secretary and Treasurer.

**ARTICLE VII**  
Election and Appointment of Officers and Directors

Section 1. The officers of the Club including the President, Vice Presidents, Secretary and Treasurer shall be elected at each annual meeting, Eight (8) Directors shall also be elected at each annual meeting.

Section 1.1. Qualified candidates shall be members presently in good standing for the two years prior. Candidates shall be named by the nominating committee, or may be nominated from the floor at the annual meeting. In the event of special circumstances the BOD may waive the two year membership requirement for members who have special or exceptional abilities that the BOD believes will benefit the club.

Section 1.2. Only members in good standing of the Club who are present at the meeting shall be eligible to vote at such annual meetings. Honorary members such as spouses and children of such members may not vote. No proxy vote shall be permitted or counted. Any member may challenge the eligibility voting of any other member.

Section 1.3. A simple majority of the votes cast is required for election of officers. Those eight (8) persons who received the highest number of votes shall be deemed elected Directors.

Section 2. The President may appoint up to four (4) Honorary Directors. The Honorary Directors shall have privilege of the floor at Director meetings, but shall have no vote.

**ARTICLE VIII**  
Terms of Office

Section 1. All terms of elected officers prescribed in Article VI Section 1 above shall commence on January 1. Such officers shall hold office for terms of one (1) year or until their successors qualify.

Section 2. All terms of elected Directors prescribed in Article VII Section 1 above shall commence on January 1. Such Directors shall hold office for terms of two (2) years or until their successors qualify.

Section 3. No officer or director shall serve more than 4 consecutive years. Any Officer or Director who serves two (2) consecutive terms or 4 consecutive years shall be eligible to serve again as an Officer or Director after an absence from such office of at least one (1) year.

**ARTICLE IX**  
Vacancies or Removal from Office

Section 1. In the event of a vacancy in the office of President either by death, resignation, removal, or for any other cause, the First Vice President shall accede to the office of President, and assume the duties pertaining to that office to fill the remaining term.

Section 2. In the event of a vacancy in any other office or Director either by death, resignation, removal or for any other cause, the Board of Directors by a majority vote shall appoint a qualified club member in good standing to fill the remaining term.

Section 3. Any individual elected in accordance with Article VII above or appointed in accordance with Section 1 or 2 of this Article may be removed from office by a two-thirds (2/3) vote of the Board of Directors, provided however, that the individual affected and the Board of Directors have been given ten (10) days notice in writing prior to such pending action and further that the person affected may defend his actions before the Board of Directors.

**ARTICLE X**  
Duties

Section 1. It shall be the duty of the President to oversee all functions of the Club and to preside at all meetings of the Club and of the Board of Directors and to perform other such duties as ordinarily pertain to the office. The President shall have power to call meetings of the Board of Directors and the Club whenever deemed necessary. The President shall perform any other duties so prescribed by the Board of Directors.

Section 2. It shall be the duty of the **Vice President** to assist the President in performance of his duties when he so designates. In the absence of the President, the First Vice President shall preside. They shall perform such other duties as may be assigned to them by the Board of Directors.

Section 3. It shall be the duty of the **Secretary** to record all proceedings of meetings of the Club and Board of Directors and to keep accurate permanent record of all the proceedings and business transactions, and to perform such other duties as may be prescribed by the Board of Directors. The Secretary shall send to each member a statement of dues owed. Upon his retirement or removal from office, he shall turn over to his successor, or the Board of Directors, all records in his possession belonging to the office.

Section 4. It shall be the duty of the **Treasurer** to receive all dues and monies due the Club and deposit all such funds in the name of the Catawba Valley Wildlife Club in a financial institution approved by the Board of Directors. He shall pay all legitimate expense of the Club which have been approved as provided for by and under the direction of the Board of Directors. The Treasurer shall give an accounting of all receipts and disbursements on a regular basis to the Board of Directors. The Treasurer shall take whatever steps are necessary to timely file any required State and Federal tax returns. Upon his retirement or removal from office, he shall turn over to his successor or the Board of Directors, all funds and records in his possession belonging to the office.

Section 5. The Board of Directors shall manage and supervise all the affairs, properties, effects and business of the Club except as otherwise prescribed by these by-laws. They shall have full and complete power, by a majority vote, to acquire property, both real and personal, for the Club. They shall establish and publish rules, regulations, ethics, protocols courtesies related to safety and conduct while on Club property. They shall establish and maintain procedures for making and accepting applications for membership in the Club.

**Article XI**  
Committees

Section 1. Committees serve the purpose of establishing groups of members focused on specific areas and activities of the club. The chairman of the committee has a duty to report to the Board of Directors the activities of the committee and the conclusions of committee meetings. Effective Committees should investigate, deliberate and reach consensus regarding matters within the scope of the committee responsibility. Communication between committees will contribute to smooth operation of the club. Effective committee operation should reduce debate during Board of Director meeting by identifying issues and remedies at the committee level and presenting findings and recommendations to the Board. The committee is a prime opportunity to develop relationships and involve new members in activities of their choosing. It is important that committees be inclusive rather than exclusive.

Section 2. The President shall appoint the Chairman and members of the following standing committees from the membership of the Club.

Section 2.1 **House & Grounds Committee:** shall supervise and maintain all property and structures at Wildlife Acres, excluding ranges which fall under the jurisdiction of their respective committees.

Section 2.2 **Kitchen Committee:** shall plan and prepare meals at regular and special Club functions and to supervise maintenance of all kitchen equipment.

Section 2.3 **Finance Committee:** shall assist committee chairman in the preparation of the annual budget for presentation to the Board of Directors for approval, and an audit of the Club's financial records at the end of the fiscal year.

Section 2.4 **Rifle and Pistol Range Committee:** shall oversee the rifle and pistol range and develop rules and regulations for the safe usage of the ranges for Board of Directors approval. Approved rules and regulations shall be communicated to the membership.

Section 2.5 **Skeet Range Committee:** shall oversee the skeet range and develop rules and regulations for the safe usage of the range for Board of Directors approval. Approved rules and regulations shall be communicated to the membership.

Section 2.6 **Wobble Trap Committee:** shall oversee the wobble trap range and develop rules and regulations for the safe usage of the range for Board of Directors approval. Approved rules and regulations shall be communicated to the membership.

Section 2.7 **Sporting Clays Range Committee:** shall oversee the sporting clays range and develop rules and regulations for the safe usage of the range for Board of Directors approval. Approved rules and regulations shall be communicated to the membership.

Section 2.8 **Nominating Committee:** Shall consist of at least three (3) members in good standing, two [(2) of whom must be past presidents, to nominate officers and directors for the following year.

Section 2.9 **Safety Committee:** shall act as an oversight committee with regard to the overall safety of the club. This committee shall act in an oversight capacity and may be called upon by the Board of Directors or the President to study, investigate or evaluate ranges, activities or proposed modifications to the club. If the Board chooses the Safety Committee may be established as a standing committee.

Section 2.10 **Education Committee:** shall develop and maintain a definite program which contributes to the better understanding of natural resource management in the community and by working with organizations such as Scouts, 4-H, FFA and others to promote conservation and education.

Section 2.11 **Wildlife Resources:** shall keep abreast of proposed legislation concerning fish and game rules and regulations and inform the membership, and pass along to appropriate persons and agencies current views of club members on any needed changes in fish and game rules and regulations.

Section 3. The president may appoint such other ad hoc committees from the membership of the Club as may be deemed necessary. The President may remove Committee Chairmen with the approval of the Board of Directors.

**ARTICLE XII**  
**Indemnification and Exculpation**

**Section 1.**        **Indemnification of Board Members and Officers** - The Club may in the discretion of the Board of Directors indemnify each board member or officer to the extent permitted or required by law as provided herein.

**Section 1.2.**        **Permitted Indemnification of Board Members and Officers** - Any person or entity who at any time serves or has served as a board member or officer or who, while serving as a member, partner, trustee, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Club to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by such board member or officer in connection with any threatened, pending or completed civil, criminal, administrative, or investigative action, arbitration, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the Club, seeking to hold such board member or officer liable by reason of the fact that such board member or officer is or was acting in such capacity, and (b) reasonable payments made by such board member or officer in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which such board member or officer may have become liable in any such action, suit or proceeding.

**Section 1.3.**        **Authorization.** The Board of Directors shall take all such action as may be necessary and appropriate to authorize the club to pay the indemnification required by this Article VIII, including without limitation making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. The Board of Directors may, in its discretion, give notice to, and obtain approval by, the general membership for any decision to indemnify.

**Section 1.4.**        **Exculpation.** To the fullest extent permitted by law, no person shall be liable to the Club or its board members or officers for monetary damages for an act or omission in such person's capacity as a board member or officer of the Club except for (a) acts or omissions which the board member or officer knew at the time of the acts or omissions were clearly in conflict with the best interests of the Club; (b) any transaction from which such person derived an improper personal benefit, or (c) acts or omissions occurring prior to the date this provision became effective. As used in this section, "any transaction from which such person derived an improper personal benefit" and "acts or omissions clearly in conflict with the best interests of the Club" do not include payment of reasonable compensation or other reasonable incidental benefit for or on account of service as a board member, and officer, an employee, an independent contractor, an attorney or a consultant of the Club.

**Section 1.5.**        **Insurance** The BOD is authorized to purchase general liability, and Officer and Director errors and omissions coverage and singular contracts for insurance.

**Article XIV**  
**Amendments**

**Section 1.**        The by-laws of the Club may be amended at any annual meeting by a majority vote of the members present. All amendments shall become effective immediately unless a later effective date is stated in the amendment.

**Section 2.**        In an emergency situation, the Board of Directors may amend these by-laws after due notice of the meeting is given in writing (at least five (5) days in advance) to each member of the Board of Directors setting forth the purpose for which the meeting was called. The Board of Directors shall call a special membership meeting within sixty (60) days to ratify any such action.