

# **CONSTITUTION & BY-LAWS**

## **REVISED & ADOPTED OCTOBER 9, 2021**

### **ARTICLE I: NAME**

#### Section I:

The name of this organization shall be the P. R. Mallory Employees Conservation Club, hereafter referred to as the Club, in honor of the company's founder Phillip R. Mallory

### **ARTICLE II: PURPOSE**

#### Section I:

The purpose of this club is to inculcate a true spirit of sportsmanship among our members and citizens of our state generally, to propagate fish and game, to procure the enactment of laws and preserve existing laws for protection of fish and game, to aid in preventing the pollution of lakes and streams, to cooperate with the duly constituted authorities in conservation programs, to cultivate and promote a friendly relation among members, the public generally and local property owners, and to work together for the mutual advantage of all to the end that there may be a greater quantity of wildlife available in forest, field and stream.

### **ARTICLE III: MEMBERSHIP**

#### Section I: Regular Class Membership

1. The Regular Class Membership in the Club shall be comprised of the members of The P. R. Mallory Conservation Club, on record, on or before December 31, 2005.
2. Also, any Associate Member completing the 24-month probationary period, being approved for regular membership

by the Board of Directors, and by a majority vote of regular members at a general membership meeting of the club.

## Section II: Associate Class Membership

1. The Associate Class Membership shall be made available to:
  - a. Any and all employees from any division of Mallory Controls Company or North American Capacitor Company or any Company derived from these two companies, regardless of name changes (here in after referred to as the Company) who desire to cooperate in the purpose for which the Club is organized and who shall pay into the club treasury the annual dues prescribed herein.
  - b. Children or grandchildren, of Regular Class Members, who are at least 21 years of age who desire to cooperate in the purpose for which the club is organized and who shall pay into the club treasury the annual dues prescribed herein.
  - c. The surviving spouse of a member in good standing may, upon the death of the member, apply for membership through the regular membership application process. This opportunity will expire 12 months after the death of the member.
  - d. No Associate Membership application shall be refused on the basis of race, color, creed or religion.

2. Application for Associate Membership:
  - a. The Board of Directors shall approve or disapprove all applications for Associate Membership in the Club.
  - b. The Associate Membership Application shall have a 24-month probationary period.
  - c. Associate Membership can be revoked within the 24-month probationary period for just cause.
  - d. The Associate Member is expected to attend at least (2) two club events per year within the 24-month probationary period.
  - e. Associate Members cannot serve as officers or directors.
  - f. After completion of the 24-month probationary period, and dues have been received for the 3rd membership year, the Club Secretary will prepare a list of eligible Associate Member's names and present such list to the Board of Directors who shall review the applicant's record as an Associate Member with regards to rules compliance, work party participation and desire to cooperate in the purpose for which the club is organized. The Board of Directors shall decide to approve or reject the application for Regular Class Membership. A rejected application terminates the Associate Class membership and the individual shall not be considered again for Associate Class membership.
  - g. The Board of Director's approved list of names being considered for Regular Class Membership shall be forwarded for presentation at the next general membership meeting.
  - h. Acceptance of applications for Regular Class Membership will be subject to approval by a majority of the regular members present at a general

membership meeting of the Club.

3. Privileges of Regular and Associate Members

- a. Upon acceptance of a member into the Club, the spouse and all unmarried children up to and including age 21 shall be permitted the same privileges as the member except those specifically stated herein. Children of members over the age of 21 shall be considered to be guests of the member. Members have fishing and hunting privileges and are governed by the State Fish and Game Laws.

4. Maximum number of memberships

- a. The maximum number of memberships, Regular and Associate combined shall be 350.
- b. The Secretary shall keep a record of Associate Membership applications and present to the Board of Directors an appropriate number of applications to fill vacancies, which occur, in the membership. The applications shall be selected on the basis of oldest date applications selected first.

### Section III: Membership Cards

1. Each member shall be issued a membership card each year covering the period January 1 to December 31 when their annual dues are paid.
2. A membership card must be in the possession of a member or spouse using Club facilities and may be examined by any club member or the club Property Manager upon request.
3. Associate Members shall be issued an Associate Membership Card distinguishable from a Regular Membership Card.

## Section IV: Keys

1. Each member shall be assigned a key for admittance to the Club grounds and to the clubhouse. A charge of \$5.00 for each replaced lost key will be assessed.
2. Club Membership cards and keys are for the exclusive use by the Club member and the Club member's spouse. Club Membership cards and keys are not to be loaned to any other person or duplicated in any manner or form.
3. Each member or member's spouse shall be responsible for locking the gate to the grounds after entering and locking the clubhouse and the gate to the grounds upon leaving. A member or member's spouse shall not leave the gate unlocked for late arriving guests.
4. If a member terminates membership with the Club, the key and Membership card shall be returned to the Secretary.

## Section V: Voting

1. Each Regular Class Member shall be entitled to one vote in any business that comes before the Club.
2. Family members shall not have voting privileges
3. Voting by proxy shall not be permitted.
4. Voting shall be by ballot or hand vote. Each member, if required, must sign for his or her ballot. The cast ballot does not have to be signed by the member. Motions made from the floor require a simple hand vote.

## Section VI: Duties of Members

1. It shall be the duty of each and every member to take an active interest in the work of the Club.
2. Uphold the Constitution and By-Laws of the Club.
3. Be responsible for his own, his family's and his guest's behavior while using Club facilities.

4. Adhere to all Rules of Conduct as established by the Club.

## Section VII: Dues

1. The annual dues of each member of the Club shall be payable on January 1 of each year.
2. The amount of the annual dues shall be established at the annual general membership meeting prior to the year the dues are to be effective subject to a majority vote of the members present at the said meeting.
3. All dues shall be paid on or before March 31 of each year. Any delinquency which prevails beyond March 31 shall constitute a termination from the club rolls.
4. All new members shall pay the annual dues at the time they receive their club membership card and property key.
5. Annual dues shall cover the period from January 1 to December 31.
6. Monthly prorate payment shall be allowed for first time new members only, however, in no case shall the amount be less than \$5.00.

## Section VIII: Guests

1. Guests will be allowed to use Club facilities as long as a member accompanies them.
2. Under no circumstances may a member bring more than 10 guests to use Club facilities without written approval of the President or his designated representative. The written approval must be in the members possession while using the facilities and shown to the Property Manager on arrival.
3. The member shall in all cases be liable and responsible for the conduct of his guests. Guests have fishing and hunting privileges and are governed by the State Fish and Games laws.
4. All members and members' guests must abide by the club Constitution and By-Laws and posted club rules.

## Section IX: General Membership Meetings

1. All general membership meetings shall be held on the even numbered months at the clubhouse or at any other designated place specified by the President.
2. The President or any ten (10) members may call special membership meetings for a given purpose.
3. To conduct any type of business a quorum must be present.
4. The membership shall be notified, in writing, by email or regular US mail (if email is not available) at least 10 days prior to any membership meeting.

## Section X: Annual Membership Meeting

1. The Annual Membership Meeting will be held in October. The election of officers and directors shall be conducted at the Annual Membership Meeting.

## Section XI: Quorum

1. A membership meeting quorum shall consist of ten (10) members, (3) three must be Directors of the Board, (2) must be members of the Executive Committee, plus five (5) additional Members.
2. Excess Directors can be used to count towards the member portion of the quorum.  
Example: If seven directors attend, three would count towards director requirement and 4 could count towards the quorum requirement if needed.
3. A quorum is required to conduct the normal business of the Club to accept or reject any proposed changes or additions requiring a vote and shall require majority approval from the Regular Membership present. A vote shall be required

to approve projects, purchases, improvements and new memberships, to elect or fill vacancies on the Board of Directors or Executive Committee. A two-thirds vote is required to change or amend the clubs Constitution and By-Laws.

4. The sale or disposal of any Club real property shall require notification to all members in writing, of such a discussion at least thirty (30) days in advance of the same, then said matter will be presented at the next general membership meeting when a vote will be taken. A general membership meeting quorum and a two thirds approval of the Regular Members present, at the meeting, is required to approve the sale or disposal of any Club real property.

## **ARTICLE IV: MEMBERSHIP AGREEMENT AND MEMBERSHIP REINSTATEMENT (if requested)**

### **Section I: Membership Agreement**

1. All Regular and Associate Members, upon acceptance as a member, shall be given access to or given a hard copy of Club Constitution, By-Laws and Club Rules. The President shall explain the documents, if requested, to new member(s). The new member shall sign acknowledgement of club rules and bylaws.
2. All Regular and Associate Members, by applying for membership in the Club, agree to abide by the Constitution, By-Laws and Rules of the Club.
3. Said membership is expected to be maintained annually until such time as the member wishes to allow the membership to lapse.



## Section II: Membership Reinstatement

1. Previous members can request reinstatement if a membership lapse occurs.
  - Example: A member moves away allowing his membership to lapse. Later said member moves back into the area and wants to rejoin the Club.
2. If a membership lapse occurs, the following rules apply to desired reinstatement:
  - a) A request for reinstatement must accompany a membership application.
  - b) The Board of Directors must vote on and approve any reinstatement request.
  - c) Reinstatement should be considered a one-time occurrence. Approval of additional reinstatement requests will be at the discretion of the Board of Directors.
  - d) Approved reinstatement will be as an Associate Member regardless of previous membership classification.
  - e) Upon reinstatement all rights and responsibilities of an associate membership apply, including progressing to a Regular Member.
  - f) Reinstatement requires (1) one year's dues paid on top of the normal application payment, at time of the request.

## **ARTICLE V: REVOCATION OF A MEMBERSHIP**

### **Section I: Revocation**

1. The membership of a Regular or Associate Member, who violates the Club's Constitution, By- Laws or Rules shall be subject to revocation.
2. The revocation procedure shall apply immediately but not be limited to the following severe violations:
  - a. Deliberate destruction, vandalizing or stealing of Club property.
  - b. Discharging of firearms in the area of the Clubhouse, lake, Property Manager's Cabin. The discharging of firearms shall be permitted only in designated areas and as allowed in the Club's Constitution, By- Laws and Rules.
  - c. Any rule violation that jeopardizes the health or safety of the member or other members.
  - d. Conduct that jeopardizes the security of the Club.
  - e. Conduct that infringes on the enjoyment of the Club by other members.

### **Section II: Revocation Procedure - First Violation**

1. Any member can report a violation to the President who shall investigate the alleged violation. The President shall telephone and write a letter to the member accused of the violation within two weeks of the reported violation. Each officer and director shall be copied on the letter. The member, who reported the alleged violation, shall also receive a copy of the letter.
2. The accused member shall have the right to respond to the letter. If the member responds, in writing, a copy of the response shall be given to each officer and director.

### Section III: Revocation Procedure, Second Violation – if allowed

1. A second violation of the any rule by the same member shall require the same steps be taken as in Section II plus require the Board of Directors to vote on revoking the accused violator's membership.
2. Regular Member: A majority vote of the Board of Directors to revoke the violator's membership is final subject to appeal. A letter is to be sent, by the President, to the violator informing him or her of the action taken by the board. The member has the right to appeal the Board of Directors decision to the membership at the next general membership meeting.
  - a. If the member appeals the decision of the Board of Directors decision, the issue is to be brought before the membership at the next general membership meeting of the club. A majority vote by the general membership to revoke the violator's membership is final. A letter is to be sent to the ex-member, by the President, informing him or her of the action taken by the general membership and requesting the return of the key and card. Upon receipt of the key and card, the balance of the dues paid by the ex-member shall be returned to the individual.
  - b. If the member does not appeal the decision of the Board of Directors to revoke his or her membership, to the general membership, the revocation becomes final and effective the first day following the next general membership meeting. A letter is to be sent to the ex- member, by the President, requesting the return of the key and card. Upon receipt of the key and card, the balance of the dues paid by the ex-member shall be returned to the individual.

- c. If the member appeals the decision of the Board of Directors to revoke his or her membership and the general membership votes to overturn the decision of the Board of Directors, a letter shall be sent, by the President, to inform the member of the decision.
3. Associate Member: A majority vote of the Board of Directors to revoke the violator's membership is final. A letter is to be sent to the ex-member, by the President, informing him or her of the action taken by the board and requesting the return of the key and card. Upon receipt of the key and card, the balance of the dues paid by the ex- member shall be returned to the individual.
4. In all circumstances, the revocation process requires a simple majority vote on the part of the Board of Directors or the general membership to revoke a membership.

## **ARTICLE VI: DIRECTORS**

### **Section I: Membership and Term**

1. The Board of Directors shall consist of the President, Vice-President, Treasurer and Secretary elected to a one (1) year term and nine (9) additional Directors elected to a three (3) year term from January 1 to December 31. A simple majority of the Regular Members present at the annual general membership meeting shall elect three (3) members to the Board of Directors each year.

### **Section II: Vacancies**

1. Any position on the Board of Directors may be declared vacant for good and sufficient reason.  
Three consecutive absences from the Board of Directors meetings, shall require the Board of Directors to review the reason for such absentness and if sufficient reason exists

to declare a vacancy.

A majority of the voting members present at the next general membership meeting shall, by election, fill the remainder of the vacated term.

2. No more than two family members can serve as an Officer or Director during the same year, only one of which can serve as an Officer.

### Section III: Meetings

1. The Board of Directors shall meet on the odd numbered months at a place specified by the President to develop projects, policies and personnel to carry out the activities of the Club.
2. Emergency Electronic Board of Directors Meetings can be called by the President under the following conditions:
  - a. The Executive Committee agrees that an Emergency Electronic Board of Directors meeting is appropriate because of the issue combined with time constraints or other mitigating circumstances. With agreement of the Executive Committee the President shall E-Mail all Officers and Directors, informing them of the issue and request an E-Mail vote on the issue. If an Officer or Director does not have an E-Mail address, the President shall contact the Officer or Director by telephone and request a verbal vote on the issue.
  - b. All email votes shall be printed and all telephone votes recorded by the secretary or other person assigned by the President.
  - c. When an issue is decided by majority vote of at least two officers and five directors' hard copies shall be given to the club secretary (if not present at time of the vote). Forwarded emails are considered hard copies
  - d. If funding of the issue is required, hard copies

(forwarded emails) of the email vote and audio record of any telephone vote shall be given to the club treasurer and Chairman of the Budget and Finance Committee.

- e. The Chairman of the Budget and Finance Committee can veto any funding request that exceeds the club's budget.
- f. Hard copies of the Executive Committee authorization, vote of the directors and approval of the Chairman of the Budget and Finance Committee shall be given to each Officer and Director at the next regularly scheduled Board of Directors Meeting.

## Section IV: Quorum

1. A Board of Directors quorum shall consist of a minimum of two Executive Committee members plus five additional directors.
2. A quorum is required to conduct the normal business of the Board of Directors, to accept or reject matters of contention requiring a vote and shall require majority approval from the directors present to approve expenditures and improvements not exceeding \$2,000.
3. A majority approval of the directors' present shall be required to fill vacancies on the Executive Committee, on a temporary basis, until the position is filled by election at the next general membership meeting.
4. A recommendation for the sale or disposal of any club real estate or property shall require a four-fifths approval of the directors present at a Board of Directors meeting.
5. Notification via email or U.S. mail shall be sent to the membership of said recommendation by the President or designee at least 30 days in advance of the next general membership meeting.
6. The Board of Directors, shall annually, at the second Board of Directors meeting each year, review the club rules, regulations and Property Managers contract.
7. Responsibility for proper Club management and protection of member's interest shall rest with the Board of Directors through its direction to the Executive Committee. The Board of Directors has final authority in such matters.

## **ARTICLE VI: EXECUTIVE COMMITTEE**

### **Section I: Membership**

1. The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer.

### **Section II: Election and Term**

1. The Executive Committee shall be elected by a majority of the voting membership present at the Annual Membership Meeting immediately following the election of the new Board members. The Executive Committee shall hold office for one year from January 1 to December 31 or until their successors have been elected.

### **Section III: Vacancies**

1. Any position on the Executive Committee may be declared vacant for good and sufficient reason by a simple majority of the members present at any general membership meeting. Death, sickness, three consecutive absences from the Board of Directors meetings or failure to function shall be considered good and sufficient reason for declaring a vacancy.

### **Section IV: President**

The President shall:

1. Preside over and conduct all General Membership and Board of Directors meetings of the organization.
2. Appoint all committees and select the chairman of such committees.



3. Sign all notes, contracts and other instruments pertaining to the business of the Club with copies sent to the secretary for club records keeping.
4. Serve as supervisor of and official contact for the Property Manager.
5. Perform such other duties incident to the office of President or requested by the Board of Directors.

## Section V: Vice-President

The Vice-President shall:

1. Assume the duties of the President in the President's absence or incapacity until a President has been duly elected or the incapacity removed.
2. Serve as a member of all committees and maintain a close tie between the committees and the Executive Committee.
3. Perform such other duties as requested by the President.

## Section VI: Secretary

The Secretary shall:

1. Keep a permanent record of the minutes of each general membership meeting and Board of Directors meeting of the Club.
2. Serve all notices.
3. Maintain a complete and up-to-date record of membership.
4. Shall insure distribution of keys and cards to the membership.
5. Sign all notes, contracts and other instruments pertaining to the business of the Club in the absence of the President or Treasurer.
6. Present the names of all new members for acceptance into the Club.

7. Serve as parliamentarian at all meetings and call attention to proceedings that do not coincide with the Constitution and By-Laws.
8. Perform such other duties as requested by the President.
9. Notify members, by March 1st, who have not paid their dues that if not paid by March 31 will result in their membership being terminated.

## Section VII: Treasurer

The Treasurer shall:

1. Have custody of and be responsible for the safekeeping of all Club funds and moneys. Such funds shall be kept in a depository as designated by the Board of Directors and shall be disbursed in accordance with the necessary approvals as set forth in these By-Laws.
2. Keep a complete and accurate account of all receipts and disbursements and shall furnish a full statement of the financial affairs of the Club at the general membership meetings and the Board of Directors meetings or at any time the Board of Directors requests.
3. Have his books and records in such order so that they may be examined at any time by the auditor appointed by the President and approved by the Board of Directors.
4. Hand over to his successor on January 1, a correct and a complete financial statement, together with all funds, books, and records in his possession.

5. Be responsible for the safe keeping of all deeds, insurance policies and other legal documents other than those items specifically designated to the protection of the Secretary. These documents shall be kept in a secure location along with other club records.
6. Accept all dues from the Secretary and deposit the money in the bank within five days of receiving them.
7. Sign all notes, contracts and other instruments as may pertain to the business of the Club along with the President.
8. File all tax returns and reports on a timely basis.
9. Perform such other duties as requested by the President.

### Section VIII: Bonding

1. The President and Treasurer shall furnish proof of notary (which includes bonding) to the Club for the faithful performance of their duties and the expense of said notary fee shall be paid out of Club funds.

## **ARTICLE VII: COMMITTEES**

### Section I: Standing Committees

The President shall appoint prior to the January Board of Directors meeting the following committees to serve for one year:

1. A Program and Entertainment Committee that shall consist of three (3) or more members whose duties shall consist of providing a program or form of entertainment for general membership meetings and special programs for the interest of the members.

2. Budget and Finance Committee that shall consist of three (3) or more members whose duties shall consist of establishing a budget for the year and determination of the source of funds. This committee shall direct all special fund-raising activities.
3. Membership Committee that shall consist of (3) three or more members whose duties shall consist of directing activities to increase the membership of the Club.
4. Building and Grounds Committee that shall consist of three (3) or more members whose duties shall consist of recommending actions required to properly maintain the lake, buildings and grounds.
5. Election Committee that shall consist of three (3) or more members whose duties shall consist of recruiting candidates for elective office and be responsible for conducting the club's annual election.

## Section II: Temporary Committees

1. The President shall appoint temporary committees as the need arises. They shall serve until their duties have been completed.
2. One such committee shall be the auditor who shall be appointed at the January Board of Directors meeting. The Auditor's report shall be given at the April general membership meeting.

## **ARTICLE VIII: PROPERTY MANAGER**

### **Section I: Residence**

1. The Property Manager shall reside on the Club grounds. He shall be responsible to the President.

### **Section II: Duties**

1. It shall be the Property Manager's duty, as specified in the Property Manager Contract, to keep the Club property in repair and maintain good housekeeping on the grounds.
2. He shall inform the President of his needs for supplies and of any difficulties encountered in performing his duties.
3. He shall check Membership Cards periodically to be sure the members using the facilities have a current membership card.
4. All guest approvals must be noted by him upon arrival of the member who has received the approval.
5. The Property Manager, after two years of service in the position, shall be offered the opportunity for an Associate Membership in the Club.

### **Section III: Membership will be granted after:**

1. The Property Manager submits an application for membership to the Board of Directors.
2. The application must be approved by the Board of Directors by a majority vote and then the Board of Directors will present to the general membership for final approval.
3. The membership approves the application by a 2/3 vote of the members present at the general membership meeting.
4. The Property Manager pays the Club Treasurer the appropriate dues.

Section IV: The following conditions apply to a Property Managers membership.

1. The application for membership must be submitted by the applicant during the time of his or her service as Property Manager.
2. The Property Manager shall be entitled to full membership rights except he or she cannot serve on the Executive Committee while serving as Property Manager.
3. The membership shall extend beyond the term of service as Property Manager subject to the Club's Constitution and By-Laws.

## **ARTICLE IX: Property Maintenance & Capital Improvements**

### Section I: Property Maintenance

1. Property Maintenance shall have precedence over Capital Improvements.
2. At the first Board of Directors meeting of the year the Board of Directors shall list property Maintenance projects for the new year.
3. All funding for property maintenance projects shall be provided from the Club's Maintenance and / or Capital Improvement Account.

### Section II: Capital Improvements

1. The membership shall be solicited, in the first Newsletter of the year, for suggestions for Capital Improvement projects for the new year.
2. At the second Board of Directors meeting of the year the Board of Directors shall consider and prioritize member project suggestions for the new year.

## **ARTICLE X: CONSTRUCTION OF THE CONSTITUTION AND MATTERS NOT COVERED**

### Section I: Constitution

1. Any question as to the meaning or construction of this Constitution or By-Laws shall be decided by the Board of Directors. Their decision, once made, shall control and be binding thereafter.

### Section II: Matters Not Covered

1. All matters not particularly provided for by Constitution or By-Laws shall be controlled by the Board of Directors and the decision of two-thirds of the Board members shall be final and binding upon the Club.

## **ARTICLE XI: AMENDMENTS**

### Section I:

1. Amendments to the Constitution or By-Laws may be made at the annual meeting or at a general membership meeting called for the purpose of an amendment.

### Section II:

1. All amendments shall be submitted to the Board of Directors for consideration prior to being presented to the membership.
2. After complete analysis, the Board of Directors shall submit the amendments to the membership with its recommendation.

### Section III:

1. A written notice of Amendments will be sent via E-mail or U.S. mail to all members at least ten days prior to said meeting at which a proposed change or amendment is to be voted upon.
2. Such notice shall state the time, place and purpose for which the meeting is to be called.

### Section IV:

1. The approval by a two-thirds votes of all members present at said meeting shall constitute amendments approval.

## **ARTICLE XII: PARLIAMENTARY AUTHORITY**

### Section I:

1. In all cases, Robert's Rules of Order Revised shall govern the meeting of the Club except where they are inconsistent with these By-Laws.