

# GRAND RAPIDS ARCHERS, INC

## CONSTITUTION

Adopted October 18, 2011

### ARTICLE I: NAME

- Name: The name of this organization is: Grand Rapids Archers, Inc. a non-profit organization hereinafter referred to as the Club.
- Affiliations: Minnesota State Archery Association (MSAA) and USA Archery (USAA).

### ARTICLE II: PURPOSE

- The purposes of this organization are to foster, expand and perpetuate the practice of all types of archery and the spirit of good fellowship among all archers, to encourage the use of the bow in hunting all legal game, to encourage participation of archers at all levels, to cooperate with the MSAA, USAA and other outdoor organizations in securing better hunting privileges and conditions for bow hunters, to cooperate with all conservation organizations in the conservation of game, to maintain an indoor range and to provide opportunities for archery instruction for beginning youth and all other archers of any skill.

### ARTICLE III: MEMBERSHIP

- Any person who agrees to abide by the association's constitution and by-laws is eligible for membership in the Grand Rapids Archers, provided that he/she has not previously been expelled, has completed and membership application, has obtained the age of 18 (except student memberships), and has paid the annual membership dues.
- Any member conducting him/herself in such a manner as to reflect unfavorably upon the Grand Rapids Archers, bow hunting in general, may be expelled by two-thirds (2/3) majority vote of the Board of Directors. The Board of Director's decision may only be reversed by a two-thirds (2/3) majority vote of the entire club membership.
- If the Board of Director's or the majority of the members determine the actions of a member are detrimental to the Club or any member, then the Board of Director's shall take actions as they deem necessary after giving the offending member an opportunity to present his/her position.
- All members in good standing, as outlined in the by-laws, are eligible to vote at all Club proceedings excluding student members.

### ARTICLE IV: MEMBERSHIP DUES

- Individual Membership: Any individual who is at least 18 years of age may apply to become a member. He/she must complete a membership application, pay the required dues, and be approved by the Board of Directors.
- Household Membership: Up to two adult heads of household and any immediate family members under the age of 18 having completed a membership application, paid the required dues, and been approved by the Board of Directors.
- Student Membership: Any person who is a full-time student, regardless of age, may apply to become a student member of this organization, without voting power, having completed a

membership application, paid the required dues, and approved by the Board of Directors.

## **ARTICLE V: BOARD OF DIRECTORS**

- **Number and Titles:** The Club is governed by the Board of Directors. The Board of Directors is comprised of a President, Vice President, Secretary, Treasurer, Range Captain, Membership Chairman, Member at Large, and Past President. The authorized number of directors will be eight. Should fewer than eight individuals be nominated and elected, Board members may act voluntarily in the capacity of a vacant Board member until that position can be filled by appointment of a majority of the Board, or by election by the membership. A Board member exercising more than one position on the Board does not carry more than one vote.
- **Election and Term of Office:**
  - a) Board members will be elected for a term of two years by a general election of the membership.
  - b) One half of the Board shall be voted on each year. The President, Treasurer, and Range Captain will be nominated during the fall of even years and elected at a January meeting on the odd numbered years. The Vice President, Secretary, Membership Chairman, and the Member at Large will be nominated during the fall of odd years and elected at a January meeting on the even numbered years.
  - c) In the event of a tie for any Board position, a run-off shall be held at the time of the meeting and decided by a majority of the members present. The new Board will take office at the first meeting after the election.
- **Recall and Dismissal of Board Members:**
  - a) Any Board member who does not fulfill his or her functions during any given month or appoint a proxy to fulfill his or her functions in that month, and is absent, unexcused, from two consecutive meetings of which he or she has been made aware may, at the discretion of the Board, be deemed to have resigned from the Board, and his or her position or positions be declared vacant. Position vacancies may be declared by a majority vote of the Board members at that meeting.
  - b) Any Board member who acts contrary to the constitution of the Club or in a manner detrimental to the Club may be dismissed from the Board by a 2/3 majority of the Board at a meeting convened for this purpose, or by a simple majority of the membership at a meeting. Notice of the motion to dismiss a Board member will be provided in writing to the Board member and will include the scheduled date of the meeting.
- **Vacancies:** Vacant positions of the Board may be filled by a majority vote of the remaining directors or by a majority vote of the members present at a meeting. Board members appointed in this manner shall hold their positions for the remainder of the term.

## **ARTICLE VI: FUNCTIONS OF BOARD MEMBERS/OFFICERS**

- **President:** To preside as chairman at all Board meetings and general meetings of the Club, to represent the Club to external entities as and when required by resolutions of the Board, and to appoint committees as deemed necessary. The President will be an ex-officio member of all committees.
- **Vice President:** To assist the President and act as President in all matters in the absence of the President.
- **Secretary:** To make and maintain accurate written records of the meetings of the Club, to have charge of correspondence, and to attend to such administrative duties as determined by the Board.
- **Treasurer:** To receive all monies of the Club and deposit them in the name of the Club and to its credit in depositories approved by the Board of Directors, to dispense them under the direction of the Board of Directors, to keep records and receipts of all disbursements, to make income statements to be presented at meetings, to produce an annual report in September to

be reconciled by the Board, and to perform such other duties relating to the fiscal health of the Club as are determined by the Board and as detailed in Robert's Rules of Order. In preparation for annual tax filings, a review of annual incomes and expenditures will be conducted.

- Membership Chairman: To make and maintain an accurate and up-to-date membership list, including members' financial currency with the Club, to provide membership cards, keys, combinations, and copies of the constitution to members of the Club.
- Range Captain: To manage the maintenance of all indoor targets in usable condition and oversee the upkeep of the indoor range, to ensure that all distances are accurate and all markers legible, and to oversee work parties in concurrence with Board policy.
- Member at Large: To perform such functions as determined by the Board or delegated by the President.
- Past President: Act as advisor to Board members on past Club events, actions, policy, decisions and history.

## **ARTICLE VII: POWERS OF THE BOARD**

- General: The Club exists for the useful enjoyment of all members, and the actions of the Board of Directors must at all times reflect the will of the majority of the membership within the framework of this constitution. The Board of Directors has such powers as are necessary to determine policy and to provide for the day to day running of the organization.
- Access to Records: All Club correspondence, bills, receipts, canceled checks, bank statements, and any other written materials or an exact copy of them must be open to inspection by any member of the Club at any reasonable time, after giving reasonable notice to the President on any subject or the the Board member responsible for the particular record. Such reasonable notice will be considered to be a maximum of 72 hours after the functional date specified for those records to be prepared in the Board member's job description.
- Financial Audit: The Board of Directors will carry out an account reconciliation of the Club's transactions as presented by the Treasurer on an annual basis. Any member may request an audit upon one month's notice in writing to the Board at the Club's postal address or by posting a printed notice on the wall of the Clubhouse, and that audit will be at that member's own expense. A special audit requested by a majority of the Board at a meeting or by the majority of the members present at a meeting will be at the expense of the Club.
- Individual Board Members: Each individual Board member of the Club is empowered to perform such duties as are defined in his or her job function, providing that any expenditure or any action involving policy has prior approval by resolution of a majority of the Board present at a properly constituted meeting. No Board member may speak for or negotiate on behalf of the Club on any matter unless previously authorized to do so by resolution of the Board, the President or as allowed by the constitution.
- Individual Members: No member of the Club who is not a member of the Board of Directors may negotiate or speak on behalf of the Club or create expenditures on behalf of the Club unless empowered to do so by resolution of the Board. This includes special committee chairmen appointed by the President for special tasks.
- Membership Veto: Any resolution of the Board may be overturned by a 2/3 majority of members present at a properly constituted meeting of the Club, with the following exception: If the Board of Directors has submitted a plan requiring financial expenditures to the general membership at a properly constituted meeting, and that plan is within the proper activities of the Club, and that plan is approved by a majority of members present at the meeting, then that plan and its supporting resolutions may only be overturned by a 2/3 majority of all listed members of the Club, obtained by a written vote, with thirty days notice given in writing to the membership for the vote.

- When No Approval Is Required: Essential expenditures, such as affiliation fees, insurance, trash, toilet and other monthly services, the purchase of paper targets, bales and other materials reasonably required for the upkeep of the range and its facilities, will not be subject to veto by the general membership.
- Frequency of Meetings: The Board will meet no less than quarterly and at any times the President deems necessary. During the meeting, member participation may be allowed at the discretion of the President in speaking to resolutions of topics of general business under discussion. Although members who are not Board members have no vote on the Board resolutions, they may be present at meetings.
- Quorum: A quorum is the minimum number of duly appointed or elected members of the Board of Directors of the Club that may legally transact the business of the Club. A quorum shall be the President or Vice President and 3 appointed Board members or their proxies. If a Board member holds more than one Board position, then his or her numerical value in a quorum will be that of a single member.
- Majority: In this constitution, when the required number of votes in a meeting is described as a majority with out numerical qualification (e.g., 2/3 majority) it means a simple majority, i.e., 51% or more. In the event of an even tie in such a vote, the chairman of the meeting will have a casting vote as prescribed in Robert's Rules of Order.
- Bank Accounts and Other Assets: The Board if Directors is empowered to open and close bank accounts and utilize the available banking products to the best advantage of the Club, but all such accounts and products will always require two signatures of Board members to open, close, or transact other business on those accounts and products. All such transactions except for petty cash transactions must have the approval of a majority of the Board, substantiated by written minutes of the meeting containing the resolution.
- Use of the Club Facilities: The Board will determine any outside organizations use of the facility.

## **ARTICLE VIII: COMMITTEES**

- Appointment: Committees may be appointed by the President or by a quorum of the Board whether or not a formal meeting is in progress.
- Structure: A committee will have a chairman and at least one other member.
- Term: A committee shall remain constituted until the termination or fulfillment of the functions for which it was appointed, or until otherwise voted by a majority of the Board.
- Powers: A committee chairman will have, for the duration of his or her office, the right to make recommendations at Board meetings and to put motions forward for resolution, but has no voting power.

## **ARTICLE IX: AMENDMENTS**

- Method: This constitution may be amended by a 2/3 vote of the members present at a meeting called for this purpose, in writing or electronic communication to the current membership list.
- Publishing Amendments: The resolutions on amendments to this constitution, whether approved or not approved, must be published in the subsequent newsletter, and an amendment page will be mailed to the membership list.

## **ARTICLE X: RULES AND REGULATIONS**

- Creation of Rules and Regulations: Rules and regulations will be established, revised and updated by the Board of Directors as and when they see fit. Members may submit

suggestions for amendments to the rules or new rules by passing them to the Secretary, President, or Vice President before the meeting at which voting on such a rule will take place.

- Membership Dues and Requirements:

a) Members shall be charged membership fees as the Board of Directors determines are reasonable and necessary.

b) Club membership dues are due on the first of January each year. New members joining at other times will have their fees pro-rated. A new member is one who has not been a member of this Club within the past two years. Renewal dues of continuing members are not to be pro-rated.

c) Membership in the Minnesota State Archery Association (MSAA) is recommended.

d) It is the obligation of all members to carry their membership cards (or posted membership list) at any time they are on the range and to show their membership card to any Club member who may request to see it.

3. Range Rules: The Board of Directors shall establish rules and regulations for all members while using the range. These shall be provided to all members. The rules may be changed from time to time by the Board of Directors. Notice of any rule changes shall be published in the next two Club newsletters. Members are obligated to follow all rules and regulations. All members are responsible for the safety of themselves and others on the range and the care of the range environment. The Board of Directors will establish and comply with rules and regulations pursuant to any and all lease agreements with the range property owners regarding cooperating with the range's lessor.

4. Communications Officer(s): The President shall appoint a Club member(s) to act as Communications Officer. The Communications Officer duties would include fostering interaction and communicating with the public as well as Club members. Duties would include those normally associated with Public Affairs Officer and/or Newsletter Editor.

5. Educational Programs- Archery Instructional Program Adviser: This position is appointed by the President and approved by the Board. The duration is concurrent with the term of the President. The individual appointed should be at least an Intermediate level instructor who is familiar with GRA instructional programs, maintenance of Club equipment and current national trends in archery instruction and programs. He or she will act as an adviser to the Board regarding Club programs and range usage but is not a voting member of the Board. The Adviser will also help facilitate the currency and standardization of the Club instructors so a common and consistent approach to instruction is presented to all.