



BY-LAWS

ALTON-WOOD RIVER SPORTSMEN'S CLUB, INC.

February 2012

BY-LAWS for Alton-Wood River Sportsmen's Club, Inc.

**Article I
NAME**

Section 1. The name of the organization is the Alton-Wood River Sportsmen's Club, Inc. and is a corporation organized under the general Not-For-Profit Corporation Act of the State of Illinois, pursuant to articles of incorporation, certificate number 4331, issued by the Secretary of the State of Illinois July 9, 1947.

**Article II
OFFICE**

Section 1. The principal office, mailing address and registered office of the corporation shall be in the County of Madison and the State of Illinois, at 3109 Godfrey Road, Godfrey, Illinois. The registered agent shall be either the President or Secretary of the Corporation, as the Board of Directors may from time to time designate by resolution.

Section 2. The designated address and the place of holding all meetings of the Directors and members of the club shall be the Clubhouse on the Club grounds at 3109 Godfrey Road, Godfrey Township, Madison County, Illinois 62035.

**Article III
OBJECTIVES**

The objectives and purposes of the Club are hereby defined and declared:

Section 1. Conservation, propagation and restoration of all forms of wildlife and natural resources.

Section 2. Promotion of better sportsmanship in hunting, fishing and general outdoor activities.

Section 3. Promotion of the enactment of more equitable laws in the fish and game codes.

Section 4. Cooperation with all duly constituted authorities in the enforcement of the fish and game codes.

Section 5. Cooperation with any and all other organizations with similar objectives and honestly working for better conservation programs.

Section 6. Promote social and recreational welfare of the membership.

Article IV MEMBERSHIP

Section 1. Membership in this club shall be limited to men and women who are citizens of the United States and at least 21 years of age, and will agree to support the objectives of this Club and pay their dues. Application for membership shall be submitted to the Board of Directors for approval before membership is accepted. Club membership shall be limited. The Board will at the February meeting each year set the total membership, with the approval of the membership at the February regular meeting. This limit shall be waived in order to accept junior members eligible for adult status in the Club.

Paragraph 2. Membership shall be divided into four (4) adult classifications (ages 21 and over), namely: Senior, Waterfowl Hunting, Regular, Associate, and a Junior membership (8-21 years), whose parent, step-parent or legal guardian or grandparent is a member of the Club. Waterfowl Hunting membership is limited as of January 1, 1966. All new members joining after January 1, 1966, shall be accepted as associate members only; except Junior members upon reaching age 21, and having been members in good standing in the junior organization for the last three (3) consecutive years before reaching age 21, may transfer to the same status as their parent or legal guardian, providing their parent, step-parent or legal guardian is a member in good standing, and is approved by a two-thirds majority vote of voting members present at a regular meeting. A Junior member of a grandparent shall only be eligible to upgrade their membership to an associate member upon reaching age 21. The same residency restrictions shall apply to the grandchild of a member as are currently in effect in the by-laws. A Junior member whose parent, step-parent or legal guardian is deceased shall retain the parent, step-parent or legal guardian's status.

Paragraph 3. Members who have been absent due to military service will retain their status in the Club for a period of five (5) years of active duty. During this period their dues shall be waived.

Paragraph 4. Senior members, Waterfowl Hunting members and Regular members shall have the right to hold office, hunt, vote, and hold equity rights in the Club properties, subject to the general rules and regulations prescribed by the Board of Directors. Only Waterfowl Hunting and Senior members shall have water fowl hunting privileges on Club grounds.

Paragraph 5. Associate members shall have full privileges of the Godfrey Clubhouse and grounds. They shall have the use of the Pleasant Hill Clubhouse and picnic areas, but shall be denied hunting privileges. They shall not have the right to vote or hold an elective office, or have any equity rights in the Club property.

Paragraph 6. Any duly qualified associate member will become eligible for regular membership after (3) months, (6) months, or (12) months following his acceptance as an associate member. He may at any time after eligibility date file with the membership secretary a written letter of intent to become a regular member, including a written report of the completion of volunteer service (60) hours for 3 months, (40) hours for 6 months, or (20) hours for 1 year. The written report of volunteer service shall be compiled by the applicant and include written verification by committee chairman. Said service shall have been performed in the (3) month, (6) month, or (12) month period immediately preceding the date of application. Upon receipt of the letter of intent and appropriate volunteer service report, the membership secretary shall post such name on the clubhouse bulletin board. After posting the applicant's name for twenty-eight (28) consecutive days prior to the next regular meeting, they will be accepted by a two-thirds majority vote of the members present. (amendment approved 8/18/09.)

Paragraph 7. Members of any classification may be residents of any area except the Illinois counties of Pike and Calhoun or the Missouri counties of Pike and Lincoln, except as to Junior members, upon attaining adult membership, the address requirement will be waived. Any member relocating to the excluded area may retain their membership subject to the adherence to the rules pertaining to all members of the applicable classification.

Residents of the Illinois counties of Pike and Calhoun may be associate members only, and are ineligible for membership upgrade. Waterfowl hunting and regular members shall have mailing addresses in the Illinois counties of Madison or Macoupin, including all of Brighton, (except junior members, on attaining adult membership, the mailing address requirement will be waived). Any waterfowl hunting or regular member leaving the prescribed area may retain their waterfowl hunting or regular membership subject to the adherence to the rules pertaining to all waterfowl hunting and regular members. (Amendment approved 5/18/10).

Paragraph 8. All Waterfowl Hunting members of record and Juniors advanced to Waterfowl Hunting membership become eligible to renew their Waterfowl Hunting status on January 1 each year. They will indicate their desire to exercise their water fowl hunting privilege for the following season by payment of Waterfowl Hunting dues. Waterfowl Hunting members who do not choose to exercise their water fowl hunting privilege must maintain Regular membership status, but may again become eligible for Waterfowl Hunting membership each year by paying Waterfowl Hunting dues by closing date for dues. The Board of Directors may establish other requirements and/or fees.

Paragraph 9. The Snye Management Committee shall establish an annual quota of water fowl hunters based upon available hunting accommodations, safety considerations, and sound conservation and land use principles, and shall submit each year's quota to the Board of Directors for approval at the regular Board meeting in JULY. The Board shall then, in consideration of quota as compared to paid-up Waterfowl Hunting members, declare the number of openings for Waterfowl Hunting membership. The Snye Management Committee shall then canvass all new Regular members of record. These and other Regular members desiring to become Waterfowl Hunting members shall make their desire known and pay the additional dues prior to September 1st. The number of Waterfowl Hunting members not exceeding the quota established by the Board of Directors, shall be accepted in the order of the dates of their becoming Regular members. Any applicant not accepted will have the additional dues returned and must file again at the time of the canvass the following year. (AMENDMENT APPROVED 11/21/06).

Paragraph 10. A Waterfowl Hunting or Regular member who has reached the age of 65 years and has twenty-five (25) consecutive years of Waterfowl Hunting or Regular membership, shall be eligible upon their request for a Senior membership status.

Paragraph 11. The surviving spouse of a member shall assume his or her seniority in the Club with all privileges that are provided with his or her class of membership.

Paragraph 12. A member may elect to transfer the Club membership to their spouse. The membership will remain to the spouse except in the event of divorce; then the membership shall revert back to the original member. Also, an original member, in the event of divorce, may request a permanent transfer of the membership to their spouse at the time of the divorce. These transfers are subject to approval by the Board of Directors, and must be requested in writing by the original member by way of a letter to the Board of Directors. The member and spouse must sign an agreement acknowledging the reverter clause in the event of divorce or the permanent transfer depending on the transfer request.

Section 2. The Club may expel any member by a two-thirds vote of the members present at a regular or special meeting called for that purpose on the recommendation to do so by a two-thirds vote of the Board of Directors, after receiving evidence of such member being guilty of unseemly or unbecoming conduct, and after due notice of the charges and an opportunity for defense having been given the accused by the Board of Directors.

Paragraph 2. All Members of the Club, their spouses and any children under the age of twenty-one (21) shall be subject to immediate suspension of all membership privileges upon the initiation of and during the pendency of any legal proceeding between the Member, their spouse and/or children under the age of twenty-one (21) and the Club. All volunteer services the Member, their spouse and/or children under the age of twenty-one (21) is currently providing to the Club shall also be suspended. Written notice of the suspension shall be served upon the Member by the Board of Directors. Any suspension of membership privileges shall be final, unappealable, and binding on the affected Member. Upon the resolution of any legal proceeding between the Member and the Club, the Board of Directors shall review the suspension and in their discretion may elect to revoke the suspension or to terminate the membership. Written notice of the Board of Directors decision shall be served upon the Member. Any termination of membership shall be conducted in accordance with these By-laws.

Section 3. All members, their wife or husband and children under twenty-one (21) years of age, shall be subject to the general rules and regulations prescribed by the Board of Directors on recommendation of the appropriate rules committee and after adoption at a regular meeting of the membership. Spouses and children under twenty-one (21) years of age will have the same privileges as the member to use the Club grounds and buildings, in accordance with all other applicable rules. (Amendment approved Sept 2011)

Section 4. No member shall have any proprietary interest in the funds or assets of the Club. All income, dues, donations, and other income of the Club shall be devoted to the objectives of the Club organization, and no member shall ever receive any distribution thereof, except for services and labor approved by the Board of Directors.

Section 5. Any personal property belonging to the Club may be sold or otherwise disposed of by resolution of the Board of Directors, after approval of the Club members when assembled in regular or special meeting. No real estate belonging to the Club shall be sold, mortgaged or leased for more than ninety (90) days, except after two - thirds vote of the members present at a regular or special meeting called for that purpose. No such sale, mortgage or lease shall be voted upon unless the same is first proposed by the Board of Directors by a resolution setting out the parties, consideration, terms and conditions thereof, and which resolution is kept continually posted on a bulletin board in the Clubhouse for at least twenty-eight (28) consecutive days before the meeting at which the same is passed by the members.

Article V DUES

Section 1. The annual dues, due on January 1st, or as published on a dues schedule maintained by the Membership Secretary. Starting January 1st, 2012 dues may be paid in 12 monthly installments by electric funds transfer with payments paid on the 1st of each month. Any changes to the dues schedule are subject to the same procedures as amendments to these By-Laws. (Amendment approved Oct 2011)

Section 2. Any member who fails to pay the yearly dues before February 1st shall be declared delinquent. Any member who is declared in delinquency may be reinstated upon payment of the yearly dues plus a \$25.00 reinstatement fee. Reinstatement privilege will terminate at midnight on the last day of February of that year. For members paying dues monthly, any monthly payment more than 30 days late shall be declared delinquent. Any member declared delinquent may be reinstated upon payment of the monthly dues plus a \$25.00 reinstatement fee. Reinstatement privileges will terminate after monthly dues are more than 60 days late. (Amendment approved Oct 2011)

All Junior members shall pay dues through age 21 upon joining the Club as a Junior member. No refund shall be granted should they terminate their membership for any reason before reaching the age of 21. Should their parent, step-parent or legal guardian terminate their membership, this terminates the Junior membership as well. Upon

reaching their 21st birthday, the membership Secretary will post their name on the Club bulletin board and notify the Junior member by certified letter when the vote will take place. If the vote is positive, the member will have until the end of the month in which they were voted on to pay their dues. The dues payable will be 1/12th of the annual dues for each month remaining in the year beginning with the month following the vote. Members voted on in the month of December will pay the full year's dues for the following year. In the event the Junior member or parent or guardian is not present, they will not be voted upon. Their name will remain posted and will carry over to the next membership meeting. If after the second meeting and there is no vote, the Junior member will be removed from the eligible roll, and their membership terminated.

Section 3. An Associate member, to become a Regular member, shall pay the additional dues plus an initiation fee set by the Board of Directors at the January Board meeting. There shall be no initiation fee for Waterfowl Hunting, Associate or Junior members. There shall be a grace period of Thirty (30) days from the last day of the month in which they are accepted to pay the increase in fees.

Section 4. Dues are payable on an annual rate based on the calendar year and shall be prorated for new members. Additional dues and fees because of a change in membership status shall become payable during the month and year the change is voted acceptable. The thirty (30) day grace period is for payment purposes only. This section does not apply to Junior members elevating to Associate, Regular, or Waterfowl Hunting status.

Article VI MANAGEMENT – DIRECTORS

Section 1. The Board of Directors shall have control and management of the property and affairs of the Club. Subject to these By-Laws said Board shall prescribe the rules regulating the affairs and activities of the Club, not inconsistent with these By-Laws and subject at all times to the approval of the Club members when assembled in regular or special meeting. The Board shall direct the officers from time to time in the conduct of the affairs and business of the Club, and duties of said officers. The Board shall have full power to remove from office any officer or director on receiving evidence of misconduct, or upon failure of such officer to discharge his duties, after due notice of the charges and an opportunity for defense having been given the accused. All officers and directors shall, immediately upon assuming office, be required to sign a Fidelity Bond enforcing maintenance of business integrity standards. Signed Fidelity Bonds shall be kept on file by the Corresponding Secretary, with a copy retained by the officer (or director). An unsigned master Fidelity Bond shall be maintained by the Corresponding Secretary in the Club Policies and Procedures manual and a copy of same shall be made available to any voting member so requesting. Any Fidelity Bond violation shall be considered gross misconduct and will be subject to the dismissal procedures as outlined above }

Paragraph 2. In all matters having to do with lawsuits against the Club, or potential lawsuits or claims by employees, members or guests, the Board of Directors of the Club shall be empowered to authorize settlement, in whole or in part, of any of those claims if the Board approves of such a settlement by a two-thirds vote. Further, that the Board may vote to keep the amount of the settlement, or any condition or terms of the settlement confidential.

Section 2. The Board of Directors of the Club shall consist of seven (7) elected members and the immediate past President of the Club. The President, Vice President, Treasurer, Corresponding Secretary, Financial Secretary and Membership Secretary shall be ex-officio directors and entitled to vote at the Director's meeting.

Section 3. The Club properties shall be maintained and operated by a General Manager who shall be an employee and not an officer or member, and shall not have the right to vote at a meeting of the Directors or members. The General Manager shall be under the control and supervision of the President as an executive officer, subject to the control of the Board of Directors by resolution in meeting. The General Manager shall be appointed for an indefinite term, with power of the Board for dismissal without assigning cause. The General Manager's salary shall be fixed by the Board, subject to the approval of the members, at a certain sum per annum, payable in semi-monthly installments. The General Manager shall devote full time to the Club affairs, and not have any other business or employment without the approval of the Board of Directors. The General Manager shall perform such duties as may be designated by the President or resolution of the Board of Directors, and shall be under corporate surety bond for funds coming into possession.

Section 4. No officer of the club or the club manager shall commit the club to any contract until the contract is first reviewed by the board of directors. If the contract contains any questionable provisions, the board should have the contract reviewed by an attorney. (Amendment approved Oct 2011)

Article VII OFFICERS

Section 1. The officers of the club shall be a President, Vice President, Corresponding Secretary, Financial Secretary, Treasurer and Membership Secretary.

Section 2. The President shall preside at all regular and special meetings of the Club and at the meeting of the Board of Directors. He shall not vote except in the case of a tie, and he shall perform such other duties as are the usual incident of his office as President.

Section 3. The Vice President shall assume all the duties of the President in his absence or disability.

Section 4. The Corresponding Secretary shall keep a record of the proceedings of all meetings of the Club and of the meetings of the Board of Directors, and all activities of the Club. He shall also keep and preserve the official books, records and other papers of the Club, and shall sign and attest all such papers as are incidental to his office. General correspondence to the Club shall be addressed to the Secretary, presented by him to the proper committee, and kept as a record in his files. All correspondence by the Club or by an officer thereof shall be filed with the Secretary.

Section 5. The Treasurer shall be responsible for the safekeeping and disbursement of all funds belonging to the Club. All Club funds shall be deposited in such bank as the official depository designated by resolution of the Board of Directors. All disbursements shall be made by check drawn on such depository, signed by the Treasurer and countersigned by an officer or Director. The Treasurer shall be bonded at all times by a corporate surety in sufficient sum as designated by the Board of Directors. All disbursements shall have prior approval of the Finance Committee or the Board of Directors, except fixed periodic salary, utility bills, and other regular periodic payments. The Treasurer shall deposit in a special account at the disposal of the General Manager such sums as may be designated by the Board of Directors for payment of current operating expenses, which disbursements shall be reported monthly to the Board of Directors and the said fund replenished after audit of said disbursements.

Section 6. The Financial Secretary shall be responsible for the receipt and deposit of all income amounts, gifts or other funds coming in to the accounts of the Club. He shall see that all such accounts are collected and audited

monthly and deposited in the official depository designated by the Board of Directors The Financial Secretary shall be bonded as the Board of Directors designate.

Section 7. The membership Secretary shall receive applications and issue membership cards to all approved new and renewal members upon receipt of proper monies. These monies shall be deposited with the Financial Secretary. A complete and accurate record of members in good standing shall be kept up to date at all times. Notice of dues payable shall be sent to all members not later than December 15. The Membership Secretary shall be bonded as the Board of Directors designate.

Section 8. In the event any officer or director shall fail to attend any two regular meetings in succession, without excuse approved by the President, or shall otherwise fail to fulfill the duties of his office, then by two-thirds vote of the Board of Directors or by a majority vote of members, such office shall be declared vacant and shall be filled for the unexpired term as herein otherwise provided.

Article VIII MANNER OF ELECTIONS

Section 1. AT THE REGULAR MEETING IN SEPTEMBER OF EACH YEAR, THE PRESIDENT SHALL APPOINT A COMMITTEE TO SECURE CANDIDATES FOR OFFICERS AND DIRECTORS FOR THE COMING YEAR. AT THE REGULAR MEETING IN OCTOBER, THE NOMINATING COMMITTEE SHALL SUBMIT THE NAMES OF THE CANDIDATES. NOMINATIONS FROM THE FLOOR SHALL THEN BE IN ORDER. ALL NOMINEES FOR THE OFFICERS AND DIRECTORS SHALL, BEFORE THEIR NAME IS PLACED ON THE BALLOT, INDICATE THEIR WILLINGNESS TO SERVE IF ELECTED. (Amendment approved 11/21/06).

Section 2. The term of officers shall be for the period of the calendar year ending on the date of the regular Board meeting at the close of the old business in the month of January, at which meeting the newly-elected officers shall assume their duties. Beginning with the election in December, 1949, there shall be elected two directors for a term of two years, and three directors for a term of one year each, and thereafter their successors shall be elected for a term of three years starting after the close of old business at the regular Board meeting in January of each year.

Section 3. The election of officers and Directors shall be by written ballot to be cast in a ballot box provided at the Clubhouse from 12:00 noon to 8:00 p.m. the Saturday preceding the regular meeting of members in December of each year, under the supervision of judges and clerks to be appointed by the President from among the members at the regular meeting in November. The ballots will be tallied immediately at the conclusion of the election, and the results will be made public. Absentee ballots shall be available for members upon written request to the election committee at the club. Requests for ballots will be accepted anytime after the regular October meeting until five days prior to election day. The mail-in ballot shall be sealed in an inner envelope and marked with the word BALLOT. Mail-in ballots must be received by the election committee no later than 8 p.m. on election day to be a valid ballot. Any mail-in ballot received after the deadline will be considered a void ballot. Others may vote an absentee ballot by coming to the club during the week preceding election week on Wednesday from 7 p.m. to 10 p.m. or on Saturday from 3 p.m. to 6 p.m. The results of said election shall be certified by said judges and clerks to the regular meeting of the members in December, and duly canvassed there at. The candidates receiving the highest number of votes shall be declared elected, and shall assume the duties of their office at the regular Board meeting at the close of old business in January. In case of a tie there shall be a run-off secret ballot of voting members present at the regular December meeting.

Section 4. Any elected vacancies occurring in the officers or Board of Directors shall be filled by election at the next regular meeting of the members after such vacancies exist. Until such meeting, the Board of Directors may fill the vacancies by appointment.

Section 5. The President shall be allowed to succeed himself but shall not serve more than two consecutive terms. The immediate Past President shall become a member of the Board of Directors for one year following his term of office with full powers to vote, this is in addition to the seven (7) elected members.

Article IX MEETINGS

Section 1. The Club shall hold a regular meeting of the members on the third Tuesday of every month at 7:30 p.m.

Section 2. Special meeting of the membership may be called at any time by the President or the Board of Directors, and the members shall be notified by insertion of one notice in the Alton Telegraph at least two (2) days prior to such meeting.

Paragraph 3. The Board of Directors shall hold a regular monthly meeting at such times as the Board may by resolution designate. Special meetings of the Board may be held at any time when called by the President or by two (2) Directors, provided all members of the Board are informed by mail or telephone at least twenty-four (24) hours in advance of such meeting, unless otherwise waived by such Directors.

Article X QUORUM

Section 1. Eleven (11) members shall constitute a quorum for the transaction of business at any regular or special meeting of the members of the Club.

Section 2. Five (5) Directors shall constitute a quorum for the transaction of business of business at quorum for the transaction of business at any regular or special meeting of the Board of Directors. For the purpose of a quorum, officers shall be counted, except the President shall not count in determining a quorum.

Article XI COMMITTEES

Section 1. Within thirty (30) days after election, the President shall appoint one chairman and two or more Members to the following standing committees: Entertainment, Bingo, Finance, Legislative, Building, Trap, Grounds, Snye, Lake, Junior Member Activities, and any other committee deemed appropriate by the President.

Section 2. Special committees shall be appointed by the President for special activities which may arise from time to time.

Section 3. All committees shall report their activities at each regular meeting of the members.

Article XII GENERAL PROVISIONS

Section 1. Any question of interpretation as to the meaning or construction of any part of these By-Laws shall be decided by the Board of Directors or may, on twenty-eight (28) consecutive days' notice by posting on a bulletin board in the Clubhouse, be appealed to the membership of the Club at any regular meeting.

Section 2. All matters of procedure not otherwise provided for in these By-Laws shall be governed by Robert's Rules of Order.

Section 3. The fiscal year of the Club shall be the calendar year.

Article XIII AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds vote of the members present at a regular meeting or in a special meeting called for that purpose. No amendment shall be voted upon unless the same is first proposed by the Board of Directors, or by a resolution duly adopted at a meeting of members and kept continually posted on the bulletin board in the Clubhouse at least twenty-eight (28) consecutive days before the meeting at which same is passed.

Article XIV

Section 1. These By-Laws will rescind all previous By-Laws to date

Changes

Changes-

Article IV, Section 1, Paragraph 7 - October 2004 (Change in residency)

Article VIII, Section 1- Nov. 2006 (Nominating Committee Appointed in Sept. and Reports in October.)

Article IV, Section 1, Paragraph 9 – Nov. 2006 (deadlines advanced one month)

Article IV, Section 1, Paragraph 6 August 2009 (Accelerated upgrades to Regular Member)

Article IV, Section 1, Paragraph 7 - May 2010 (residents of certain counties can now become social members, formerly ineligible)

Article IV, Section 3, Membership Privileges on club grounds clarified - Sept 2011

Article V, Section 1&2, Dues change to accommodate monthly payments - Oct 2011

Article VI, Section 4 added, All Contracts must be reviewed by Board of Directors - Oct 2011