

SALT LAKE COUNTY FISH AND GAME ASSOCIATION
Organized 1921 - Incorporated 1949
As a Not For Profit Private Operating Foundation
Section 501 (c) (3) and 4942 (j) (3) of the Internal Revenue Code

(Adopted September 9, 2012)

BY-LAWS

ARTICLE I

Definitions

(bolded terms in alphabetical order)

Section 1. Annual Dues is the amount(s) of monetary contribution(s) due the Association each year from any Member as determined by the Qualified Members at the Annual Meeting excepting duly appointed Lifetime Members.

Section 2. The **Annual Meeting** is the required annual business meeting for the Association held in the month of September each year at which time elections of officers and any Constitution and/or Bylaws changes are voted upon by the Qualified Members.

Section 3. The **Association** is the Salt Lake County Fish and Game Association.

Section 4. The **Auditing Committee** is the required committee appointed by the Board to examine and approve the financial records of the Association every other year.

Section 5. The **Board** is the Board of Directors.

Section 6. A **Board Meeting** is the monthly Board of Directors meeting usually held on the first Wednesday of every month.

Section 7. A **Committee Chairman** is the primary organizer of any committee duly appointed by the President, Executive Board, and/or Board, and must be a Member.

Section 8. A **Committee Member** can be anyone willing to serve on any Standing Committee of the Association, and does not have to be a Member if they have Board approval.

ARTICLE I, cont.

Section 9. Communications are any letters, emails, and/or any personal communications addressed to the Association that may require any kind of formal response or action by the Association.

Section 10. A **Director** is a duly elected member of the Board.

Section 11. The **Executive Committee** consists of the President, First Vice-President, Second Vice-President, Secretary, Immediate Past President, the Treasurer, and one (1) Director approved by the Board.

Section 12. The **Finance Committee** shall consist of three (3) Past Presidents, each serving a three (3) year term, the last year of which is served as the committee's chairman, the Treasurer, and a Member approved by the Board.

Section 13. The **Immediate Past President** is the outgoing president from the previous administration.

Section 14. A **Lifetime Member** is any member of the Association who has been duly approved by the Board to waive the need to pay any Annual Dues and would therefore always be considered a Qualified Member.

Section 15. A **Member** is any individual who is paid up on their Annual Dues.

Section 16. The **Nominating Committee** consists of five (5) Directors or Past Presidents nominated by the President and approved by the Board.

Section 17. The **Officers** of the Association include the President, First and Second Vice Presidents, Secretary and Treasurer.

Section 18. A **Past President** is any duly elected President who has fulfilled his/her term.

Section 19. Policy are rules and regulations adopted by the Board that are consistent with the Constitution and By-Laws, and may be necessary and proper for the operation of the Association.

Section 20. The **President** is the chief executive officer of the Association who is duly elected at the Annual Meeting.

Section 21. A **Qualified Member** is any member of the Association who is current on his/her annual dues for at least thirty (30) days prior to the Annual Meeting.

ARTICLE I, cont.

Section 22. The **Secretary** is the primary manager of the membership database, records minutes for all Board, Special and Annual meetings, maintains the Association's official books, and can also hold the office of Treasurer.

Section 23. A **Special Meeting** is any meeting called by the President who has followed all of the rules outlined in these Bylaws.

Section 24. A **Standing Committee** is any committee determined by the Executive Committee to serve the Association, its mission and purposes.

Section 25. The **Treasurer** is the primary manager of the money and finances of the Association and can be any Director duly appointed and approved by the Board, and can also hold the office of Secretary.

Section 26. The **Vice-Presidents** are the functional replacement officers for the President and are duly elected at the Annual Meeting.

ARTICLE II

Duties of the Officers and Committee Chairmen

President

Section 1. The President shall:

- a)** preside at any Board or Special Meeting duly called by the Association to see that all rules, regulations and policies duly created are strictly enforced and properly carried out;
- b)** be empowered to sign all agreements, contracts and/or legal documents when authorized by the Board, and to supervise the general activities of the Association;
- c)** be an ex-officio member of all committees;
- d)** appoint a Nominating Committee before the Annual Meeting;
- e)** nominate one (1) Director to sit on the Executive Committee;
- f)** work with the Executive Committee to determine the number and kinds of committees and their chairman to be appointed to serve the Association for the current year to carry out the affairs of the Association in any activity assigned to it.

ARTICLE II, cont.

Vice-Presidents

Section 2. The Vice-Presidents shall:

- a)** preside at any Board or Special Meeting duly called by the Association in the absence of the President;
- b)** have all the powers of and be subject to all the restrictions upon the President in the President's absence in the event of death, inability or refusal to act;
- c)** attend all Board and Special Meetings;
- d)** perform any other duties called by the President or the Board;
- e)** have full power to vote at all official meetings duly called by the President or Association;
- f)** work with the Executive Committee to determine the number and kinds of committees and their chairman to be appointed to serve for the current year to carry out the affairs of the Association in any activity assigned to it.

Treasurer

Section 3. The Treasurer shall:

- a)** be responsible for the financial affairs of the Association under the direction of the Board, the Finance Committee and the President;
- b)** keep a full and complete record of all transactions and affairs of the Association, receive and receipts all monies, pay all bills, claims and awards upon the approval of the Board;
- c)** be responsible for preparing financial statements, filling financial reports, filing tax returns, and preparing the filing any other financial or accounting document or report required by the Association or government entity.
- d)** keep an accurate account of all receipts and expenditures of the Association in such books as are commonly accepted as good business methods, and which shall be audited every other year by the Auditing Committee;
- e)** submit a financial report to the Board at its Board Meetings, and present all bills and claims against the Association for approval and payment;
- f)** present a complete financial statement to the Association at its Annual Meeting;
- g)** furnish a bond in an amount determined by the Board as security to the Association for faithful performance of his duties; the expense of which shall be paid from the Treasury of the Association;
- h)** place all monies of the Association in a depository designated by the Board, and such monies shall be withdrawn only upon the signature of any two of either the President, First Vice-President, Secretary, Treasurer, or a Director designated by a two-thirds (2/3) majority vote of the Board to sign on such accounts;
- i)** be empowered to sign all agreements, contracts and/or legal documents, when authorized by the Board;

ARTICLE II, cont.

Secretary

Section 4. The Secretary shall:

- a)** keep minutes of all proceedings of the Regular and Special Meetings of the Board of Directors;
- b)** keep a complete roster of all Members, which shall be used only for Association business or clubs we are affiliated with;
- c)** inform the members from time to time of the proceedings and activities of the Association;
- d)** perform such duties as may be requested by the Board;
- e)** notify all Members thirty (30) days prior to expiration of their Membership for renewal purposes;
- f)** work with the Executive Committee to determine the number and kinds of committees and their chairman to be appointed to serve for the current year to carry out the affairs of the Association in any activity assigned to it.
- g)** be responsible for maintaining the records, official books and archives of the Association.

Allowance

Section 5. The Secretary and/or Treasurer may:

- a)** Receive an expense allowance(s), as authorized by the Board;
- b)** Be empowered to employ such clerical help as needed to maintain records and proceedings as approved by the Board.

Board

Section 6. The Board shall:

- a)** appoint a Past President to fill the position of the outgoing chairman of the Finance Committee and to also appoint a Qualified Member to that committee at the first Board Meeting following the Annual Meeting;
- b)** appoint an Auditing Committee every other year to examine and approve the Association's financial records;
- c)** be empowered to authorize an expense allowance for the Secretary and/or the Treasurer and to employ such clerical help as needed to maintain records and proceedings, and to purchase any necessary bonding and insurance;
- d)** be empowered to approve an expense allowance for any staff personnel it deems necessary to carry on the business of the Association;
- e)** have the power to prescribe such rules, regulations, and Policies that are consistent with the Constitution and By-Laws, and that in its judgment may be necessary and proper for the welfare of the Association;
- f)** approve an Executive Committee at the first Board Meeting following the Annual Meeting;

ARTICLE II, Board cont.

- g)** have the power to fill any vacancy that occurs in the official roster during the current year.
- h)** shall provide oversight for the responsible operation of the Association, and govern the affairs of the Association in general.

Committee Chairman

Section 6. Any Committee Chairman shall:

- a)** organize and chair any meetings of that Standing Committee as needed;
- b)** have the full power to vote on any matters that come up for consideration in that committee;
- c)** report upon request of the Board at any Board Meeting about its activity;
- d)** summarize the committee's activity and accomplishments to be reported in either verbal or written form at the Annual Meeting.

ARTICLE III

Duties of Committees

Executive Committee

Section 1. The Executive Committee shall:

- a)** serve the Board and the Association in any emergency to make decisions, consistent with this Constitution, By-Laws, and any Policies duly approved by the Board;
- b)** determine the number and kinds of committees and their chairman to be appointed to serve the Association for the current year to carry out the affairs of the Association in any activity assigned to it;
- c)** serve in such other capacities as the Board may determine from time to time.

Nominating Committee

Section 2. The Nominating Committee shall:

- a)** secure a list of nominees for each of the offices of: President, First Vice-President, and Second Vice-President, and Directors to be submitted to the Qualified Members for their vote of approval at the Annual Meeting;
- b)** select and secure the awards for Director of the Year and Member of the Year to be presented at the Annual Meeting;
- c)** secure award(s) for any outgoing president to be presented at the Annual Meeting.

ARTICLE III, cont.

Finance Committee

Section 3. The Finance Committee shall:

- a) act as trustee and guardian and/or custodian of all properties and finances of the Association, and to advise the Board accordingly;
- b) be custodian of all deeds, bonds, contracts and such other legal papers that are part of the business of the Association; all of which shall be kept in a safe deposit box in the name of the Association, and rental for the same shall be paid by the Association;
- c) engage the services of the a money manager with the approval of the board.
- d) only make any withdrawal from any investment or reserve account after first securing two (2) signatures of members of the Finance Committee plus a signature of the Treasurer.

Standing Committees

Section 4. The Standing Committees shall:

- a) meet as necessary to organize and plan the work assigned to it;
- b) estimate the amount of any expenditure of Association monies needed for each project, and present a request for such monies to the Board for approval.

ARTICLE IV

Elections and Appointments

Section 1. The Qualified Members will vote for a maximum of twelve (12) directors at the Annual Meeting.

Section 2. To be eligible to be elected as an officer, an individual must serve at least two (2) consecutive years as a Director, unless the Director=s name is presented to the Board for nomination and the Board approves the nominee by a two-thirds (2/3) majority vote.

Section 3. The minimum ages for the President, First Vice-President, Second Vice-President, Secretary and/or Treasurer shall be twenty (20), and for Directors shall be eighteen (18) years old.

Section 4. The Secretary or designate, shall prepare a printed ballot containing the names of the nominees for: President, First Vice-President, Second Vice-President, and the Directors for balloting at the Annual Meeting.

ARTICLE IV cont.

Section 5. In the event that the names of the nominees for President, First and/or Second Vice-President shall appear on the nominee=s list for Directors, and one or more of them be elected, then those names shall be stricken from the list of nominees for Director.

Section 6. The President may at any time during his term of office nominate four (4) Directors to be approved by the Board in addition to the maximum of twelve (12) Directors elected at the Annual Meeting.

Section 7. Any Officer or Director must be a current member of the Association.

ARTICLE V

Removals, Resignations, Vacancies

Removals

Section 1. Any Director including ex-officio members, regardless of position, may be removed from the Board for abuse, obstructionism, misconduct, conflict of interest, or absence from three (3) consecutive Board Meetings without excusal by the President will be deemed by the Executive Committee to be detrimental to the best interest of the Association by following these rules:

- a)** the Executive Committee shall send a written notice to the accused stating the basis for his/her proposed removal and request the accused to submit their defense in writing within two (2) weeks, and that the accused may be heard in their behalf by an impartial committee of five (5) directors appointed by the Executive Committee and approved by the accused;
- b)** such a committee shall not contain more than one (1) member of the Executive Committee;
- c)** final recommendations of any actions by the committee require support by the Board by a two-thirds (2/3) vote.

Resignations

Section 2. Any Officer, Director or Committee Chairperson may resign their position by submitting a letter of resignation to any Officer or Director to become official when read aloud in a subsequent Board Meeting with the vacancy to be filled as per the By-Laws above.

Vacancies

Section 3. The Board shall have the power to fill any vacancy that occurs in the official roster during the current year.

ARTICLE VI

Meetings

Section 1. The Annual Meeting of the Association shall be held in Salt Lake County during the month of September of each year at a time and place determined by the Board.

Section 2. The Board shall formally meet at least once each month, and at such other times as the President may request or upon the request of not fewer than five (5) Directors who have notified the President more than one week in advance of the reason(s) for any Special Meeting(s).

ARTICLE VII

Business Procedure

Section 1. Robert=s Rules of Order shall govern all deliberation at any meeting of the Association.

Section 2. The order of business for any Regular Meeting shall be as follows:

- a) call to order by the President or committee chairman;
- b) special presentations by invited guests;
- c) determine if a quorum is present for any Board Meeting ;
- d) reading and discussion of the minutes of any previous Board Meeting(s);
- e) reading of any Communications;
- f) for the good of the Association and to resolve any unfinished business;
- g) report of the Treasurer;
- h) report of the President;
- i) discussion of business for which the meeting was called, including any reports by any chairmen of any committees of the Association;
- i) nomination and election of officers;
- k) adjournment.

ARTICLE VIII

Quorum

Section 1. The Qualified Members present at the Annual Meeting shall constitute a quorum and shall have the authority to carry on the business at that meeting.

Section 2. A minimum of five (5) Directors and/or Past Presidents must be present to constitute a quorum to carry on the business at any Board or Special Meeting.

ARTICLE IX

Amendments and Policy

Section 1. This Constitution and By-Laws may be amended at the Annual Meeting by a two-thirds (2/3) majority vote, only after such changes have been submitted to the Secretary at least thirty (30) days prior to the Annual Meeting.

Section 2. The Secretary will provide a copy of any proposed changes to the Members of the Association before the Annual Meeting for their examination.

Section 3. The Board shall have the power to prescribe such rules and regulations that are consistent with the Constitution and By-Laws; and that in its judgment may be necessary and proper for the welfare of the Association.

ARTICLE X

Dissolution

Section 1. Dissolution of the Salt Lake County Fish and Game Association, Incorporated, may occur at any Annual or Special Meeting by following these rules:

- a) a special notice announcing the intent of, or purpose of the meeting must be mailed to all Members thirty (30) days prior to that meeting;
- b) A two-thirds (2/3) majority vote of the Qualified Members present shall be necessary to enact the proposition to dissolve;
- c) the Qualified Members present shall then appoint a committee of five (5) Qualified Members for the purpose of disposing of the assets and liabilities of the Association;
- d) the revenues from the assets and all remaining assets that have not already been disposed of shall be donated or distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, to such corporation(s), fund(s), or foundation(s), whose objectives and purposes are similar to those of the Association, provided that the donee(s) is organized and registered in the office of the Secretary of State for the State of Utah for at least three (3) previous years, or shall be distributed to the Federal Government for a similar public purpose;
- e) any assets not so disposed of shall be disposed of by the Court of Common Pleas of Salt Lake County exclusively for such purposes or to such organizations as that court shall determine, which are organized and operated exclusively for such purposes.