

Kennel Lake Sportsmen's Club, Inc.

By-laws

DEFINITION OF TERMS

Board of Directors, Directors or Board which is all elected Directors from Morton, Washington and At Large

Officers which are the President, Vice President(s), Treasurer(s) and Secretary(s)

ARTICLE I

PURPOSE. The purposes of the corporation as stated in its certificate of incorporation are:

1. To promote the conservation, propagation and restoration of all forms of wildlife and natural resources, and to own and develop real estate for such purposes;
2. To promote better sportsmanship in fishing, general outdoor activity, all types of family recreation, and to organize and sponsor such activities;
3. To promote the enactment of more equitable laws in the Fish and Game Code;
4. To cooperate with all duly constituted authorities in the enforcement of the Fish and Game Code; and
5. To cooperate with any and all other organizations having similar objectives and honestly working toward better conservation.

The corporation also has such powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the State of Illinois.

ARTICLE II

OFFICES. The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors and Officers may from time to time determine.

ARTICLE III

SECTION I. CLASSES OF MEMBERS. The corporation shall have classes of members. The designation of such classes and the qualifications of members of such classes shall be as follows:

1. Membership in the corporation is open to any citizen of the United States residing in or whose mailing address is Morton, Tremont, Washington, Deer Creek, or Groveland, or other specific areas designated by the Board of Directors, who are interested in the purposes of the corporation, who shall show their desire for membership by purchasing a membership certificate (the person named on the certificate and spouse/partner/significant other both being members) together with payment of an initiation fee as well as an annual fee as provided by the by-laws of the corporation on approval of the Board of Directors.
2. Honorary members become so when the member, whose name the membership is registered under, reaches the age of 70 years and has paid five consecutive years dues preceding. Then Honorary status becomes effective the next calendar year (January 1) following the 70th birthday. The spouse/partner/significant other is also an Honorary member, regardless of age. If the Honorary member whose name the certificate is under dies and the spouse/partner/significant other is 64 years or under at the time of the Honorary member's death, the surviving spouse/partner/significant other must resume paying dues until age 70. Honorary members pay no dues, but may be elected to any office, are entitled to vote, and may be appointed to any committee, unless for reasons presented to the Board of Directors and a vote of two-thirds of the Directors present that the above mention be denied. In the event an Honorary member is elected to the Board of Directors, only one Honorary member may represent each of the towns which qualify for membership.
3. Children of members are considered affiliate members of the club until they marry or until they reach eighteen (18) years of age. They have no voting privileges or may not hold office in the club. Member of affiliate members shall apply in person for an extension of affiliate membership on a year by year

basis until twenty-four (24) years of age, a full-time student and resides at members address pending Board approval.

4. The club may expel any member by a two-thirds vote of the Board of Directors at any regular meeting or a special meeting called for that purpose, upon receiving evidence of having been guilty of any unseemly or unbecoming conduct, after due notice of the charges and the opportunity for defense have been given the accused. The person under whose name the membership is held is responsible for the family's and guests' behavior while on club grounds. Any member may be fined a minimum of Fifty dollars (\$50) per offense for violating any rule of the club. Fine is payable within thirty (30) days from the notification of the Board.
5. In the event of a divorce, a certificate of membership will be issued to the spouse/partner not named on the original certificate and both parties will be responsible for paying annual dues to continue their membership.
6. A Membership term shall be based on a calendar year beginning each January 1st and ending on December 31st.

SECTION 2. ELECTION OF MEMBERS. The Board of Directors shall elect members. An affirmative vote of two-thirds of the Directors present shall be required for election after passing a background check.

SECTION 3. VOTING RIGHTS. Each certificate of membership shall be entitled to one vote on each matter submitted to a vote of members.

SECTION 4. TERMINATION OF MEMBERSHIP. The Board of Directors by affirmative vote of two-thirds of all members of the Board may suspend or expel a member for cause after an appropriate hearing and may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XII of these by-laws.

SECTION 5. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 6. REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may by the affirmative vote of two-thirds of the members of the Board of Directors reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate. Initiation fee is required if more than 2 years inactive.

SECTION 7. TRANSFER OF MEMBERSHIP. Membership of this corporation is not transferable or assignable.

ARTICLE IV

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held on the second Monday of November each year immediately following the monthly meeting, for the purpose of electing Officers and Directors, presentation of budgets and fiscal reports from the Board of Directors, and for the transaction of such other business as may come before the meeting. If such day is a legal holiday, the meeting shall be held at the same hour on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be in accordance with Sections 2, 3, and 4.

SECTION 2. A special meeting of the Club may be called at any time by the President or the Board of Directors, and the Secretary shall notify the members of such special meeting.

SECTION 3. The Board of Directors shall hold a regular monthly meeting scheduled on the second Monday of each month. All regular monthly meetings are open to the members and to the public to address the Board directly. Special meetings of the Board may be held when called by the President or two Directors. Special meetings of the Board may be designated as closed to the membership and the public for the purpose of discussing specific club business.

SECTION 4. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, email, text messaging or social media, to each member entitled to vote at such meeting, not less than two days before the date of such meetings, by or at the direction of the President, or the Secretary or the Officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. QUORUM. The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time with further notice.

SECTION 7. PROXIES. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE V

SECTION 1. MANAGEMENT. The management of this Club shall be entrusted to a Board of Directors consisting of eight Directors to be elected as hereinafter provided. At the first annual meeting two Directors shall be elected for a one-year term, two Directors for a two-year term and three Directors for a three-year term, thereafter all Directors elected shall serve a three-year term.

1. Representing Communities. Representation of members by the Board of Directors shall be as follows, three Directors to represent Morton, three Directors to represent Washington, two Directors to represent the At Large.

2. Director Requirements. All Board members are required to attend a minimum of nine (9) out of twelve (12) monthly meetings in a single calendar year as well as the Annual meeting unless preapproved by the President. Directors should participate in at least 50% of the scheduled activities during a calendar year as defined on the calendar of events.

SECTION 2. OFFICERS. The Officers of the Corporation shall be a President, Vice President, Secretary, and a Treasurer who are shareholders in the said Corporation. The Officers shall be elected annually.

1. Officer Requirements. All Officers are required to attend a minimum of nine (9) out of twelve (12) monthly meetings in a single calendar year as well as the Annual meeting unless preapproved by the President. Officers should participate in at least 50% of the scheduled activities during a calendar year as defined on the calendar of events.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

SECTION 4. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail, email, text messaging or social media to each Director at the address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when post marked by the United States Postal Service in a sealed envelope so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

SECTION 5. QUORUM. A majority of the Board of Directors present shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 6. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these by-laws.

SECTION 7. VACANCIES. Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the remaining portion of the term.

SECTION 8. COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VI

SECTION 1. OFFICERS. The Officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary and such other Officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other Officers, including one or more assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The Officers of the corporation shall be elected annually by the membership at the regular annual meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office until the successor shall have been duly elected and shall have qualified.

SECTION 3. MANNER OF ELECTION.

1. **Election of Officers.** Thirty days preceding the annual meeting, a nominating committee consisting of one board member from each of the Representing Communities specified in Article V Section 1:1, designated by the President, will present to the Board a list of candidates for the Officers of the Club for the ensuing year. The Board may then modify the list as it deems necessary. This list will then be presented to the members at the annual membership meeting in November. Nominations from the floor will also be in order. All nominees for Officers shall, before the vote is taken, indicate their willingness to serve if elected. The election of Officers shall be done by secret ballot.
2. **Election of Directors.** Thirty days preceding the annual meeting, the President will present to the Board a list of candidates for the Director(s) of the Club for the ensuing year. The Board may then modify the list as it deems necessary. This list will then be presented to the members at the annual membership meeting in November. All nominees for Director(s) shall, before the vote is taken, indicate their willingness to serve if elected. The current Board of Directors will then vote by secret ballot. Retiring Officers and Directors shall continue to serve to the end of the calendar year.

SECTION 4. REMOVAL. Any Officer, Director, agent elected or appointed by the Board of Directors may be removed by affirmative vote of two-thirds of all members of the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any Officer or Director not fulfilling his or her obligation to the Board within these bylaws, Article V Section 1:2 and Section 2:1, is subject to removal.

SECTION 5. VACANCIES. A vacancy of any Office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the remaining portion of the term.

SECTION 6. ELIGIBILITY. Not more than one family member, such as spouse/partner/significant other, sibling, parent or child, may be elected to the Board of Directors at the same time.

SECTION 7. PRESIDENT.

1. The President shall be the principal Executive Officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign with the Secretary or any other proper Officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other Officer or agent of the corporation; and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.
2. The President has no voting right with the exception to break a tie vote of the Board of Directors unless 1 family member, such as spouse/partner/significant other, sibling, parent or child, may be a Director at the same time.
3. The President may not be elected for more than two succeeding years.

SECTION 8. VICE PRESIDENT. In the absence of the President or in the event of inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

SECTION 9. TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties, as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws; and in general perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 10. SECRETARY. The Secretary shall keep the minutes of the meeting and any business conducted in between scheduled monthly meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 11. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the Board of Directors, the Assistant Treasurers shall give bonds for faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VII

SECTION 1. COMMITTEES OF DIRECTORS. The President shall present to the Board of Directors for their approval during the February monthly meeting a list of committees and the Director assigned as chairman of such specified committee. The assigned Director may select other members or Directors to serve on that committee. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law. Every Officer and Directors is required to serve on at least one (1) committee.

SECTION 2. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 3. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE VIII

SECTION 1. CONTRACTS. The Board of Directors may authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. All Officers and Directors have a preauthorized spending limit of \$200 per month with the exception of the President which has a preauthorized spending limit of \$500 per month. Any and all other needs for purchases need Board approval.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness excluding debit cards issued in the name of the corporation, shall be signed by the Treasurer of the corporation. All bills, payments and other indebtedness shall be presented to the Board of Directors in the treasurers' report at the monthly meeting for approval. In specific circumstances which necessitate immediate payment. The President or Vice President must provide verbal or written authorization to the Treasurer for such payment.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust company or other depositories as the Board of Directors select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

ARTICLE IX

SECTION 1. CERTIFICATES OF MEMBERSHIP. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and by the Secretary or Assistant Secretary and shall be sealed with the seal of the corporation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, and new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

SECTION 2. ISSUANCE OF CERTIFICATES. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in the member's name and delivered by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1, Article IX.

ARTICLE X

BOOKS AND RECORDS. The corporation shall keep correct and complete books and records of account and shall keep minutes of proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principle office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or any member's agent or attorney for any proper purpose at any reasonable time by contacting a member of the Board of Directors.

ARTICLE XI

FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of November and end on the last day of October in each year.

ARTICLE XII

SECTION 1. DUES. The Board of Directors may determine from time to time the amount of initiation fee and annual dues payable to the corporation by each member. Dues are based on a calendar year. Dues shall be pro-rated

beginning the first day of August of each year. The Board of Directors, at the beginning of each fiscal year, will determine the pro-rated amount.

SECTION 2. DUES. Each member shall receive a dues billing statement by January 15th the following calendar year. Dues may be paid in advance.

SECTION 3. DUES. Any member who fails to meet the dues or any other obligation within thirty (30) days of expiration of his current membership will be assessed a fine of 10% per month for late fees.

SECTION 4. INITIATION FEES. This fee is set annually by the Board of Directors. If an annual membership goes inactive for more than two (2) consecutive years, the current initiation fee is required to rejoin the Club pending Board approval.

ARTICLE XIII

SEAL. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal, Illinois."

ARTICLE XIV

WAIVER OF NOTICE. Whenever any notice whatever is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitle to such notice, whether before or after the time stated there in, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

AMENDMENTS TO THE BY-LAWS. These by-laws may be altered, amended or repealed and new by-laws may be adopted by two thirds of the Directors, at any regular meeting or at any special meeting, provided that at least two day's written notice is given of intention to alter amend or repeal or to adopt new by-laws at such meeting. This By-Law revision dated February 11, 2019, shall replace all previous by-laws or revisions of same. These By-laws, voted on and approved by the following members of the Kennel Lake Board of Directors, shall remain in effect until replaced or revised.

Kevin Wilson, Board President

Signed

Keith Schroeder, Board Vice President

Signed

Adam Fuller, 2nd Board Vice President

Signed

Elisha Van Meenen, Treasurer

Signed

Kari Cap, Secretary

Signed

Byron Young, Morton Director

Signed

Mark Wilson, Morton Director

Signed

Matt Majors, Morton Director

Signed

Sharon Fuller, Washington Director

Signed

Lonnie Klein, Washington Director

Signed

Adam Briggs, Washington Director

Signed

Darrin Munter, At Large Director

Signed

Michelle Cato, At Large Director

Signed