

# **NISHU BOWMEN INC. BYLAWS AND CONSTITUTION**

**Adopted: 4-3-17; Last Revised 4-5-2022**

## **Article 1- Name**

The name of this organization shall be Nishu Bowmen, Incorporated.

## **Article 2 - Purpose of Organization**

The purpose of this organization shall be to foster, expand and promote all archery disciplines to include bowhunting opportunities and education; promote the spirit of fellowship among archery and bowhunting enthusiasts; and to support organizations whose purposes are consistent with those of Nishu Bowmen; to promote range and field ethics and the rules of fair chase in hunting.

## **Article 3 - Area Served**

The area served by this organization shall be Bismarck-Mandan, North Dakota and the surrounding area.

## **Article 4 – Membership**

Active membership shall be granted to anyone upon application and payment of regular dues as established by the board of directors. Membership shall be granted to anyone regardless of race, creed, religion, color, ethnicity, national origin, sex, sexual orientation, age, height, weight, physical ability, or marital status.

Membership shall be as follows:

- a. Youth membership - 17 years of age and under.
- b. Adult membership – 18 years and older.
- c. Collegiate membership – must provide student identification for this membership fee.
- d. Family membership being a parent(s) or guardian (s) and all dependents under the age of 18 years.

Honorary life memberships may be granted at the discretion of the board of directors.

Membership may be revoked by a two-thirds majority vote of the board of directors if a member:

- o is convicted of a felony or hunting violation other than a misdemeanor.
- o conducts his/herself in a manner to jeopardize the organization's charter with affiliated archery organizations.
- o conducts his/herself in a manner that could subject the organization to adverse publicity or legal action.
- o displays repeated disregard for safety and/or Nishu's rules.
- o no crossbow usage on grounds

· Starting in 2019, in coordination and cooperation with Bismarck Parks and Recreation and due to liability constraints, use of Crossbows are no longer permitted in or on the NISHU indoor or outdoor facilities or grounds. Questions or disputes should be directed to the director of Bismarck Parks and Recreation. Violations should be reported to the Director of Bismarck Parks and Recreation and the NISHU Board of Directors.

\*\*This type of board decision must have a quorum and no votes would be accepted via proxy.

Membership fees, dues, and benefits shall be established by the board of directors.

### **Article 5 - Board of Directors**

The board of directors shall consist of 15 members total which would include the Executive committee. The Executive Board of Directors serve at the pleasure of the Nishu Board. Those officers can be removed from the office by a 2/3 majority vote from the board members. The executive committee is the elected officers of that year's board. All executive meetings must have minutes that are brought forward to the board of directors when work is being done by the committee.

The board of directors shall appoint the President, Vice-President, Secretary, Treasurer, and Parliamentarian at the first regular board meeting following the Nishu Bowmen Annual Meeting and election of board members. The board of directors shall meet monthly to discuss business, study issues, and take appropriate actions to sustain and grow the organization. The board of directors shall keep regular minutes of its proceedings and submit the same for examination and approval at each subsequent meeting of the organization. No action of the board of directors shall take precedence over the action of the general membership.

Youth Directors are non-voting members who represent youth within the operational meetings of Nishu Bowmen.

## **Article 6 – Meetings**

The annual meeting of this organization shall be held the first week of April or as soon thereafter as is possible.

The organization shall hold regular monthly meetings. The organization's monthly meetings shall be attended by the board of directors and are open to all members.

The President may call a meeting of the board of directors at any time to discuss business pertinent to the organization. Board members will be notified of such meetings by mail, email or by telephone.

The general membership shall be notified by mail and email of the annual meeting or a meeting discussing changes to the organization's bylaws.

A member is considered “live” and active to vote if membership is 30 Days Prior to the annual meeting.

## **Article 7 – Officers, Directors and Their Duties**

The officers of the organization, also known as the executive committee, shall consist of a **Past President (non-voting)**, President, Vice-President, Secretary, Treasurer, and Parliamentarian.

### **Past President:**

The Past President shall be an ex officio non-voting member of the executive committee,

The Past President shall guide the President in the duties that are required of the position,

The Past President's term of office ends when a new President is selected to the executive committee and the outgoing president becomes the Past President.

### **President:**

The President shall preside at all meetings, appoint all committees and shall, in general, perform the duties incident to this office.

The President shall be the Chief Executive Officer of the corporation. The President shall preside at all meetings of the membership and of the board of directors.

The President shall have general and active management of the affairs and activities of the corporation, subject to the supervision of the board of directors, and shall see that all orders and resolutions of the board of directors are carried into effect.

The President shall be responsible to the board of directors for the operation of the corporation.

The President shall appoint committees, coordinate all activities of the corporation, and initiate and develop activities of the board of directors, or any other duly constituted body of the corporation.

The President may request board of director approval for specific emergency actions or expenditures via telephone or email, with such action duly noted in the minutes of the first subsequent meeting of the board of directors.

**Vice President:**

The Vice-President shall be vested with all the powers and shall perform the duties of the President in case of the absence or disability of the President.

The Vice-President shall also perform such duties connected with the operation of the corporation as it may undertake at the direction of the President.

**Secretary:**

It shall be the Secretary's responsibility to keep the minutes of all meetings of the membership and of the board of directors.

The Secretary shall attend to the giving and serving of meeting notices of the membership and of the board of directors when access is available to contact information.

The Secretary shall keep proper membership records showing the name and address of each member of the corporation, and such other papers as the board of directors may direct.

The Secretary shall be responsible for all membership cards or certificates of membership and notices communicated to the membership in the name of the corporation, as have been first approved by the President or the board of directors.

The Secretary shall be responsible for all general correspondence as directed by the President or the board of directors.

The Secretary shall perform duties incidental to the office of Secretary subject to control of the Board of Directors.

The Secretary shall also perform such duties connected with the operation of the corporation at the direction of the President.

\*\*Some of the Secretary duties may be adjusted if an administrative service is employed by the Nishu Bowmen Club.

### **Treasurer:**

It shall be the Treasurer's responsibility to account for all receipts and disbursements, and, under the direction of the President, shall execute in the name of the corporation, checks for expenditures authorized by the board of directors.

The Treasurer shall receive and deposit all funds of the corporation in the bank, which funds shall be paid out only by check as herein before provided.

The Treasurer shall transfer excess funds from the organization's checking account into certificates of deposit or other interest-bearing accounts with approval of the board of directors as necessary to protect and grow the assets of the organization.

The Treasurer shall perform duties incidental to the office of Treasurer, subject to control of the board of directors.

The Treasurer shall also perform such duties connected with the operation of the corporation at the direction of the President.

The Treasurer shall provide an annual report summary at the next meeting after the fiscal year ends.

### **Parliamentarian:**

A Parliamentarian is an expert in Robert's Rules of Order and the proper procedures for the conduct of meetings of deliberative assemblies. The officer's purpose is assisting with an orderly meeting. Parliamentarians assist organizations in the drafting and interpretation of bylaws and rules of order, and the planning and conduct of meetings.

The role of the parliamentarian at a meeting is to be a resource to the president, to assist the president in the conduct of the meeting. The president can and should consult with the parliamentarian when not certain on how to rule on a question or proceed in the circumstances.

#### Further Officer Definitions:

The offices of Secretary and Treasurer may be combined into a single office, as determined by the board of directors, upon approval of the general membership.

The officers of the organization must receive approval from the board of directors or general membership for all disbursements over \$500.00.

Members of the board of directors are expected to regularly attend the organization's meetings and participate in the organization's functions and ~~also~~ must inform the President in a timely manner of being absent to upcoming meetings. All proxy representation during an absence must be received by the President in writing and approved by the president as an excused absence. Failure to do so shall be the basis for dismissal from the board by a 2/3 vote of the board of directors.

The board of directors may approve of expenditures up to \$15,000.00 (not including shipping). Amounts greater than \$15,001.00 must be presented to the general membership at either a regular monthly, or special membership meeting.

Financial Affairs - The President, Vice-President, Secretary and Treasurer may sign checks. The President may act on behalf of the organization on financial obligations approved by the board of directors or the organization's membership,

Individual board members and committees must have approval from President (up to the President's spending authority) or the board of directors prior to making a commitment for an expenditure on behalf of the organization.

The board of directors may employ or contract for administrative services and delegate any of the board functions or responsibilities, other than those duties incumbent to the Nishu Bowmen officers, to such individuals or entities.

One more than one-half of the members of the board of directors must be present to constitute a "quorum" to conduct business of the corporation at any official meeting, whether it be a "General Business" or "Emergency" meeting. In the absence of the President, the Vice President must be in attendance and is included in the quorum for any legal action to be taken by the board of directors. In the case of being absent, a board member is absent, a board of director may vote by proxy, via email or written letter of their vote to keep Nishu business moving in a timely manner if need be.

## **Article 8 - Election and Terms of Office**

The term of all officers shall be one year. The term of office shall be the May meeting immediately following the annual meeting date to the following year's May meeting immediately following the annual meeting. **President and Vice President are limited to no more than three consecutive one-year terms. Secretary, Treasurer, and Parliamentarian have no term limits. If no nominee for president comes forward the current president can stay for an additional term.**

Board members shall each serve two-year staggered terms, with one-half of the board members being replaced by membership vote each year. Board members may serve more than one term.

## **Article 9 - Fiscal Year**

The fiscal year of this organization shall begin on April 1st of each year and conclude on March 31st of each year.

## **Article 10 – Amendments**

Bylaws may be amended by two-thirds of voting membership at the annual meeting or special meetings of the membership of which the membership has been notified by mail or email two weeks before the meeting, with such meeting notification including a copy of the proposed amendments

## **Article 11 - General**

other aspect of the organization and business not specifically covered in these bylaws shall be decided by the general membership.

## **Article 12 - Dissolution Clause**

Upon the dissolution of Nishu Bowmen, Inc., the executive committee shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively to another federally tax-exempt organization whose purpose is consistent with the purpose of Nishu Bowmen Inc.