**Waynesboro Fish and Game Protective Association Inc**.

Constitution and By Laws

**CONSTITUTION**

**ARTICLE I**

**Name**

The name of this association shall be The Waynesboro Fish and Game Protective Association, Incorporated~~.~~

**ARTICLE II**

**Objectives**

The purposes for which this Club is organized are to conserve, restore, and manage the game, fish, and other wild life and its habitat in Waynesboro, Franklin County, Pennsylvania and its environs.  To seek to procure better fishing and hunting for sportsmen; to promote and maintain friendly relations with land owners and sportsmen; to support and encourage stream improvement and reforestation projects; to cooperate in obtaining proper respect for, PA Fish and Game Laws and to promote firearm safety and proficiency through education, training and competition.

**ARTICLE III**

**Membership**

Sec. 1 - Any person who is a resident within twenty-five (25) miles of the Waynesboro Fish and Game Protective Association, Inc.; and a citizen of the United States of America and being of suitable character and evidencing an interest in the furtherance of the objectives of this corporation shall be eligible for membership upon payment of the initiation fee and annual dues in advance, and who further agrees to abide by and be subject to the Constitution and By-Laws of this corporation.  Any person who shall become a member of the corporation but subsequently moves outside of the twenty-five (25) mile radius as aforesaid shall be eligible for continuing his membership in said corporation, so long as his dues are paid in full and are not in arrears.  At no time shall the total member of the Waynesboro Fish and Game Protective Association, Inc. of all classes exceed the total of four thousand (4,000).

            Sec. 2 - The membership shall consist of:

1. Active Members.
2. Senior Citizen Members
3. Junior Members

4.      Honorary Members.

Sec. 3 - Active members shall be any individual age sixteen (16) to age fifty-nine (59) inclusive whose dues are paid in full and are not in arrears.  Said classification shall include active members who shall pay their dues annually and life members who shall pay a stated lump sum which shall be determined by the Board of Directors from time to time.

Sec. 4*-* Senior citizen members shall be any individual age sixty (60) and over whose dues are paid in full and are not in arrears.  Said Classification shall include senior citizens members who shall pay their dues annually.  It shall be the responsibility of the individual to apply for senior citizen membership status.

Sec. 5 - Junior members shall be any individual age six (6) to fifteen (15) inclusive, whose dues are paid in full and not in arrears.  Further, any individual who will be sixteen (16) years of age on or before February 1st of the new membership year must purchase an Active membership for that new membership year.

Sec. 6 - Honorary memberships may be bestowed upon any suitable individual who shall have demonstrated exceptional acknowledgement or furtherance of the objectives of the Waynesboro Fish and Game Protective Association, Inc.  Said individual may be awarded the honorary membership in the corporation by the nomination of the Board of Directors and elected by a majority vote of the members present.  No fee or dues shall be required of such honorary members.

            Sec. 7 - Any member of the Board of Directors must work at least nine (9) assigned bingo nights per membership year (i.e., 1 February through 31 January) and any member of the Board cannot absent themselves from two (2) consecutive assigned bingo nights, unless they shall offer at the next monthly Board meeting an excuse for said absence which is satisfactory to the President.  Directors who violate this policy shall be deemed to have resigned as a member of said Board and cease to be a member thereof.  The vacancy created as aforesaid shall be filled by the Board of Directors.

**ARTICLE IV**

**Meetings**

Sec. 1 - The annual meeting of the association shall be held on the third Wednesday in January of each year, at such time and place as the Board of Directors may designate.

Sec. 2 - At such meetings the order of business shall be:

1.      Meetings will be conducted under Roberts Rules of Order

2. Minutes of the previous meeting

3.      Report of the officers and Board of Directors.

4.      New business

5.      Election of the officers and directors for the ensuing term.

Sec. 3 – Regular Membership meetings of the association shall be held at such places and dates as may be deemed suitable by the Board of Directors but there shall be no less than one regular meeting each month, except at the discretion of the Board of Directors, regular meetings may be discontinued during the summer months.

Sec. 4a - A special meeting may be called of the Board of Directors or on written/verbal

request to the President.

Sec. 4b – A special meeting of the Board of Directors may be requested by at least 10 Active or Senior members specifying the objective of the meeting and signed by all requesting members.

Sec. 4c – A special meeting of the Associations Active and/or Senior members may be called by ten (10) Active or Senior members in writing to the Board of Directors. Active and/or Senior members must be notified no less than ten (10) days prior to the special meeting.

Sec. 5 - Active or Seniormembers present and no others, shall participate in the election of officers or vote on any matters brought before the association.

Sec. 6 - The Board of Directors shall meet on the first Wednesday of each month at such time and place as the Board of Directors may designate.

Sec. 7 - Notice of annual meeting(s) of the association shall be mailed, email or other electronic means by the secretary to every member at least ten (10) days before the date of such meeting.

**ARTICLE V**

**Quorum**

Sec. 1 – At meetings of the Board of Directors a majority (50 $+1$%) of the total members of the board shall constitute a quorum and the majority vote of the directors’ present at any such meeting shall prevail.

Sec. 2 - At regular membership meetings not less than ten (10) Active and/or Senior members including three (3) from the Board of Directors shall constitute a quorum for the Conducting of Regular Membership Meetings.

**ARTICLE VI**

**Management**

            Sec. 1 - The management of the association shall be vested in a Board of Directors consisting of the Executive Members (President, Vice President, Secretary, Treasurer, and Assistant Treasurer) and maximum of twenty-four (24) directors.

**ARTICLE VII**

**Officers and How Elected**

Sec. 1 - The President, Vice President, Secretary, Treasurer, and Assistant Treasurer shall make up the Executive Members and be elected by a majority vote of the Active and Senior members present at the annual meeting and shall hold office for one (1) year (February 1st thru January 31st) or until their successors are elected.  Provided, however, the President, Vice President, Secretary, Treasurer, and Assistant Treasurer shall not be eligible to succeed themselves in office for more than four (4) one (1) year periods and shall not be eligible thereafter to be elected to that office until the expiration of one (1) year.

Sec. 2 - The Directors shall be elected by a majority vote of the Active and Senior members present at the annual meeting and shall hold office for three years.

Sec. 3 - In the event of a vacancy in any office the Board of Directors shall elect some Active or Senior member in good standing to fill the unexpired term until the next general election.

Sec. 4 - Financial Secretary shall be appointed after recommendation of the President and approved by Board of Directors. He/She shall hold office for one (1) year or until his/her successor is appointed.

Sec. 5 - Qualification of Officers and Directors:  No one under the age of eighteen (18) shall be eligible to hold the office of Director or Officer of the Corporation and until they participate in 3 club events.

**ARTICLE VIII**

**Amendments to Constitution**

Sec. 1 ~~–~~ The Constitution may be amended by the Board of Directors with a two-third (2/3) vote of the total Board of Directors and approved said amendment changes shall be mailed, emailed or other electronic means, to all members of the association by the Secretary at least fifteen (15) days prior to the Association meeting at time said proposed amendment is to be voted upon.

 Sec. 2. The Constitution may be amended by a two-third (2/3) vote of the Active and Senior members present at the Association meeting.

**ARTICLE IX**

**Voluntary Dissolution**

Sec. 1 - The association may be dissolved at a special meeting by an eighty percent (80%) affirmative vote of all the Active and Senior members. Written notice must be provided by mail to each member by the Secretary at least thirty (30) days before the time of such meeting stating the purpose for which the meeting is to be called with such other action as may be legally required.

Sec. 2 - The assets of the association shall be liquidated and the proceeds used to improve the hunting and fishing conditions around Franklin County, Pennsylvania and its environments.

**BY-LAWS**

**ARTICLE I**

**Name**

The name of this association shall be The Waynesboro Fish and Game Protective Association, Incorporated.

**ARTICLE II**

**Membership and Dues**

Sec. 1 - Membership Year of this Association is February 1st thru January 31st Annually

Sec 2 ~~-~~ Dues for the various classifications of membership shall be established by the Board of Directors

Sec. 3 - Applicants for membership shall pay such initiation fees and annual dues as established by the Board of Directors payable at time of application.

Sec. 4 Applications for membership shall be submitted to the Membership Committee for review and report their findings on each applicant to the Board of Directors at the next Board of Directors Meeting.

Sec. 5 Each application for membership shall be considered by the Board of Directors following the Membership Committee’s Report (as defined in Sec. 4 above). No applicant shall be admitted to this Association until his/her application has been approved by a majority vote of the total Board of Directors present at meeting.

Sec. 6 ~~-~~ Any member whose payment of annual membership dues are past due of this Association’s Membership Year End January 31st~~,~~ said member’s membership in the Association will be Terminated. The only exception to this Section will be in case of a serious illness or other events beyond control of the member, in which case the final disposition will be left to the discretion of the Board of Directors.

Sec. 7- Any member terminated for non-payment of dues may reapply for membership as defined in the Article II.

Sec. 8 – Active Military, will pay the Initial Fees to join the Association. Once a member and during Active Military, membership fees will be waived by the Association for those members serving outside of 100-mile area of the Association.

**ARTICLE III**

**Duties of Officers and Committees**

(A)   Board of Directors

Sec. 1 - The Board of Directors shall have the power to manage all the affairs of the association on any and all questions relating in any manner thereto and to execute all contracts for the proper transaction ofbusiness.  They shall have entire jurisdiction over all matters pertaining to the care, control, supervision, and management of the association and its finances and all appropriations.

Sec. 2 - The Board shall meet for the transaction of business on the first Wednesday of each month and any special meeting at the call of the President or any two (2) board members, provided notice shall be given to each member of the Board at least five (5) days before the time appointed for said meeting.

Sec. 3 - At the annual meeting of the association the Board of Directors shall make a full report of their proceedings during the preceding fiscal year and recommend such measures as they may deem advisable.

Sec. 4 - The Board of Directors may fill any vacancy among the Officers or Directors by a vote of the majority of those present at a regular monthly/special meeting of such Board, such election to be for the unexpired term.

Sec. 5 - The Board of Directors shall be the final court of appeals for any disputes arising within the association.

Sec. 6 - Any member of the Board of Directors who is absent from three (3) consecutive Board meetings. He/She shall offer at the next monthly meeting a reason for his/her absence which is satisfactory to the Board of Directors or he/she shall be deemed to have resigned as a member of said Board of Directors. The vacancy created shall be filled by the Board of Directors.

Sec. 7 - The President, Vice President, Secretary, Treasurer, Assistant Treasurer or Committee Chair may represent the association at all meeting with other organizations.  In the event of inability of an officer or Committee Chair to attend, an alternate shall be appointed.

Sec. 8 - The Board of Directors shall have the following specific powers:

a.      To make rules for the conduct of the members of the association and for their use of the association’s property

b.      To suspend or terminate a Member, Officer or Director for any conduct in violation of rules, or behavior improper or prejudicial to the interest of the association.

c.       To fix and enforce penalties for the violation of rules.

d.       To rescind penalties for offenses against rules.

e.      To establish rules for the admission of guests to the privileges of the association.

f.        To call special meetings of the association.

g.      To prescribe additional duties for any of the officers, in addition to those herein set forth.

(B)   President

Sec 1-The President shall preside at all meetings of the association and Board of Directors and enforce all rules, policies and regulations of the association.  He shall perform such other duties as shall be imposed upon him by resolution of the Board of Directors.  The President shall, with the secretary, sign all written contracts and written obligations of the association.

Sec. 2 - The President shall not vote in any meeting of the Board of Directors except in cases where a tie exists in which case, he shall cast the deciding vote.

Sec. 3 - The President shall appoint committees as required for prudent management of the organization.

(C) Vice President

Sec. 1 - In the absence of the President his duties shall be performed by the Vice President.  In the event of the death, disability or removal of the President, the Vice President shall act until the Board of Directors fills the office.  He shall perform such other duties as may be assigned to him by the Board of Directors.

(D) Secretary

Sec. 1 - The Secretary shall keep the minutes and other official reports of the association.  He shall conduct the official correspondence of the association.  He shall keep all records, books, documents and papers relating to the association.  He shall perform such other duties as may be assigned to him by the Board of Directors.

(E) Treasurer

Sec. 1 - The Treasurer shall keep accounts of all monies received by him and deposit same promptly in the name of the association in such bank as shall be designated by the Board of Directors.  He shall not pay out any money of the association except in such manner and for such purposes as shall be approved by the Board of Directors.  At each monthly meeting of the Board of Directors, he shall make a statement of the financial condition of the association and at the annual meeting of the association he shall submit a detailed report of the financial condition of the association for the preceding fiscal year, which report shall be audited by accountants designated by the Board of Directors.  He shall perform such other duties as may be assigned to him by the Board of Directors.

Sec. 2 - The Treasurer shall be bonded by a surety company for such an amount as the Board of Directors shall determine annually and the cost of same to be borne by the association.

(F) Assistant Treasurer

            Sec.1 In the absence of the Treasurer to perform all duties of the Treasurer as in part (E) above.

            Sec.2 The Assistant Treasurer shall be bonded by a surety company for such an amount as the Board of Directors shall determine annually and the cost of same to be borne by the association.

(G) Financial Secretary

Sec.1 - The Financial Secretary shall keep all records, books, documents, and papers pertaining to the membership of the association.  He/She shall keep records of all members of the association and note on such records the payment of yearly dues.  He/She shall sign all cards for membership in the association.  He/She shall notify the Board of Directors of all members who are terminated from the association for non-payment of dues.  He/She shall notify any member whose dues become thirty (30) days in the arrears.  He/She shall perform such other duties as may be assigned to him by the Board of Directors.

Sec. 2 - The Financial Secretary shall be bonded by a surety company for such an amount as the Board of Directors shall determine annually and the cost of same to be borne by the association.

(H) Committees

Sec. 1 - The president shall appoint committees as determined to be necessary for the proper functioning of the organization.  Each committee shall consist of a chairperson and as many Officers, Directors and members as deemed necessary by the President at the time.  The Committee Chairman shall outline the duties, responsibilities and authorities of the committee. Provided said duties, responsibilities, and authorities are approved by a majority vote of the Directors present at any regular or special meeting called for such purpose.

**ARTICLE IV**

**Finances**

Sec. 1 - There shall be no disbursement of the funds of the association for any purpose whatsoever, unless done so in the following manner:

a.      Disbursements are to be made by check.

b.      An itemized sales slip/invoice bearing the signature of the authorized purchaser must be presented to the Treasurer covering purchased materials and/or services.

1. An itemized list of disbursements made the preceding month will be presented by the Treasurer to the Board of Directors for review at the regular Board meeting.
2. Annually the members of the Board of Directors will review and approve a 12-month operating and capital budget.  Such budgets will be approved on a majority vote of the board members present at a regular board meeting or special board meeting called for that purpose.
3. Guidance delineating the purchasing authority rules and limits of the Committee Chairpersons, Officers and/or designated budget holders will be established by the members of the Board of Directors and provided to the Committee Chairpersons and Officers at the time of budget approval.   Such rules and limits will be approved on a majority vote of the board members present at a regular meeting or special meeting called for that purpose.  During the budget year (i.e., calendar year) the Board of Directors may at their discretion amend/change existing or issue new purchasing authority rules and limits.
4. Disbursements in the amount of $2,500 or more shall require payment by check signed by two parties (Treasurer~~,~~ Assistant Treasurer and Vice President)

Sec. 2 - Reimbursement over $500.00 shall not be advanced to any officer or member for the purchase of any material or services without approval of the Board of Directors.

Sec. 3 - Funds of the association shall not be used by any officer or member for personal use.  Anyone suspected of violation of this section shall be ordered to appear before the Board of Directors for investigation, and if found in violation, shall be immediately removed from membership of the association.

Sec. 4 - With the appointment of any Committee requiring an expenditure of money, an amount shall be specified as to how much such a Committee may properly spend.

Sec. 5 - Any chairman of a Committee, Officer(s), or Member(s) receiving funds for the association from any source shall transfer such funds to the Treasurer or Financial Secretary accompanied with an itemized statement within five (5) days of receipt of funds.

**ARTICLE V**

**Property**

Sec. 1 – A Property Committee of the association’sproperty shall be appointed for a period of one year by the President.  The Property Committee shall compile and maintain an inventory of the association’s property ( I.e., tools, tractors, mowers, tables, excludes land, buildings, and structures).  It shall be the duty of the Property Committee to keep all articles at the place or places designated.

**ARTICLE VI**

**Elections**

Sec. 1 - The number of Directors authorized to serve the association is twenty-four (24); seven (7) of which to be elected for a three (3) year term~~,~~ at the annual membership meeting, and one may be appointed by the President each year.  Provided, however, the Director appointed by the President shall be eligible only to serve for a term of three (3) years, unless reappointed by the President or elected by the membership.

Sec. 2 - Nominations for Officers and Directors shall close ten (10) calendar days prior to the date of the election.

**ARTICLE VII**

**Amendments to the BY-LAWS**

Sec. 1 - The By-Laws may be amended by majority vote of the Active and Senior members present, provided that a written notice of such proposed amendment shall be submitted to the Board of Directors and approved by a majority vote of the Board of Directors; and provided further that notice of the proposed amendment shall be mailed fifteen (15) days prior to the meeting at which said proposed amendment is to be voted upon.

**CODE OF CONDUCT**

Rules and Regulations

Waynesboro Fish & Game

Protective Association, Inc.

The Waynesboro Fish and Game Protective Association, Inc., by its Board of Directors, has established the following rules, regulations and procedures by which all members of the Association must abide.  Violation of such may cause said member to have his membership suspended or revoked.  Said rules and regulations for conduct may be amended, changed and added to from time to time at the discretion of the Board.

  Any Member, Officer or Director may be subject to suspension or revocation of his membership privileges for any of the following reasons;

1.      Conviction or violation of any Federal or State Fish and Game law as adopted by their agencies from time to time.

2.   Felony Conviction

3.  Damage or destruction of property or facilities owned by the Waynesboro Fish and Game Protective Association, Inc.

4.      Defamatory abuse or harassment against the Waynesboro Fish and Game Protective Association, Inc. and of its Officers, Directors or Members.

5.      Vulgarity, use of profanity, any immoral conduct or being under the influence of alcohol or drugs while on the property owned or leased by the Waynesboro Fish and Game Protective Association, Inc.

6.      Any conduct which is contrary or likely to endanger the character of objectives of the Waynesboro Fish and Game Protective Association, Inc.

7.      Any conduct or act deemed by the Board of Directors to have the potential to result in physical harm to another person.

8.      Any conduct deemed by the Board of Directors to be inappropriate.

For any violation, the Board of Directors of the Waynesboro Fish and Game Protective Association, Inc., will notify the Member, Officer or Director believed to be responsible for said violation.  Notification shall include the following:

1.      Statement that a violation has occurred and the member is believed to be responsible;

2.      Description of the violation;

3.      Date and approximate time violation is believed to have occurred;

4.      Statement detailing the range of possible penalties;

Said notification shall be in writing and signed by the President and Secretary and shall be mailed by means of certified mail to the address of the member as carried on the rolls of the Association. The President of said Association shall have the authority to establish a hearing date and appoint a committee of the Directors consisting of five (5), to conduct and hold the hearing.  The committee shall make a report to the Board of Directors at the next regularly scheduled meeting thereof, and the Board of Directors shall decide on a two-third (2/3) majority vote of those members of the Board present to either suspend or revoke the membership of said violating member or to dismiss the charges made against said member.