

Approved BYLAWS

June 22, 2018

BYLAWS OF CENTRAL STATES NAVHDA A NONPROFIT CORPORATION

ARTICLE I PURPOSE OF CHAPTER

Section 1.01 PURPOSE

The purpose of the Central States NAVHDA (North America Hunting Dog Association) is to foster, improve, promote, and protect the versatile hunting dog in Southeast Nebraska and in North America. The Chapter shall promote good sportsmanship and game conservation by encouraging members and other hunters to use well trained and mannered dogs.

ARTICLE II MEMBERSHIP

Section 2.01 QUALIFICATIONS OF MEMBERSHIP

The Active Members of this Corporation shall be those persons who have paid their annual dues to the Corporation for the current year and who are members of the international NAVHDA. A Junior Member is a member whom has not reached the age of legal majority. A member of the international NAVHDA is defined as a person who has paid their annual dues according to the international NAVHDA BYLAWS.

Section 2.02 MEETINGS

The members of the Corporation shall meet annually at such time and place as designated by a majority of the Directors. The Directors may, at their discretion, designate the time and place of additional meetings to conduct Chapter business. A quorum shall occur when a simple majority of the Board of Directors and four (4) members of the corporation are present at the annual meeting or other meetings called by the Directors.

Section 2.03 VOTING AND OTHER RIGHTS OF MEMBERS

Each member of this Corporation, except for Junior Members, shall be entitled to one vote. Junior members shall not be entitled to vote or hold office in the Corporation.

Section 2.04 ANNUAL DUES

Annual dues shall be set by the elected officers and shall be full calendar year dues. Such dues shall be payable on January 1st of each year. A non member that is joining for the first time and that

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has sent in their dues after August 1st will have those dues applied to cover the following year. Members must pay yearly dues to the Chapter and be a member of the international NAVHDA organization, as defined in Section 1.01 above, prior to participating in Chapter sponsored events. Such events include, but are not limited to: meetings, voting for Chapter Directors, training clinics, hunts at preserves, any type of shooting event, Chapter fund raising events, representation of the Chapter at any type of event, or any other event or function designated as Chapter sponsored.

Section 2.05 TERMINATION AND REINSTATEMENT

The Board of Directors, after a meeting and by affirmation vote of a majority of the voting Board of Directors present, may terminate or place on probation the membership of any member for a violation of the Corporation's rules; misconduct; any action determined by the Board of Directors to be harmful to the Corporation; any violation of Nebraska's hunting, fishing, trapping laws, or firearms laws; or any action contrary to the conduct of a sportsman who respects and conserves the natural environment.

The member in question will be notified of the meeting at least two (2) weeks prior to its date. The notice shall advise the member of the action(s) to be discussed. The member may bring witnesses to the action to discuss said action(s). The Board of Directors will then vote and issue its decision.

No refunds of dues shall be made to a membership that is terminated. A member, thus terminated, may petition the Board of Directors for reinstatement after a period of one year. The Board of Directors will vote on this petition by or at the following annual meeting. An affirmative vote of a majority of the Board of Directors present is required for reinstatement.

Section 2.06 DISPUTES

In the event of a dispute or grievance between or among members, and which is of such a serious nature as to damage the purposes or reputation of the Corporation, the President may appoint a committee consisting of at least three members of the Corporation, one of which shall be a member of the elected Board of Directors, who shall serve as Chairperson. The purpose of this committee shall be to gather facts and mediate the dispute. If no settlement can be reached by the efforts of the committee, the committee shall present the matter to the elected Board of Directors for final arbitration.

Section 2.07 LIABILITIES OF MEMBERS

No person who is now, or who later becomes a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to the assets of this corporation for payment.

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ARTICLE III BOARD OF DIRECTORS

Section 3.01 NUMBER, TITLE, & RESPONSIBILITIES OF DIRECTORS

The Board of Directors shall be elected by the membership and consist of six (6) members until the number of Directors is changed by amendment to these BYLAWS. They shall be the President, Vice President, Secretary, Treasurer, Director of Training and Director of Testing.

Section 3.02 PRESIDENT

The President shall have general supervision, direction, and control of the business and affairs of the Corporation. He/She shall preside at all meetings of the members.

Section 3.03 VICE PRESIDENT

In the absence or disability of the President, the Vice President shall perform all the duties of the President and in so acting shall have all the powers of the President. The Vice President shall have other powers and perform other such duties as may from time to time be prescribed by the President.

Section 3.04 SECRETARY

The Secretary shall keep a full and complete records of the proceedings of the elected Directors, shall keep the seal of the Corporation and affix it to such papers and instruments as may be required in the course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of records of the Corporation, and shall discharge such other duties as may be prescribed by the President.

Section 3.05 TREASURER

The Treasurer shall receive and safely keep all funds of the Corporation and deposit them in the bank(s) designated by the Directors. The Treasurer shall keep a written record and provide a yearly report of the funds received, deposited, or disbursed. The Treasurer shall have other powers and perform other duties as may be prescribed from time to time by the President.

Section 3.06 DIRECTOR OF TRAINING

The Director of Training shall be responsible for and have broad discretion for the conducting of the Chapter's training clinics. The Director of Training's responsibilities shall include but not be

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limited to: the setting of training clinic dates; the procurement of lands on which to conduct the training; the procurement of any and all permits and approvals to conduct said training; the collection of fees from participants at the training clinics; assignment of training clinic participants to groups to effectually use the training clinic property; and the assignment of group leaders; advise the Treasurer of funds received and disbursed to conduct the clinics.. In addition, the Director of Training may take any action the he or she deems necessary to insure the safety of participants and their families, guests, and the general public.

SECTION 3.07 DIRECTOR OF TESTING

The Director of Testing shall be responsible for the Chapter's tests. The Director of Testing's responsibilities include, but are not limited to the setting of dates and locations for the Chapter's tests; the procurement of any and all permits and approvals or those tests; insuring all necessary equipment and game is available for and at the tests; insuring sufficient membership is available to work at the tests; assigning membership to specific tasks at the tests; take any actions necessary to insure the safety of participants and their families, guests, and the general public, and provide the Treasurer with the necessary information to issue payment for test expenses.

SECTION 3.09 QUORUM

Four (4) members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 3.10 POWERS OF DIRECTORS

The Board of Directors shall be empowered to operate as prescribed within these BYLAWS. The Board of Directors shall conduct the business of the Corporation until such time as new elections take place and new elected Directors are installed.

Section 3.11 VACANCIES

Should a vacancy occur on the Board of Directors, the remaining Directors shall fill the duties of that Director. Should two or more vacancies occur on the Board of Directors, the Secretary shall conduct an election to fill the open positions on the Board. Such election shall follow the procedure to allow members to nominate and vote for Directors to fill existing vacancies until the next scheduled election. The Officers shall be responsible to conduct and insure the validity of the election.

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Section 3.12 *COMPENSATION*

The Directors of the Corporation shall receive no compensation for their services as Directors. The Directors may be reimbursed for personal funds spent in conducting Corporate business.

ARTICLE IV **ELECTIONS**

Section 4.01 *FREQUENCY OF ELECTIONS*

Every two (2) years the members of the Corporation shall elect the six (6) members of the Board of Directors.

Section 4.02 *TERMS OF OFFICE*

The Board of Directors shall hold their offices for a period of two (2) calendar years commencing on January 1, following their election, and ending on December 31, two (2) calendar years thereafter.

Section 4.03 *NOMINATIONS*

The Secretary shall solicit the membership via writing or E mail for nominations for the members of the Board of Directors by June 1 of the second calendar year. Membership will be required to return nominations by July 1st and the Secretary is required to list all nominations on a ballot for each office and submit said ballot to the membership by August 1st. Ballots must be returned to the Secretary by September 1st. The Secretary will total the results and send the results to the membership by October 1st. The ballots will be retained by the Secretary for a period not less than three (3) months and any member may review those ballots upon written or oral request to the Secretary

Section 4.04 *ELIGIBILITY*

All persons, who have been a member of the Corporation for a minimum of two consecutive years at the time of their nomination, shall be eligible to become a nominee for election to the Board of Directors.

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Section 4.05 *DISPUTES AND PROCEDURES*

The Board of Directors shall be the sole arbiter of disputes with regards to the validity of any election. The Board of Directors shall be empowered to invalidate the results of an election for good cause and place in office said person(s) as whom the Board has reasonable certainty should have rightfully been declared elected or the Board may invalidate the election results and schedule a new election. The date of such election shall be declared by the Board to all members and the Board shall be responsible to conduct said election, tabulate the results, and report the results to the membership.

ARTICLE V AMENDMENT & REVIEW OF BYLAWS

Section 5.01 *PROCEDURE*

Any proposed amendment of, addition to, or repeal of these BYLAWS must first be initiated by a majority of the members of the Corporation. Upon receiving such a proposal, the Secretary will send an E mail to voting members of the Corporation, a typed ballot setting forth the proposed amendment, addition, or repeal. The ballots will direct, that they must be returned to the Secretary no later than 30 days following the date the ballots are E mailed to members. These BYLAWS may be amended or repealed only by affirmative vote of a simple majority of the voting members of the Corporation who submit ballots within such 30 day period.

Section 5.02 *BYLAW REVIEW*

The Board of Directors shall review these BYLAWS every five (5) years and may propose amendments to the BYLAWS by means discussed in the above paragraph.

ARTICLE VI COMMITTEES AND APPOINTMENTS

Section 6.01 *COMMITTEES AND APPOINTMENTS*

Committees and appointment of members for specific purposes or activities may be designated by the Corporation's President.

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ARTICLE VII FINANCIAL STATEMENT, MINIMUM FUNDS & EXPENDITURE OF FUNDS

Section 7.01 FINANCIAL STATEMENT, MINIMUM FUNDS & EXPENDITURE OF FUNDS

A financial statement of the Corporation shall be published annually by the Treasurer. The Treasurer shall insure the Corporation's funds are maintained. Expenditures are to be approved by vote of the Directors, except a Director is authorized to expend a maximum of \$300.00 for the purchase of items, such as, but not limited to ammunition, popper loads, and clothing items required for the Corporation to function. No Director may expend more than \$500.00 per year without vote of the Directors. This does not include the purchase of birds for scheduled training days, any tests the Chapter may run, or demonstrations at public gatherings for foster, improve, promote, and protect the versatile hunting dog.

ARTICLE VIII DISSOLUTION

Section 8.01 PROCEDURES

The Chapter may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of the dissolution of the Chapter, whether voluntary, involuntary, or by operation of law, none of the property of the Chapter, nor may proceeds thereof, nor any assets of the Chapter shall be distributed to any members of the Chapter, but after payment of the Chapter's debts, its assets shall be given to a charitable organization(s), which operates to promote and foster versatile hunting dogs, and/or the assets may be given to a charitable organization or governmental entity, which will use the assets to purchase and/or improve game bird habitat. The decision on the disbursement of assets will be made by the Board of Directors after seeking input from the Chapter's members.