

CONSTITUTION AND BYLAWS
FOR THE
ONONDAGA COUNTY FEDERATION OF SPORTSMEN'S CLUBS INC.

As approved by the Board of Directors on June 3, 2002. This Constitution and Bylaws supersedes any and all previous versions.

PREAMBLE:

Note – For simplicity, all gender references within this document are male. However, all references apply equally to male and/or female, as applicable.

WHEREAS, the Onondaga County Federation of Sportsmen's Clubs, Incorporated, has existed and functioned capably for many years fulfilling its objects and purposes of representing the interests of sportsmen by working for the protection, propagation, and distribution of fish and wildlife and by acting as advocate for the protection of natural resources within the County of Onondaga, and WHEREAS, the Federation has become recognized as the representative of the sportsmen of Onondaga County before the New York State Conservation Council, the Fish and Wildlife Management Board, the Conservation Fund Advisory Board, and the New York State Department of Environmental Conservation and WHEREAS, it has become increasingly apparent that changes and amendments in the organization, management, and operation of the affairs of the Federation are necessary and useful to better meet and cope with rapidly changing environmental conditions within the State and County,

NOW, THEREFORE, the members assembled do, hereby, adopt the following Constitution and Bylaws:

CONSTITUTION

ARTICLE I

NAME

This Corporation shall be known as the Onondaga County Federation of Sportsmen's Clubs, Incorporated.

ARTICLE II

OBJECTIVES:

The objectives of the Federation shall be to:

- create and foster better hunting, fishing, and trapping;
- recommend to the proper authorities, and aid in the enactment of, laws and regulations for the protection and effective management of all fish and wildlife, forests, habitat, air, and water;
- increase fish and game through propagation and habitat improvement;
- improve conservation practices generally throughout Onondaga County, the State of New York, and the United States;
- hold meetings at regular intervals to increase the knowledge of members on matters pertaining to the objects of the Federation;
- do any and all things necessary and proper in connection with, or to foster, any of the foregoing.

ARTICLE III

CORPORATE SEAL

The Corporate Seal of this organization shall be circular in form inscribed with the name of the corporation and the year in which its charter was issued.

ARTICLE IV

MEMBERSHIP

Membership in this Federation shall be determined by the Board of Directors and approved by the current membership.

The Federation shall be composed of hunting, fishing, trapping, shooting, archery, and other related organizations, or any conservation organization whose interests include objectives of this Federation. Each organization shall provide one member to the Federation who shall be known as a delegate.

A voting member of the Federation shall be any delegate, officer, or director.

ARTICLE V

OFFICERS AND DIRECTORS

The officers of the Federation shall be: President, Vice-President, Secretary, Treasurer, Councilman to the New York State Conservation Council, and Alternate Councilman to the New York State Conservation Council.

Each officer shall be elected at the annual delegates meeting by a plurality vote of the members present and each shall serve a term of one year, and until the next annual delegates meeting.

An officer may hold only one office at a time but is allowed to be a committee chair or committee member.

The officers shall assume their duties immediately upon election at the annual delegates meeting.

There shall be a Board of Directors which shall consist of duly elected officers and six directors, with two directors to be elected for a term of three years at each annual delegates meeting, except that at the first annual delegates meeting following the adoption of this Constitution the term of office of each director shall be separately and distinctly stated upon his nomination, and the six directors shall be elected for staggered terms, two of which will expire in each subsequent year.

A director may hold only one office at a time but is allowed to be a committee chair or a committee member.

ARTICLE VI

DUTIES OF OFFICERS AND DIRECTORS

PRESIDENT

The President shall preside at all delegate meetings of the Federation, and shall call special meetings of the Board of Directors at his discretion. He shall be the official representative/spokesman of the Federation. He shall also perform any other duties as shall regularly pertain to his office. He shall be, ex officio, a member of all standing and special committees. He shall submit an annual report and shall cause to be made such other annual reports as he shall deem necessary.

The President shall also dispense Federation checks in the event that the Treasurer is unable to do so.

VICE-PRESIDENT

The Vice President shall assume the duties of the president in the absence of the President, and shall assist the President in the discharge of his regular duties. The Vice-President shall preside as Chairman over all meetings of the Board of Directors.

SECRETARY

The Secretary shall

- Keep the minutes of Federation meetings and the meetings of the Board of Directors, and shall have custody of all reports, communications and documents of the Federation;
- Have custody of the Corporate Seal;
- Maintain a correct listing of the Federation membership including addresses;
- Direct the correspondence of the Federation and give due notice of all meetings;
- Insure that copies of the written minutes of the prior delegates meeting are delivered to the member delegates before the next delegates meeting;
- Retain adequate quantities of the Federation stationery and distribute as necessary;
- Perform such other services as may, from time to time, be required by the membership or by the Board of Directors.

TREASURER

The Treasurer shall:

- Notify member organizations of dues and other financial obligations as these become payable;
- Assume charge of the fiscal affairs of the Federation and keep, in books provided for that purpose, a correct accounting of all moneys received or paid;
- Disburse funds at the direction of the Board of Directors;
- Deposit Federation funds in such bank or other financial institutions as shall be approved by the Board of Directors;
- At each Directors meeting, provide a detailed current financial report to the officers and directors and insure that a summary of the report is included in the Board Minutes; the Treasurer shall also give a verbal report at the next delegates meeting;
- Submit at the Board of Directors meeting next preceding the annual delegates meeting, all of his books and vouchers for audit by the Board of Directors who shall, at the next annual delegates meeting, report the results of their audit to the Membership at large.

BOARD OF DIRECTORS

The Board of Directors shall have general supervision of the property, finances and affairs of the Federation. They shall meet at such times and places as may be designated by resolution of the Board, or when called by the President upon due notice given to each Director, or upon written request of any three members of the Board of Directors delivered in person or by certified mailing, to the Secretary, who shall thereupon issue a call for a meeting of the Board of Directors. The Board shall make such rules and regulations for the conduct of their meetings and the management of the affairs of the Federation, as they shall deem proper.

They are empowered to fill any vacancies occurring upon the Board of Directors, or among any of the elected officers of the Federation, provided, however, that such vacancy shall be filled only until the next annual delegates meeting.

The Board of Directors is also empowered to act in any situation, where, because of time limitations, it is impossible, or inconvenient to convene a special meeting of the delegates.

COUNCILMAN TO NEW YORK STATE CONSERVATION COUNCIL

The Councilman shall be the official liaison between the Federation and the New York State Conservation Council and shall represent the Federation in all matters before the Council. It shall be his duty to attend upon all meetings of the Council whenever these shall be called, and he may, at his discretion, attend any committee meetings of the Council to which he may be appointed, or in which he may have any interest.

The Councilman shall report to both the Board of Directors and the delegates, at their regularly scheduled meetings, all activities of the Council and carry resolutions of the Federation to the council. The Councilman shall vote as instructed by the delegates, or the Board of Directors, on any issue before the Council, or if uninstructed, as his knowledge and conscience may dictate.

ALTERNATE COUNCILMAN TO NEW YORK STATE CONSERVATION COUNCIL

The Alternate Councilman may accompany the Councilman to all Council meetings, and he may attend any committee meetings of the Council, where permitted or proper, and shall, in the absence of the Councilman, assume the duties of representing the Federation before the Council.

BYLAWS

ARTICLE VII

MEETINGS, NOTICES, AND QUORUM

MEETINGS

The annual delegates meeting of the Federation shall be the December meeting of each year, at which time officers and directors shall be elected for the ensuing year. Locations for the Federation's monthly meetings for the coming year will be determined at the annual meeting.

A regular delegates meeting shall normally be held on the third Monday of each month at such time and place as shall be announced by the President at the preceding monthly meeting.

Special meetings of the Federation may be called by the President or by the Secretary if he shall be petitioned, in writing, by not less than fifteen active Federation delegates.

NOTICES

It shall be the duty of the Secretary to mail a written notice of each annual delegates meeting, and of all special meetings to the appropriate participants, at least ten days in advance of any such meeting. The purposes of any special meeting shall be stated in the notice.

QUORUM

At any meeting of the Federation, regular delegates meeting, annual delegates meeting or special meeting, the presence of one-third of the voting delegates shall constitute a quorum for the transaction of business.

A quorum for the Board of Directors shall consist of not less than six members, including the presiding officer.

ARTICLE VIII

COMMITTEES

The following committees shall be recognized as Standing Committees of the Federation:

Game Committee
Fish Committee
Conservation Committee
Hunter Safety Committee
Legislation Committee
Habitat/Access Committee

Chairmen for standing committees shall be appointed by the President at the first monthly meeting following the annual meeting. The President shall also establish any additional special committees, and shall appoint the chairmen for these committees, as necessary. The term of appointment of all committee chairmen shall expire at the annual delegates meeting, upon election of new Officers, or upon completion of the committee business, when properly discharged by the President, whichever shall first occur.

Not later than the November delegates meeting in each year, the President shall appoint a nominating committee, which shall consist of not less than three voting members, whose duties it shall be to propose and present to the delegates present at the next succeeding annual delegates meeting, recommendations for each of the various elective offices, including directorships. Such recommendations, however, shall not preclude nominations from the floor at the annual delegates meeting.

ARTICLE IX

DUES, MEMBERS AND DUTIES

DUES

Each member organization of the Federation shall be assessed annual dues by the Board of Directors. The amount of such assessment shall be announced by the Treasurer at the annual delegates meeting, and such assessment shall not be changed during the ensuing year or before the next annual delegates meeting. Annual dues shall be paid to the Treasurer on or before the 31st day of March in each year. Thereafter, a member organization shall be considered to be in arrears and shall lose voting and all other active membership privileges until such time as dues are paid.

MEMBER ORGANIZATION/DELEGATE DUTIES

It shall be the duty of each voting member organization to assign a delegate and alternate delegate to represent their organization. The delegate will provide the Federation's Secretary with a complete list of names and addresses of the officers of the parent organization to which he belongs, together with the number of active members in that parent organization.

It shall also be the duty of each delegate to attend the monthly delegates meeting and to report to their organization regarding the activities of the Federation.

A voting member organization or delegate may have their voting privileges suspended, or may be expelled from the Federation, for any violation of the objects of the Federation's Constitution and Bylaws, provided that charges are presented in writing by any delegate, officer, or director, to the Board of Directors who shall determine the validity of the charges. If such charges are found to have merit, the Chairman of the Board shall present them at the next following regular delegates meeting. Suspension or expulsion of the accused party or parties will result only upon a two-thirds majority vote of the voting delegates present.

Should any delegate, for any reason, cease to be a member of an organization upon which his membership in the Federation is predicated, he shall, immediately, cease to be a member of the Federation and shall be without rights or privileges thereafter.

ARTICLE X

RULES

The meetings of this organization shall be governed by the current Roberts Rules of order on all points not specified in this constitution.

To limit and control discussion at meetings, the delegate shall have sole authority to speak and to vote. In the absence of the designated delegate, the alternate delegate shall be empowered to act.

The Charter of this Federation, granted by the State of New York, and this Constitution and Bylaws, together with any amendments hereafter enacted, shall constitute and establish the organization of the Corporation, and shall govern the relations of the members to the Corporation and to each other.

In cases of conflict, provisions of the Charter shall govern the Constitution and Bylaws for this Federation and the whole shall be subject to the laws of the State of New York and the United States of America.

ARTICLE XI

AMENDMENTS

Any amendment(s) to this Constitution and Bylaws shall be proposed at a regularly scheduled meeting. The proposal must be presented in writing by any voting member and shall be referred to a special committee appointed by the President for study. The committee shall render a report thereon at the next regularly scheduled Board of Directors meeting. After review and approval by the Board of Directors, the Secretary shall provide written notice of the proposed amendment(s) to each member delegate of the Federation and allow adequate time for their review. At an agreed upon subsequent regular delegates meeting, the amendment(s) shall be discussed and, if no further discussion is needed, shall be voted upon. If approved by a two-thirds vote of the members present, the amendment (s) will become adopted.

Each amendment shall be singular in its focus and afforded its own vote.

All resolutions, directives, appointments, or regulations heretofore promulgated, ordered or decreed by the officers, or by the directors, or the membership at large, which are not in conflict with any portion of this Constitution and Bylaws shall be considered valid and binding, and of full force and effect, and they are hereby declared so to be.

This Constitution and Bylaws shall be considered adopted when it has been approved by the existing Board of Directors, and has received the favorable vote of a majority of the members present at any regular meeting.

AMENDMENT TO FEDERATION
CONSTITUTION & BYLAWS

June 28, 2006

An amendment to Article V, OFFICERS AND DIRECTORS, adopted June 6, 2002..

The current wording regarding the Board of Directors reads as follows:

‘There shall be a Board of Directors which shall consist of duly elected officers and six directors, with two directors to be elected for a term of three years at each annual delegates meeting, except that at the first annual delegates meeting following the adoption of this Constitution the term of office of each director shall be separately and distinctly stated upon his nomination, and the six directors shall be elected for staggered terms, two of which will expire in each subsequent year.’

Background - at the Federation Board meeting held on November 7, 2005, the Board members voted to add two additional directors to the Federation Board of Directors, limited to one year terms, for a total number of eight Board of Directors. Formal approval of this amendment to Article V, Officers and Directors, will require a two-thirds vote of the Federation delegates at a previously announced meeting.

The following amendment to Article V was passed:

‘There shall be a Board of Directors which shall consist of duly elected officers and eight directors, with two directors to be elected for a term of three years at each annual delegates meeting. At the first annual delegates meeting following the adoption of this Constitution the term of office of each director shall be separately and distinctly stated upon his nomination, and six of the eight directors shall be elected for staggered terms, two of which will expire in each subsequent year. Two additional directors shall be elected for one year terms at each annual delegates meeting.’