

NORTHEASTERN KENTUCKY
FISH & GAME ASSOCIATION



BY-LAWS

REVISED FEBRUARY 23, 2008

BY-LAWS
Of
NORTHEASTERN KENTUCKY FISH AND GAME ASSOCIATION, INC.

ARTICLES I Offices

The principal office and mailing address of the corporation shall be located on South Big Run Road, P.O. Box 5061, Ashland, Kentucky 41105-5061.

ARTICLE II Membership And Meetings

A. Membership. Any Person may become and be a member of the corporation by the payment of dues and compliance with the rules and regulations of the Association. The board of directors shall create individual, associate and family memberships in the corporation. A family membership shall include husband, wife and all children under the age of eighteen years.

B. Loss of Privileges. The Board of Directors shall have the authority to suspend, after a hearing, any members' privileges to use corporation facilities for failure to comply with the rules pertaining to safe use of firearms, bows and arrows, gambling, use of alcohol or drugs, sexual harassment, fighting, inappropriate use of profanity in mixed company, or like conduct as may be established by Members' Rules of Conduct.

C. The ultimate authority over the Association shall remain in the collective members of the Association shall remain in the collective members of the Association, provided that as to family memberships only one adult member shall have the right to vote. An associate member shall not have voting privileges, but shall be entitled to receive publications provided to members.

D. Annual meetings; extended time for voting.

The annual meeting of the members shall be held on the first Saturday in March, beginning with the year 1997, at the hours of 7:00 PM, local time, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. To accommodate members' opportunity to vote for directors shall be available from 10AM to 7PM on the date of the annual meeting. Each person voting during the extended voting period shall show a current membership card as condition of eligibility for voting.

E. Special meetings

Special meetings of the members may be called by the president, by a majority of the members of the board of directors, or by the not less than one-third of all of the

members entitled to vote at the meeting as shall be determined by current, paid membership records.

F. Place of meeting

The board of directors may designate any place within Boyd County, Kentucky as the place of meeting for any annual meeting or for any special meeting called by the board of directors.

If no designation is made, or if a special meeting is called by other than the board of directors, the place of meeting shall be the principal office of the corporation.

G. Notice of meeting

Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 60 days before the date of the meeting, either personally, by telephone, teletype, or other form of wire or wireless communication, or by mail or private carrier, by or at the direction of the president, the secretary, or the persons calling the meeting, to each current member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the shareholder at his or her address as it appears on the records of the corporation, with first class postage thereon prepaid.

H. Eligibility for Voting.

Each single member or the one adult person who is the member of record of each family holding a family membership shall be entitled to vote at any meeting of the membership, provided that the dues for such membership have been paid for the year in which the meeting is held.

I. Vote Solicitation

No solicitation of votes for directors within 300 yards of the polling place.

J. Nominees for Director

Nominees for director must have attend at least four (4) of the regular club monthly meetings or board of director meetings in the previous calendar year (January through December) for their nominations to be valid.

K. Quorum

A quorum shall be deemed to exist when twenty (20) current members of the corporation are present.

If no quorum is present, the members present at a duly called meeting, regardless of number of members present, shall have the power to adjourn the meeting to a day certain. Notice provisions shall not apply to any adjourned meeting.

If a quorum is present at the beginning of a meeting, the members present can continue to do business for the remainder of the meeting and for any adjournment thereof, notwithstanding the withdrawal of enough shareholders during such meetings to leave less than a quorum.

ARTICLE III Directors

A. General powers

The affairs and activities of the corporations shall be managed under the direction of a board of directors which shall possess all necessary authority to authorize or not authorize any specific action or activity. The board of directors shall establish rules of conduct for members, a copy of which shall be provided to each member.

B. Number and tenure

The board of directors shall consist of not less than three (3) nor more than seven (7) members, as shall be determined annually by the members.

Those directors receiving the most votes and in number as shall constitute a quorum for board meetings shall hold office for a two (2) year term. All other directors shall serve a one (1) year term which term will expire at the next annual shareholders' meeting following his election, or until his successor has been elected and qualifies for the office, whichever period is longer.

C. Regular meetings; Roberts Rule of Order

All meetings of the board of directors shall be conducted in accordance with Roberts Rules of Order.

A regular annual meeting of the board of directors shall be held without notice other than this by-law immediately after and at the same place as the annual meeting of shareholders.

The board of directors shall determine the date and time of and location of regular monthly meetings. Unless otherwise determined by the board of directors the agenda of each meeting shall be:

1. Old business
2. Treasurers and Committee/Division reports.

A financial report shall be presented at each meeting.

Each Committee and Division shall be given an opportunity to report on its activities.

3. New Business.

All invoices to be paid shall be presented as new business items. Each such invoice shall be accompanied by a purchase order or statement of the authorizing authority of the purpose for the purchase or service and verification of the receipt of such goods or service by the corporation. No payment of any invoice shall be authorized without written documentation supporting such payment.

D. Special meetings

Special meetings of the board of directors may be called by or at the request of the president or one-third of the sitting directors. The Person or persons authorized to call special meetings of the board of directors may fix the location, date and time for holding any special meeting of the board of directors called by them.

Notice

Notice of any special meetings shall be given at least three (3) days prior thereto by written notice delivered personally or mailed to each director at his/her business or home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The board of directors may agree upon informal notice provisions if adopted by unanimous consent.

Waiver of Notice

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, unless the director promptly upon his arrival at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. There is no requirement that an agenda be provided for any special meeting of the board of directors.

Quorum

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority

of the directors are present at said meeting, a majority of directors present may adjourn the meeting from time to time without further notice.

Manner of acting: Open and Executive Session.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. The board of directors may, by vote, declare the meeting to be in executive session or an open meeting. If the meeting is declared to be in executive session no person other than directors shall be present unless all directors consent.

E. Vacancies on the Board

Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors even if there exists less than a quorum of the board of directors. A director elected to fill a vacancy shall serve until the next shareholders' meeting at which directors are elected.

Any director who misses three (3) consecutive regular board meeting, except in the case of illness or upon advance notice to the board, shall be deemed to have resigned as a director, and his/her position shall be deemed vacant.

F. Committees

The board of directors shall have authority to establish and abolish, from time to time, such committees as it may consider necessary or convenient for the conduct of its business. However, the board of directors shall create standing committees for membership, wildlife conservation, youth activities and finance. Each such committee shall work with each authorized division to advance the non profit purposes of the corporation within its designated areas of concern. Standing committees shall not be abolished except upon a vote of the membership at an annual meeting.

G. Divisions

The board of directors shall have the authority to establish and abolish, from time to time, such divisions as it may consider necessary or convenient to serve the interest of the members within the limitations of the Articles of Incorporation, deeds, leases or applicable laws. A division shall be an activity of interest to members, such as fishing or conservation practices, in which not less than ten (10) members express an interest, and as to which such members submit a written proposal stating what the activity proposes to do, how it will be accomplished, what costs are involved to the corporation, and the manner in which the members propose to organize and conduct the affairs of such division.

No activity which involves wagering or use of alcoholic beverages shall be approved.

Any activity involving the discharge of firearms or the transport or storage of ammunition on corporation property shall not be approved until all legal requirements for firing ranges, trap or skeet fields, associated safety procedures, and a review of current insurance coverage have been reviewed. This review shall be conducted annually and by the anniversary date of the prior review.

Each division shall elect a division chair person who shall be expected to attend board meetings, make monthly reports on the division's activities, and make recommendations for improvement of activities. Division chair persons shall not have the power to vote at board meetings.

H. Budget, Fees and Charges

The board of directors shall establish a budget for corporate activities on an annual basis, fix membership fees, charges for activities and the prices of all items sold at retail to fund such budget. A proposed budget for the following year shall be submitted to the membership for review at least thirty (30) days before each annual meeting.

ARTICLE IV Officers

A. Number and Titles

The officers of the corporation shall be a president, one or more vice presidents, a treasurer, a secretary, and such other officers as may be appointed by the board of directors in accordance with the provisions of this article.

B. Term of office

The officers of the corporation shall be appointed annually by majority vote of the board of directors at the first meeting of the board of directors held after each annual meeting of shareholders. If the appointment of officers is not made at such meetings, the election shall be held as soon thereafter as is convenient. Vacancies may be filled or new offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his/her successor has been duly elected and qualified, or until he/she resigns or has been removed from office in the manner hereinafter provided.

C. Removal/Presumption of Resignation

Any officer appointed by the board of directors may be removed by the board of directors, with or without cause, whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to contract rights for services to be rendered for pay to the corporation which have been approved by the board of directors. The appointment of a member as an officer or agent shall not in and of itself create a contractual right to compensation for services rendered in discharging the duties of such office or agency.

Any officer who is absent from three (3) consecutive board of director meetings, except for illness or upon advance notice to the board, shall be deemed to have resigned his/her position and such position shall be deemed vacant.

D. President

The president shall be the chief administrative officer of the corporation and shall administer and supervise affairs of the corporation. The president shall oversee all record keeping, except as to financial matters, compliance with applicable laws and regulations perform or cause to be performed regular and periodic inspections of the corporation's properties and facilities. In addition, the president shall discharge such other duties as may be prescribed by the board of directors from time to time.

The president shall have the authority to summarily close down any activity conducted on corporation property at any time on grounds of safety, failure to keep required records, upon the occurrences of gambling or use of alcoholic beverages.

The president shall be the primary spokesman for the corporation and it's primary representative in all public affairs.

The president shall serve as a non-voting, ex officio member of the board of directors, during his/her term of office.

E. Vice President

In the absence of the president or in the event of his/her inability or refusal to act as determined by the board of directors, the vice president 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. The vice president shall perform such other duties from time to time may be assigned by the president or by the board of directors.

F. Treasurer

The treasurer shall be the chairman of the finance committee.

The treasurer shall have charge and custody of and be responsible for the receipt of all funds and securities of the corporation. This shall include all funds generated by each division or activity authorized by the board of directors.

The treasurer shall give receipts upon payment of due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors. A permanent record of all receipts and deposits shall be maintained by the Treasurer for a period of five (5) years at which time the board of directors shall determine whether or not such records shall be destroyed.

The treasurer shall establish the method and manner of keeping financial records for each division or activity, and the time and manner in which any funds thus generated are turned over to the treasurer.

The treasurer shall perform such other duties as from time to time may be assigned by the board of directors, including, but not limited to, working with the independent accountant engaged by the corporation, who shall be entitled to access to all financial records of the corporation. In all technical accounting matters the Treasurer shall follow the written advice of the independent accountant engaged by the corporation.

The Treasurer shall sign checks issued as payment by the corporation along with a designated member of the board of directors as provided in Article 5 (C), below, only after such payment has been approved by the board of directors. The board of directors may, in its discretion from time to time, authorize in advance the establishment of a petty cash account and payments from such account for goods or services received. Any cash payments from the petty cash account, if authorized, shall be made only upon written receipt from the recipient of such funds.

The treasurer shall make monthly reports to the board of directors as the financial condition of the corporation, and shall advise the board of directors of the financial performance of the divisions.

The treasurer shall not assume office until he has qualified for a fidelity bond in the amount of Ten Thousand (\$10,000.00), the cost of which shall be paid by the corporation.

G. Secretary

The secretary shall keep written minutes of the shareholders' and of the board of directors' meetings in one or more books provided for that purpose.

The secretary shall be responsible for the giving of all notices in accordance with the provisions of these bylaws or as required by law, and the maintenance of files of all corporate correspondence, licenses, permits and official documents.

The secretary shall perform all duties assigned by the president or by the board of directors and shall receive such support in the way of office space, equipment, supplies, storage space, and assistance as are reasonable and necessary to perform such duties.

H. Other Officers

Should the board of directors create any other offices and appoint any other officers, it shall assign such offices and officers specific duties. No position shall be deemed created unless the function and duties of said position are stated.

ARTICLE V Contracts, Loans, Checks, and Deposits

A. Contracts and agreements

The board of directors may authorize the president or any designated officer (s) or agent (s) to enter into and execute a contract or agreement or execute and deliver any instruments in the name of and on behalf of the corporation not in violation of the Articles of Incorporation, existing deeds, leases, or applicable law.

B. Loans

No loans shall be contracted on behalf of the corporation or in its name, and no evidences of indebtedness shall be issued in its name or signed by any person unless authorized by a resolution of the board of directors.

The board of directors shall not be authorized to approve or authorize any person to sign any loan document wherein the corporation is a guarantor of, or makes any loan accommodation to any person, firm or corporation.

C. Checks, drafts, orders, etc.

All checks, drafts, or other orders for the payment of money by the corporation shall be first approved at a regular board of directors meeting, and then signed by the treasurer and one designated member of the board of directors, whose name shall appear in the minutes of such meeting. In the event the treasurer is unavailable, the board may designate two of its members to sign checks, provided the procedures authorizing payment are followed. The sole exception to this procedure shall be payment from the petty cash fund, if approved, according to the terms set by the board of directors.

D. Deposits

All funds of the corporation shall be deposited by the treasurer from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select, and as to each deposit or transfer of funds a written document shall be obtained and preserved as a corporate record.

ARTICLE VII Fiscal Year

The fiscal year of the corporation shall be the calendar year.

ARTICLE VIII Indemnification of Officers and Directors

The corporation, by unanimous vote of the board of directors, may establish a policy under which the corporation may indemnify under stated conditions any or all directors and officers of the corporation who are threatened by a third party or parties to be made a defendant or respondent to any threatened, pending, or completed action, suit,

or proceeding (whether civil, criminal, administrative, or investigative) merely by reason of the fact that he is or was a director or officer of the corporation, to the fullest extent that is expressly permitted or required by the statutes of the Commonwealth of Kentucky and all applicable law.

The corporation shall not indemnify any office or director as to any matter in which personal willful or wanton conduct, bad faith or moral turpitude is charged against the director or officer by third parties, or as to any matter brought by the corporation against such director or officer.

ARTICLE IX Areas and Grounds; Beautification

To the extent possible each Division shall be assigned a non-exclusive, designated area under corporation control or ownership in which it shall conduct its activities. Such designation shall not prevent any member from walking through the area, unless activities involving firearms, archery, or other hazardous are then in progress.

1. Housekeeping. Each division shall keep the area assigned to it free of trash, pathways clear of weeds and bushes, and where appropriate grass areas cut on a regular basis. Trash removal procedures shall be recommended by the division to the board of directors.

2. Beautification. Board of directors' approval is required prior to the planting of any flowers, shrubs or trees in any area. Each division shall be encouraged to development a beautification plan.

3. Wildlife Feeding Areas. Each division shall be encouraged to develop coordinate plans for wildlife food plots in conjunction with advice from the county agricultural agent.

4. Funding. All programs approved under this Article shall be funded by the corporation on an annual budget basis.

ARTICLE X Amendment of By-laws

The board of directors may alter, amend, or rescind these bylaws, subject to the rights of the members to repeal or modify such actions.

ADOPTION:

The foregoing By-Laws were adopted by the Board of Directors, Northeastern Kentucky Fish and Game Association on the ____ day of _____, 2008.

ATTEST: _____ President

ATTEST: _____ Secretary