

BY-LAWS
OREGON
DUCK HUNTER'S
ASSOCIATION



As Amended
January 9, 1991

**AMENDED
OREGON DUCK HUNTER'S
ASSOCIATION BY-LAWS**

**ARTICLE I
NAME**

The name of this Association shall be OREGON DUCK HUNTER'S ASSOCIATION

**ARTICLE II
OBJECTIVES**

The purpose and objectives for which this Association was founded and exists are:

- (a) To assist and promote the perpetuation of migratory birds and their habitat in order to provide for more and better bird hunting and recreation for Oregon hunters.
- (b) To assist and cooperate with the Oregon department of Fish and Wildlife, the United States Department of Fish and Wildlife Service, and such other agencies and outdoor organizations whose purposes are within our Association's interests.
- (c) To promote and maintain friendly relations with governmental agencies, land owners and other sportsmen and sports organizations that share mutual interest with this Association.
- (d) To cooperate with law enforcement agencies by promoting respect for and compliance with game laws and regulations.
- (e) To assist in promoting knowledge and observance of those laws among out members and other sportsmen.

This Association shall operate without intention or purpose of profit and shall be non-profit and non-sectarian.

ARTICLE III

MEMBERSHIP

Section 1. Any person shall be eligible for membership when nominated by a member in good standing. The membership application will be approved if acceptable to a majority of the Board of Directors and accompanied by dues for one year.

Section 2. Membership shall consist of the following categories:

- (a) Regular membership – all adult members not belonging to any of the following groups.
- (b) Honorary membership – any member designated by the Board of Directors as not required to pay dues for the current year.
- (c) Life membership – any member recognized by the Board of Directors for outstanding contribution to this Association and designated as not required to pay dues during his or her lifetime.
- (d) Junior membership – any minor person otherwise qualified for membership. This class of membership will not have voting privileges.
- (e) Gold membership – any regular or junior member paying a lump sum which shall constitute the full payment of annual membership dues for the duration of such members lifetime or legal existence of this Association whichever first terminates. Gold membership dues will be a sum prescribed from time to time by the Board of Directors and ratified by majority of the membership present at an annual or regular membership meeting.

Section 3. The annual membership dues will be a sum prescribed from time to time by the Board of Directors and ratified by a majority of the membership present at the annual membership meeting.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. The general membership meetings will be held on the second week of each month subject to waiver or change by the Board of Directors.

Section 2. The regular annual meeting shall be the general membership monthly meeting in may, or any following general membership meeting prescribed by two-third (2/3) affirmative vote the Board of Directors, and provided however that written notice is given to the members in good standing not less than fourteen (14) days prior to the meeting date.

Section 3. There will be no less than eight general membership meetings per year.

Section 4. Special meetings of the membership may be called by the President or a majority of the Board of Directors.

Section 5. Notice of any regular or special meeting shall be mailed to members in good standing not less than five (5) days before the date set for such meeting, except as otherwise provided herein.

Section 6. Officers and directors shall be elected at the regular annual membership meeting.

Section 7. The format for the regular monthly membership meeting shall be as follows:

- (a) Call to order.
- (b) Reading of the minutes of the last regular membership and Board of Directors meetings and intervening special meetings.
- (c) Reading of correspondence.
- (d) Treasurer's report.
- (e) Committee reports.
- (f) Unfinished business.
- (g) New business.
- (h) Program of the day.
- (i) Adjournment.

The format for regular monthly membership meetings may be varied at the discretion of the President and after written notice thereof to the membership.

Section 8. The format for special meetings shall be as follows:

- (a) Call to order
- (b) The transaction of special business for which the meeting was called.
- (c) Adjournment.

Section 9. Any business to come before a general membership meeting may be duly acted upon so long as written notification of such specific business has been given to the general membership not less than fourteen (14) days in advance to such meeting. A majority vote of the regular members in good standing and present at such meeting shall constitute valid approval of any issue properly before such meeting unless otherwise provided herein.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The Board of Directors shall, unless otherwise stated herein of contrary to law, have jurisdiction over all matters pertaining to the care, conduct, control, supervision and management of the Association, its property and finances, and may enter into contracts, pay obligations and make appropriations as they may deem necessary for the operation of the Association.

Section 2. It shall be the duty of the Board of Directors to make and publish rules regulating the use and occupancy of the rooms of the Association, the care and protection of its property.

Section 3. The Board of Directors shall have the following specific powers in addition to those granted by law:

- (a) To appoint delegates for the purpose of conferring with any association, club, agency or individual respecting any matter with which this Association may be concerned.

- (b) To regulate through enforcement of the Association's objectives the conduct of the members of the Association and their use of Association's property.
- (c) To suspend or expel a member for any conduct in violation of rules, or behavior improper to, prejudicial to or in derogation of the objectives or rules of the Association.
- (d) To prescribe duties for any of the officers in addition to those set forth herein.

Section 4. The members of the Board of Directors, unless otherwise provided herein, shall be elected by vote of the regular membership at the regular annual membership meeting and so elected shall serve until their successor is duly elected or appointed.

Section 5. The number of directors of the Association shall be thirteen including the past officers of the Association, who shall serve as regular members of the Board of Directors for one year following expiration of their term of office.

Section 6. Directors shall be elected for two year terms. The two-year terms shall be rotated so that the terms of three directors shall expire each year. Three new directors shall be elected for a two year term at each annual meeting.

Section 7. Meetings of the Board of Directors shall be held on call of the President or at the request of any three (4) or more Directors. Notice of any meeting of the Board of Directors shall be given to each member of the Board at least two days before the meeting.

Section 8. The Board of Directors shall fill any vacancy on the board by their majority vote. The newly-elected Board member shall serve for the unexpired term of the replaced board member.

Section 9. Any member of the Board of Directors who shall absent himself from three (3) consecutive meetings of such Board, unless he shall offer at the next monthly meetings as excuse for his absence which is satisfactory to the President, shall be deemed to have resigned as a member of said Board and cease to be a member thereof without further notice or act.

Section 10. The current Board of Directors shall, at the annual meeting of the Association, make a report of their proceedings during the preceding fiscal year and may recommend such measures as they may deem advisable.

Section 11. The Board of Directors shall meet regularly on the Tuesday following the regular monthly general membership meeting, and seven (7) members of the Board shall constitute a quorum for the purpose of conducting business.

Section 12. In the event a vacancy occurs in the office of President, Vice-President, Secretary or Treasurer, the Board of Directors shall elect a member in good standing to fill such vacancy, and such replacement shall be for the unexpired term.

ARTICLE VI

OFFICERS

Section 1. The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, who shall be elected at the annual meeting. Officers shall be members of the board and duties as are ordinarily incidental to such office, including the following specific powers and duties.

Section 2. The specific powers and duties of the President shall be as follow:

- (a) The President shall take charge and possession for all physical property of the Association and account to the Board of Directors for such property at the conclusion of his term of office.
- (b) The President shall preside over all meetings of the Association and Board of Directors and enforce the laws and regulations of the Association. He shall perform such other duties as shall be imposed upon him by resolution of the Board of Directors.
- (c) The President shall, with the Secretary, sign all written contracts and written obligations of the Association.

- (d) The President shall have the power to appoint committees whenever he deems it necessary, each committee to consist of not less than two (2z) members of the Association in good standing. Such committees may be, but not limited to, Finance, Legislation, Conservation, Hunting, Entertainment, Membership, and other committees which may be suggested by the Board of Directors.

Section 3. The specific duties of the Vice-President shall be as follows:

- (a) In the absence of the President, his duties shall be performed by the Vice-President, and in event of the death or disability of the President, the Vice-President shall act until the Board of Directors shall fill the vacancy.

Section 4. The specific duties of the Secretary shall be as follows:

- (a) The Secretary shall keep the minutes and other official reports of the Association, conduct the official correspondence of the Association, keep all records, books, documents, and papers relating to the Association in such place as shall be designated by the Board of Directors, and perform such other duties as may be assigned him bhy the Board of Directors.

Section 5. The specific duties of the Treasurer shall be as follows:

- (a) The Treasurer shall account for all moneys of the Association received by him and shall take charge of and promptly deposit the funds in the name of the Association in such bank or institution as shall be designated from time to time by the Board of directors. He shall not pay out the money for the Association except in such manner and for such purpose as shall be approved by resolution of the Board of Directors. The Treasurer shall render a statement of financial condition of the Association for the preceding fiscal year at the annual general membership meeting and which report shall be approved by an audit committee appointed by the Board of Directors.

Section 6. Any officer or member of the Board of Directors may be compensated in a manner provided and approved from time to time by a two-third vote of the Board of Directors for extraordinary services performed for the Association.

ARTICLE VII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws or any special rules of order this Association may dull adopt.

ARTICLE VIII

AMENDMENT OF BY-LAWS

These by-laws may be amended at a regular or special meeting of the general membership called for that purpose. Any such proposed amendment shall be carried by a favorable vote of not less than two-third (2/3) of the members in good standing and present; provided, however, that written notice of the proposed amendment or amendments shall be submitted to the Board of Directors and approved by a majority of the whole Board; and provided, however, that amendments be given to the Directors and members in good standing by the Secretary and not ess than fourteen (14) days prior to the meeting date at which such amendment or amendments shall be considered.

ARTICLE IX
DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event of dissolution of this Association, voluntarily or involuntarily, all assets of the Association at the time of such dissolution shall become the property of the Oregon chapter of Ducks Unlimited. In the event there is more than one Oregon chapter, then to each in equal portions. In the event there is no Oregon Chapter of Ducks Unlimited, then all assets to the National Organization of Ducks Unlimited, a non-profit organization.

These amended By-Laws were duly adopted by vote of the general membership of the OREGON DUCK HUNTER'S ASSOCIATION at the general membership meeting January 9, 1991.