BYLAWS OF THE BIEHLE SOCIAL CLUB

REVISED ON May 26th, 2021

BIEHLE SOCIAL CLUB
9533 Hwy B Perryville, MO 63775

Articles of Agreements

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, for the purpose of forming a corporation under the laws of Missouri, relating to benevolent, religious, scientific, educational, and miscellaneous associations under Chapter 352, RSMo, in connection with others, have entered into the following agreement:

ARTICLE I - NAME

The name of the Association shall be Biehle Social Club.

ARTICLE II -LOCATION

Its location shall be Biehle, Perry County, Missouri address of 9533 Hwy B Perryville, MO 63775.

ARTICLE III - LIFESPAN

The Association shall exist and continue perpetually.

ARTICLE IV - PURPOSE

The Association is formed for the following purposes: To encourage debating and reading; to assist and advise with any underprivileged or maladjusted teenage boys or girls with the view of making them good citizens; to provide so far as possible certain education programs for teenage boys and girls, such as, but not limited to, woodwork, carving, and other manual training; to promote boy's and girl's activities by providing meeting places and places of entertainment; to promote the spirit of fellowship and the spirit of good will among the members of this Association, and the people of the community; to promote strict adherence to the highest code of ethics in social relations; to encourage lawful group activities of various kinds; to promote competitive sports; to provide recreational facilities for youth and adult groups. To provide playground equipment for children of school age; to encourage and promote interest in soil conservation and wildlife programs; to encourage the study of and promote the interest in wildlife, boating, fishing, hunting, soil conservation, soil erosion, grasses, trees and shrubs, and to cooperate with any lawful agency interested therein; to provide camping sites; to buy lease, hold and own such real estate and personal property as may be necessary and expedient for the successful prosecution of the purposes of the Association; to sell, lease, and in any manner encumber and dispose of property of every kind, or any park of same, now belonging to or hereafter to be acquired by the Association; to borrow money, and to make contracts, and to secure the same by encumbering or pledging any or all of the property of the Association, so as to enable the members to carry out the purposes for which the Association is organized; and to perform all of the acts and do all of the things that Associations of like character and which are organized for like purposes are permitted to perform and do under the laws of the State of Missouri; providing, however, that this Association shall not hold out as one of its objects financial benefit to its members.

ARTICLE V – MEMBERSHIP

Section 1. Anyone of at least eighteen (18) years of age that supports the purposes of the Club, and in accordance with Article IV of the bylaws, is eligible for membership.

Section 2. Any person of at least eighteen (18) years of age may obtain a single membership status.

Section 3. A person of less than eighteen (18) years of age may obtain single membership status with the written permission of a parent or guardian.

Section 4. Membership in the Club ceases when (i) the Executive Board accepts written resignation of a member, (ii) death of a member is confirmed, or (iii) a member allows his/her dues to go unpaid after March 31 of the calendar year for which the dues are specified. Persons whose membership ceases because of nonpayment of dues may be reinstated to membership during the calendar year in which the delinquency occurs upon payment of dues in arrears. Resignation from the membership of loss of membership because of failure to pay dues shall not prejudice the right of an individual to make a new application for membership in the Club.

ARTICLE VI - OFFICERS

Section 1. The following officers shall be elected by the membership: President, Vice-President, Secretary, and Treasurer. Three (3) At-Large Board members shall also be elected by the membership.

Section 2. Officers and At-Large board members may serve for no more than five (5) consecutive terms in the same position and no more than fifteen (15) consecutive terms in any elected position. One (1) term of service shall be twelve (12) months of a calendar year.

Section 3. Duties of the President: The President shall preside at all meetings, appoint temporary committees, appoint chairpersons of permanent committees to serve until the next election unless replaced, and chair Board meetings. The President shall be responsible for setting the year-to-year strategic direction of the Club, including securing any partnerships with other organizations and sponsorships.

Section 4. Duties of the Vice-President: The Vice-President shall preside in the absence of the President and assume the President's office if the office is vacated. The Vice-President shall be responsible for the tactical management of the Club including securing points-of-contacts (POCs) to organize regularly scheduled events such as open field, group bike rides, group runs, and other similar events. The Vice-President shall oversee the coordination of the Annual Club Picnic and Club Party. The Vice-President shall be responsible for designating a POC to coordinate the design and order of Club apparel. The Vice-President may appoint a POC as necessary to ensure that the aforementioned activities are performed appropriately.

Section 5. Duties of the Secretary: The Secretary shall keep minutes of club and Executive Board meetings, maintain the order of club membership records, and report minutes of club meetings

to the club membership. The Secretary shall be responsible for maintaining Club presence on social media including a Facebook Group, a Facebook Page, a Google Calendar and a Twitter account. The Secretary may appoint a POC to maintain a consistent presence in each forum as necessary.

Section 6. Duties of the Treasurer: The Treasurer shall be responsible for club finances, maintain a budget, collect and record dues, pay bills, prepare any federal of state paperwork to maintain the Club in good standing, and prepare regular and annual reports of receipts and expenditures. The Treasurer shall present at each club meeting and, at any time by request of the President, a status of current financial activity detailing income generated, expenses paid and liabilities outstanding by due date on a monthly basis. An annual Treasurer's report shall be made available to the Club's membership in the second month following the end of the Club's fiscal year.

Section 7. Duties of At-Large Board Members: One (1) each of the three (3) At-Large Board members will serve on the Committees defined in Article VIII. At-Large Board members will serve as voting members of the Executive Board.

ARTICLE VII – EXECUTIVE BOARD

Section 1. The Executive Board is the governing body of the Club, and, as such, shall have, hold, and control, all funds, properties, and activities of the Club in accordance with the BYLAWS governing these matters. It consists of seven (7) voting members including the President, Vice-President, Secretary, Treasurer, and three (3) At-Large Board members.

Section 2. The Executive Board meets at the call of the President who presides over the meetings. A written request directed to an Officer and which bears the signature of at least three (3) members of the Executive Board requires that a meeting be called.

Section 3. Three (3) voting members of the Executive Board shall constitute a quorum. Decisions at a meeting of the Executive Board are reached by a majority of those present.

Section 4. Ordinarily, the meetings of the Executive Board are not open to the membership or public. However, the Executive Board may hold sessions that are open to any persons, or groups of persons, whom the Executive Board may designate.

ARTICLE VIII – COMMITTEES AND APPOINTMENTS

Section 1. The President shall appoint, with the approval of the Executive Board, individuals and/or committees to assist the officers and the Executive Board in the development and administration of programs, projects, policies, and so forth. In making such appointments, consideration shall be given to maintaining a balance of representation from various groups within the Club.

Section 2. All committees shall be responsible for keeping records of the activities of the committee when directed by the President and shall submit such records to the Secretary of the Club to be disseminated to the membership.

Section 3. The permanent committees of this organization shall be:

Section 4. Finance Committee: The Finance Committee shall be advised by the Treasurer, chaired by the President and include one (1) At-Large Board member. It shall have as its duties the planning and supervising of fundraising, the annual audit of financial records and the preparation of an annual budget to be presented to the membership for the following calendar year.

Section 5. Membership Services Committee: The Membership Services Committee shall be advised by the Secretary and include one (1) At-Large Board member. Its duties shall be to administer the club website; to distribute group e-mails, or other suitable communication method to be sent to all members carrying news of club activities; to recruit new members; and to promote the club, its sponsors and our multisport community.

Section 6. Events Committee: The Events Committee shall be advised by the Vice-President and include one (1) At-Large Board member. Its duties shall include to schedule, plan, publicize, and conduct events sponsored by the Club.

ARTICLE IX – ELECTION PROCEDURES

Section 1. Election of club officers shall be held annually prior to December 15th of each calendar year.

Section 2. Nominations shall be solicited by the Vice-President no less than one (1) month prior to the meeting where elections will be held. A list of candidates will be made available to the membership prior to the election meeting (typically held at the Annual Party). Additional names may be placed in nomination seven (7) days prior to the election. A majority vote shall be necessary to elect. The President shall only cast a vote in the event of a tie.

Section 3. Newly elected officers shall assume office on January 1st after election, but will begin serving as the Board Elect immediately to facilitate turnover of all Club business.

Section 4. A vacancy occurs in an office, whether it be appointive or elective, when (i) the officeholder resigns from office, (ii) the officeholder ceases to function in the office because of death or other circumstances, or (iii) the term of service expires.

Section 5. Upon knowledge of an office vacancy, other than the office of the President, that office shall be filled at a regular or special meeting by majority vote of the members present until standard election guidelines can be followed. The elected person shall assume the position for the remainder of the existing term; this truncated term will not count for the member when considering consecutive terms limits as defined in Article VI.

ARTICLE X – CLUB MEETINGS

Section 1. Club meetings shall be conducted at least quarterly during the first month of each quarter or as determined by the President to allow the best presentation of a particular program or activity. The President or his/her designee shall preside over the Club meetings.

Section 2. All Club meetings are open to the entire membership and, except when otherwise specified in writing by the Executive Board, any member is privileged to bring a guest to the Adopted November 15, 2013 Page 5 of 5 Club meetings provided reservations are made (when required) and dues/registration fees are paid when applicable.

Section 3. A quorum at a Club meeting for voting purposes shall consist of twenty (20) percent of the Club membership. Members may be represented by a written proxy. Proxies and ballots for all scheduled votes such as elections of officers shall be made available to the membership prior to the appropriate meeting.

Section 4. Special Club meetings may be called by the President whenever required upon two-week notice to the membership.

Section 5. A minimum of two (2) Club social activities shall be held in a calendar year. The Annual Picnic and Party shall be held during the months of June and November, respectively, or re-scheduled at the discretion of the Executive Board.

ARTICLE XI – FINANCIALS

Section 1. Membership Dues: Annual membership dues shall be set by the Executive Board upon recommendation of the Finance Committee. Annual dues are payable at the time of membership of each calendar year. Dues cover the calendar year beginning January, 1st and end on December 31st regardless of the date membership starts. Prorated dues may be offered for those members joining after June 30th at the discretion of the Finance Committee. If a discounted rate is provided to renewing members, the member must exercise this option by paying dues prior to March 31st of the current year to maintain their membership in good standing. Those paying after this deadline will be required to register as a new member.

Section 2. Other Income: The club may derive income from membership dues, event fees, contributions from individuals and/or businesses, contributions for Club assistance in conducting events held by other organizations, and other activities consistent with section 501(c)(4) of the U.S. Internal Revenue Code.

Section 3. Expenditures: The Executive Board shall approve all expenditures. Examples of expected operational expenditures include, but are not limited to, website maintenance costs, event insurance, Post Office Box rent, expenses of the committees, purchase and provision of educational services and materials, Club annual events, and miscellaneous expenses consistent with purposes of the Club and section 501(c)(4) of the U.S. Internal Revenue Code.

Section 4. Loans and Indebtedness: No loans shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in its name unless authorized by the Executive Board.

Section 5. Fiscal Year: The Fiscal year of the Club shall commence on January 1st and end on December 31st of each year, except as the Executive Board shall otherwise determine.

Section 6. Maintenance of Records: The Club shall keep correct and complete books and records of account and other records of the activities of the Club as may be appropriate. All such records shall be open to inspection upon the demand of any member of the Executive Board or Club member in good standing.

Section 7. No less than two officers will have access to the Club's financial accounts at all times to ensure continuity of operations; the President and Treasurer would have said access.

ARTICLE XII – AMENDMENTS

Section 1. Amendments to the Charter and Bylaws may be proposed in writing by any member at a regular meeting and shall be incorporated into these Bylaws after a two-week written notice has been sent to the entire membership and if approved by a majority vote of the members present at the next regular meeting (or special meeting called by the President with a two-week written notice to the entire membership) counting all votes cast by mail or by written proxy.

ARTICLE XIII – DISSOLUTION

SECTION 1. The club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club but after payment of the debts of the club its property and assets shall be given to a charitable organization for the benefit of society selected by the board of directors.