

Game Reserve Association, Inc.

Code of Regulations and By-Laws

**(As revised August 12, 1957)
(Amended Sept. 4, 1984 - 1990)
(Amended February 2, 2009)**

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Game Reserve Association Incorporated was organized on October 21, 1952 and was incorporated on October 2, 1953 in the State of Ohio.

CODE OF REGULATIONS
OF THE
GAME RESERVE ASSOCIATION, INC.

ARTICLE I

NAME OF THE CORPORATION

Section 1: This Corporation shall be known as The Game Reserve Association, Inc.

ARTICLE II

PURPOSES

Section 1: The purpose and objects of this corporation are as follows, to wit;

- A. To encourage good relations, sportsmanship and co-operation between landowners and other sportsmen in the following manner:
 - (1) Protection of landowners' property.
 - (2) Encourage and aid in the development of reforestation programs.
 - (3) Assist and co-operate with the landowner in any desired soil erosion program.
 - (4) By taking any and all necessary steps for the prevention of stream pollution, assisting in the reforestation programs, and doing any and all other things which will aid in the protection and propagation of all natural resources.
 - (5) By education of youth and members.

- B. To encourage the passage and enforcement of legislation pertaining to conservation, propagation of wildlife, protection of our natural resources and doing all things necessary and incidental thereto.

ARTICLE III

MEETING OF MEMBERS

Section 1: The annual meeting of the members of this corporation shall be held on the 4th Tuesday of October of each year at 7:00 p.m. at such place as shall be designated by the Trustees.

Section 2: Regular meetings of the members, other than the annual meeting, shall be held on the first Monday of February, May and September of each year at 7:00 p.m. at such place as shall be designated by the Trustees.

Section 3: Special meetings of the members may be called by the President, or in case of his absence, death or disability, the Vice President, the Trustees acting at meetings, or a majority of the Trustees acting without a meeting, or 100 or more voting members, by notice in writing, telephone or e-mail at least 10 days before the date of such meeting, which notice shall state the purpose of the meeting. No matters not included in the notice may be acted upon at such meeting.

Section 4: Written notice of the date, time and place of all regular meetings, including the annual meeting, shall be given at least 10 days before the date of such meeting to each member, by mail, e-mail or telephone at his address as it appears on the record of the corporation.

Section 5: At all meetings of the active members 25% of the voting members present shall constitute a quorum for the transaction of business, except as herein otherwise provided or as otherwise provided by the statutes of the State of Ohio.

Section 6: All active and active landowning members shall be entitled to vote at all membership meetings.

Section 7: The above-referenced member meetings are held 4 times a year. These meetings were designed so members can obtain information on what is going on in the corporation. They are also held so that members can ask questions and elect new trustees.

ARTICLE IV

TRUSTEES

Section 1: The number of Trustees, shall not be more than twenty nine (29) and must always be an odd number but not less than (5) as may be determined by the Board of Trustees. One half of the number of Trustees shall be elected each year for a two (2) year term. In the odd year elect an odd number of trustees and in an even year elect an even number of trustees.

Section 2: The election of Trustees shall be by secret ballot at the annual meeting of the members. Or if the Trustees be not then elected, or if the annual meeting be not held at the time fixed therefore in these regulations, then at a special meeting called for that purpose.

Section 3: Each Trustee shall take office on January 31st following his election and shall hold office for two (2) years and until his successor is elected and/or qualified or until his earlier resignation, removal from office, or death.

Section 4: Vacancies in the Board of Trustees shall be filled by appointment by the nomination and election of the Board of Trustees by simple majority vote, which appointment shall be for the balance of the unexpired term of the Trustee elected to the position.

Section 5: Meetings of the Trustees shall be held at least monthly or on the call of the President of the Board of Trustees or on the call of 25% of the Trustees then in office by notice in writing, by telephone, or by e-mail, at least 3 days before the date of such meeting to each Trustee, such notice may be waived if all Trustees in office consent to such waiver.

Section 6: Fifty one percent (51%) of the Trustees in office shall constitute a quorum for the transaction of business at the meetings of the Trustees.

Section 7: In the event any Trustee shall be absent without declaring a board approved alternate from three consecutive meetings without being excused by the Trustees, his office shall be declared vacant and shall be filled in accordance with section 4. A Board approved alternate is good for 6 consecutive months.

ARTICLE V

OFFICERS

- Section 1: The officers of this corporation shall be a president, a vice president, a secretary, a treasurer, and a sergeant-at-arms, all of whom shall be Trustees. Said officers shall be chosen by the Trustees by majority vote, and shall take office on January 31st following the annual meeting and shall hold office for one year and until their successors are elected and/or qualified. Within thirty days after the annual meeting the Trustees shall meet and elect officers.
- Section 2: The president shall preside at the annual meeting and at all regular and special meetings of the membership and the Trustees, shall be chairman of the Board of Trustees, shall be an ex officio member of all committees, shall sign all records of meetings, contracts and perform generally all the duties usually performed by the presidents of like corporations, and such other and further duties as shall from time to time be required of him by the Trustees.
- Section 3: The vice president shall perform all the duties of the president in case of the absence, death or disability of the latter. In case the president, vice president and past president are absent or unable to perform their duties; the Trustees may appoint a president pro tempore.
- Section 4: The secretary shall keep minutes of all the proceedings of the members and Trustees of this corporation and make proper record of the same, which shall be attested by him, shall give all required notices, shall keep all membership records and shall perform such other duties as may be required of him by the Trustees.
- Section 5: The treasurer shall receive and have in charge all monies and securities belonging to this corporation and shall disburse, or otherwise deal with the same as shall be ordered by the Trustees except that said Treasurer may, without prior authorization of the Trustees, expend funds in payment of any obligation not exceeding five hundred dollars (\$500.00) in amount. He shall keep an accurate account of all monies received and disbursed by him and shall generally perform such duties as may be required of him by the Trustees. He shall submit to the Trustees an audit and verified written financial statement at least 15 days prior to the annual meeting. On the expiration of his term of office, he shall turn over to his successor, or to the Trustees, all money and property of the corporation in his hands.
- Section 6: The sergeant-at-arms shall see that only members in good standing are permitted to enter membership meetings, shall assist the President in maintaining order at meetings and shall perform such duties as may be required of him by the Trustees.
- Section 7: The past president may be called upon for consultation by any of the officers or trustees. The past president's input shall be considered as helpful advice. In the absent of the president or vice president, the past president may be called upon to perform the duties of the president.

ARTICLE VI

MEMBERSHIP

Section 1: This corporation shall have the following classes of membership:

- A. Active landowner member
- B. Active member
- C. Social member
- D. Junior member
- E. Life Member
- F. Honorary Member

(A) An Active landowner is:

1. Anyone owning or leasing land that is enrolled in active agreement with the G.R.A. and has more than fifteen (15) acres is entitled to a full, active membership, paying no dues.
2. Henceforth free membership will be given to the landowner, their spouse and their children under the age of 18. Any other family members will have to pay full dues with the initiation fees waived. Landowners' children will follow the guidelines described under junior members.
3. Any landowner moving from a section may automatically hold an active membership by notifying the membership chairman of his desire to remain an active member and by paying the annual dues.

(B) An Active member is:

1. An active member shall be permitted to all privileges by paying dues and assessments and initiation fees (initiation fees for the first year only) shall be paid by April 1st of each succeeding year.
2. Active retirees that are 62 and older shall pay an amount set by the Trustees.

(C) A Social member shall be one who may partake in all social activities and will receive all information pertaining to this corporation and will not have any voting rights.

(D) A Junior member is:

A youth that is under the age of 18 and has passed a hunters education course. When the junior member passes a hunters education course they may carry a firearm if accompanied by an active member. Once a junior member reaches the age of 18 they must apply for active membership and pay dues and assessments. Junior members shall have no voting rights. A junior member must have a guardian or relative that is a member.

- (E) Life Time Membership may be given under special circumstances to honor a member who has given special service to the G.R.A. by a vote of the simple majority of the board of trustees. Lifetime membership is given to a member who is 75 or older with 10 years of service. Lifetime members have full voting rights.
- (F) Honorary membership is a non-voting membership given by a vote of the board of trustees per year.

Section 2: Each member of this corporation in accepting his membership, thereby, and by these presents expressly waives any and all right which he has or may have against a landowning member of the corporation by reason of injury received on a landowning member's land, except cases of willful and wanton injury inflicted on the member by the owner of the land. Each member also agrees to be bound by all the duly adopted rules and regulations of this corporation.

Section 3: Vacancies in membership shall be filled after May 31st of each succeeding year; provided, however, that membership shall be limited to not more than one member for each fifteen acres of land represented in this corporation.

Section 4: Candidates for any type of membership shall sign a formal application which must be signed by two (2) members who have been in good standing for one year or more. Applications for membership are then acted upon by the Board of Trustees.

Section 5: Any opening for active membership will be filled from those having been previously selected as a junior member. A junior member desiring active membership shall be entitled to preference according to the date of their acceptance as a junior member. Spouses and children of active members may elect to join and pay dues and assessments only, after an application and a background check is done.

Section 6: Any member not having paid their dues and assessments by April 1st will be removed from the membership list and will have to reapply as a new member and pay dues, assessments and initiation fees. The initiation fee may be waived by the board of trustees.

Section 7: Any member who is on military active duty, membership dues and assessments are waived for that time period while the member is on active duty.

Section 8: Any member that has a serious health problem, dues may be waived by a vote of the board of trustees.

Section 9: Dues and assessments are to be mailed to the secretary or paid to the secretary.

ARTICLE VII

SUSPENSION AND EXPULSION OF MEMBERS

Section 1: Any member may be suspended, expelled or given disciplinary action by the Trustees for violation of any of the rules and regulations adopted by the membership and/or by the Trustees of this corporation designated in the G.R.A. "Code of Conduct" dated February 2nd, 2009 and which may be amended from time to time, for failure to perform committee assignments; for conducting himself in a way which would tend to jeopardize the name, goodwill and land agreements of this corporation; or for conduct unbecoming a member. Distribution of the Code of Conduct will be available at the September annual meeting.

Progressive Discipline Procedure:

When discipline is deemed appropriate, it is the policy of the G.R.A. to use a progressive system, when practicable, to correct behavior. This policy is intended to serve as a guideline for uniform and equitable administration of discipline and discipline shall be for cause and shall follow the basic concepts of due process as established by this policy.

1. Verbal warnings are not written reprimands, however such warnings shall be in written form for record keeping. This is the least intrusive form of discipline and shall remain in effect for 9 months.
2. Written reprimand is the second step of the discipline and shall be in writing and will remain in effect for 12 months.
3. Suspensions are the next step
4. Expulsion is the final step in the procedure.

All violations will be investigated by the Disciplinary Committee and they shall present their findings and recommendations to the Board of Trustees.

Section 2: If a member is charged and convicted of a crime of violence and/or felon charges, the board of trustees has the right to suspend or expel the member.

Section 3: Before any member is suspended, expelled, or given disciplinary action, written notice shall contain the charge made, who made the charge, when the occurrence took place, the place of the occurrence and the time and place of the meeting of the Trustees at which the same are to be considered, shall be mailed to him by certified mail, at his address as it appears in the records of the corporation, at least 15 days before such meeting; and he shall be given an opportunity to defend, and shall have the right to appeal the decision of the Trustees to the members, and upon his written request, the secretary shall call a special meeting of the members to consider such appeal.

ARTICLE VIII

NOMINATING COMMITTEE

Section 1: A nominating committee composed of five members in good standing shall be appointed by the president with the approval of the Trustees on or before August 1st of each year. The nominating committee shall submit nominations for the number of Trustees to be elected to the membership at the September meeting and at that time, additional nominations may be made from the floor. After nominations are closed no protests can be made. This committee shall prepare a ballot for the annual meeting and shall supervise the election.

ARTICLE IX

COMMITTEES

Section 1: Chairman of committees and the members thereof shall be appointed by the president with the advice, consent and approval of the Trustees.

Section 2: There shall be such committees as may be provided for in the by-laws adopted by the Trustees and as the Trustees may from time to time direct.

ARTICLE X

PROCEDURE AT MEETINGS

Section 1: All meetings of the membership and of the Trustees shall be carried on in accordance with the rules set forth in Roberts Rules of Order.

Section 2: Meeting Agenda

1. Call meeting to order (Pledge)
2. Reading of the minutes
3. Treasurers Report
4. Old Business (unfinished Business)
5. New Business
6. Correspondence
7. Report of Committees
8. Announcements
9. Adjourn

ARTICLE XI

Disillusion of the Corporation

Section 1: In the event of the disillusion of The Game Reserve Association Inc., dues paying Members and lifetime members are the sole share holders entitled to any and all proceeds to be divided equally.

ARTICLE XII

AMENDMENTS

Section 1: These regulations may be amended, supplemented or repealed by the written assent thereto of two-thirds of the voting members of this corporation, or by a majority vote of the voting members present at a regular or special meeting called for that purpose, provided ten days written notice of the proposed changes has been given to all members, or at any annual meeting of the members.

ARTICLE XII

EFFECTIVE DATE

Section 1: These regulations shall become effective on the first Monday of November 1957. These regulations were amended as of February 2nd, 2009.

BY-LAWS OF THE TRUSTEES OF
THE GAME RESERVE ASSOCIATION, INC.

Section 1: A meeting of the newly elected Trustees and Trustees whose terms carry over into the next year shall be held within thirty days after the election at which Trustees are elected, for the purposes of organization and election of officers of this corporation.

Section 2: No one member shall hold two (2) positions on the Executive Board nor shall those offices be combined. Example: President and Treasurer cannot be held by the same person.

Section 3: Regular meetings of the Trustees shall be held monthly.

Section 4: Committees - This Corporation shall have the following standing committees, which committees shall be charged with the duties outlined herein and appointed by the President with the advice, consent and approval of the Trustees.

A Properties Committee:

- (1) This committee shall consist of at least three (3) members whose duties shall be: Care, control and maintenance of all the belongings of this corporation, except those properties under the exclusive care and control of the secretary and treasurer.
- (2) Keep an inventory of all property of the corporation except as otherwise herein provided for and present an inventory of the same to the trustees, upon demand; provided, however, that such reports shall be made to the corporation at the annual meeting.
- (3) The secretary shall keep in her/his possession the master copy of the inventory records.

B. Ways and Means Committee:

- (1). This committee shall consist of at least three (3) members, (whose duties are to organize fund raisers and special events for the benefit of the corporation.)
- (2). The chairman in charge of this committee shall appoint a special chairman for each program sponsored by the corporation. Each special chairman shall be appointed with the approval of the Board of Trustees.

C. Entertainment Committee:

- (1) This committee shall consist of at least three (3) members. The chairman in charge of this committee shall appoint a special chairman for each program sponsored by the corporation. Each special chairman shall be appointed with the approval of the Board of Trustees.

D. Wildlife Committee:

- (1) This committee shall consist of at least three (3) members.
- (2) The duties shall be as follows:
 - a. Take game census as may be deemed necessary.
 - b. Purchase, protect and distribute or propagate game. Birds, fish and other types of wildlife as the same may become necessary.
 - c. Provide feed when necessary to any of wildlife, including fish, game and songbird.
 - d. Request the captains, following hunting season, to obtain game census reports from landowners in his section and turn over same to Wildlife committee Chairman.

E. Disciplinary Committee:

- (1) This committee shall consist of at least five (5) members.
- (2) This committee shall be charged with the duty of evaluation of any complaint, after full investigation, of any kind or nature.
- (3) After evaluation of a complaint or complaints, this committee shall dispose of insignificant grievances by their own action. At the discretion of the Disciplinary Committee, complaints of a serious nature (the findings, investigation, and recommendations) shall be reported to the Board of Trustees for further action pursuant to Article VII of the Code of Regulations.

F. Auditing Committee

This committee shall consist of at least five (5) members whose duties shall be to audit the books of this corporation and to report at the annual meeting; provided, however, this audit be made not prior to three (3) weeks preceding the annual meeting.

G. Membership Committee:

- (1) This committee shall consist of at least three (3) members whose duties shall be to accept applications of prospective members. The secretary is the chairperson for the membership committee and will decide who they want to help them with the approval of the board of trustees.
- (2) They shall keep a record of applications in the order as they are received for the purpose of determining the priority among applicants. Prior to presenting applicants to the board, the member authorizing the applicant for consideration shall be contacted to determine if the member signed the application and knows the applicant. If there is inconclusive information, the applicant will not be considered for membership. A back ground check is then completed.
- (3) They in turn shall present this list to the Board of Trustees for consideration at such times as the board may request the same.

H. Conservation Committee

- (1) This committee shall consist of at least three (3) members whose duties shall be to promote and foster the objectives of this corporation on conservation and kindred matters.
- (2) The committee chairman shall appoint a special chairman for the following purposes:
 - a. Erosion
 - b. Reforestation
 - c. Prevention of stream pollution

I. Land Procurement Committee:

- (1) This committee consists of at least (5) members.
- (2) They will procure additional land for this corporation and to see to the wants and needs of the current and future land owners.

J. Special Committees:

Such other committees shall be appointed as may be necessary to carry out the purposes of this corporation.

Section 4: All committee chairmen of this corporation, unless otherwise provided for herein, shall make a report to the general membership at the September or October meeting, of the activities of his committee, and submit a written report of the same to the secretary of this corporation, which report shall be spread upon the minutes of this meeting.

Section 5: Emergency Powers: The President, or in case of his absence, the Vice President may elect to make a decision on behalf of the corporation with the approval of at least 5 trustees in the event that a decision is needed immediately for the betterment of this corporation.

Section 6: These By-Laws may be amended or repealed, and new By-Laws may be adopted, at any meeting of the trustees, by affirmative vote of two-thirds of the Trustee present, if a quorum is present, provided ten days notice of the proposal has been given to all the trustees.