

# Leavenworth Foxhunter's Association

## **BYLAWS**

### **Article I: Purpose**

The Leavenworth Foxhunters' Association exists to support the ancient sport of foxhunting as it is practiced in the world today by Foxhunt organizations recognized and sanctioned by international governing bodies such as the Masters of Foxhounds Association of America (MFAA). Particularly, the association works to gain and maintain suitable country over which to conduct foxhunts through close and supportive social relations with the landowners. In addition, the Association may purchase equipment or materials so that the Fort Leavenworth Hunt can build jumps, maintain the hunt country, and train hounds. The Association shall also purchase liability insurance for the landowners and the Association members. The Association will not engage in any activities directly related to the hunting of the hounds or any activities on government property.

There is no official relationship between LFA and official duties and responsibilities of DOD personnel who are LFA members or participants. The LFA will operate on a self-sustaining basis. Neither the Federal Government nor its NAFIs have any vested interest in the assets of the LFA, nor will they make any claim to LFA assets or incur or assume any obligation of the LFA. The LFA will follow all laws governing its activity as promulgated by the State of Kansas.

The Leavenworth Foxhunters Association (LFA) is a Not for Profit Association registered with the State of Kansas as a Social Club 501 (c7). A copy of the Articles of Incorporation follows.

### **ARTICLE II: OFFICES**

Section 1. Principal Office. The principal office for the transaction of the business of the corporation is hereby located at 117 Cherokee, city of Leavenworth, county of Leavenworth, Kansas.

Section 2. Registered Office. The corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution, the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the old county, if such a registered office is moved from one county to another).

Section 3. Other Offices. Branch of subordinate offices may at any time be established by the board of directors at any place or places where the corporation is qualified to do business.

### **ARTICLE III: DIRECTORS**

Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of the directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the board of directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

First- If allowed by the Articles of Incorporation, to alter, amend or repeal the bylaws of the corporation.

Second-To select and remove all of the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the bylaws, fix their compensation, and require from them security for faithful service.

Third, To change the principal office and registered office for the transaction of the business of the corporation from one location to another as provided in Article I hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Kansas, as provided in Article I, hereof; to designate any place within or without the State of Kansas for the holding of any members' meeting or meetings except annual meetings; to adopt, make and use a corporate seal, to alter the form of such seal from time to time, as in their judgement they may deem best, provided such seal shall at all times comply with the provisions of law.

Fourth-To change the principal office and registered office for the transaction of the business of the corporation from one location to another as provided in Article I hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Kansas, as provided in Article I hereof; to designate any place within or without the state of Kansas for the holding of any members' meeting or meetings except annual meetings; to adopt, make and use a corporate seal, to alter the form of such seal from time to time, as in their judgement they may deem best, provided such seal shall at all times comply with the provisions of law.

Fifth- to borrow money and incur indebtedness for purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Sixth-To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the board in the management of the business and affairs of the corporation, except the power to adopt, amend or repeal bylaws. Any such committee shall be composed of two or more directors.

Section 2. Number and Qualifications of Directors. The Association shall be governed by a Board of Directors, which shall include a President, a Secretary, a Treasurer and two additional member at large to direct Membership and social activities. The authorized number of directors of the corporation shall be five (5) until changed by amendment to this bylaw. Directors must be members. A director may be removed from office at any time for cause, however, by a majority vote of the family unit votes and he may be removed without cause by a two-thirds (2/3) vote of the family unit votes. Duties are as follows:

- a. President: the President shall be the head of the Association and will preside at all meetings. The President shall call meetings of the BOD in accordance with the procedures set forth herein. He will not have a vote in the proceedings except in the event of a tie.
- b. Secretary: The Secretary shall maintain the records of the Association, and conduct such communications with governing agencies (State and Federal Governments ) as necessary. The Secretary will create and maintain summaries of all official meetings of the Association.
- c. The Treasurer shall manage the financial resources of the Association in accordance with Commonly accepted Accounting Procedures and procedures established elsewhere in the Bylaws.

Section 3. Elections and Term of Office. Election of directors will be conducted as follows:

- a. Frequency: Elections for membership of the Board will be conducted every three years.
- b. The President will appoint a nomination Chairman for the purpose of developing and nominating a slate of officers. The persons nominated must have previously agreed to serve in nominated/elected. Nominees must be members of LFA.
- c. The elections will be held during the annual membership meeting, called by the President with the concurrence of the majority of the Board.
- d. The elections will be conducted by the nominating chairman, under guidelines that will ensure an orderly process. Each membership unit (Family) will have one vote.

Section 4. Vacancies. Vacancies on the Board of Directors may be filled by a majority of the remaining directors, although less than a quorum , or by a sole remaining director. The Articles of Incorporation permit election of directors without written ballot. Written ballot may be requested by any director. Each director so elected shall hold office until his successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies on the BOD shall be deemed to exist in case of death, resignation or removal of any director, or if the authorized number of directors is deemed to be increased , or if the members fail at any annual or special meeting of members at which any director or directors are elected to elect the full authorized number of directors to be voted for at a meeting, or if any director or directors elected shall refuse to serve.

Section 5. Special Meetings. Special meetings of the BOD for any purpose or purposes shall be called at any time by the president or, if he is absent or unable or refuses to act, by the secretary or by any other director. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given five days before the date of such meeting.

Section 6. Quorum. A majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided.

Section 7. Inspections of Books and Records. Any Director shall have the right to examine the corporation's membership ledger, a list of its members entitled to vote and its other books and records for a purpose reasonably related to such director's other duties as may be prescribed by the BOD or these bylaws.

#### **ARTICLE IV: MEMBERSHIP**

Section 1. Membership. Membership shall be drawn from the Leavenworth regional area, the population of Kansas and the general public. There shall be no discrimination by virtue of race, sex, or national origin.

Section 2. Application of Membership. Applications for membership shall be made by annual dues submissions due on 1 December of that year.

Section 3. Termination or Suspension. If any member of the corporation shall commit any act prejudicial to the conduct of the affairs of the corporation or the purposes for which it is formed, or shall have changed his status so as to be ineligible for membership, such a person shall be notified in writing to appear personally before the Board of Directors at a designated time not less than thirty (30) days after such notification and at such time, be given a hearing. By a two-thirds vote of all of the Board of Directors present at the meeting, the membership of such person in the corporation may be terminated or suspended. If any member does not pay his or her annual dues by December 31 of each year, such person's membership shall be automatically terminated.

Section 4. Fines and Penalties. Fines or penalties are not permitted. The penalty for misconduct is termination as provided above.

Section 5. Place of Meetings. All annual meetings of members and all other meetings of members shall be held at the principle office of the corporation unless another place within the State of Kansas is designated by the BOD.

Section 6. Meetings of Voting Members and Other Membership Matters. The annual meetings of the members shall be held on the last Friday of July, in each year at 7:00 o'clock, p.m., of said day; provided, however, that should said day fall upon a legal holiday, then such annual meeting of members shall be held at the same time and place on the Friday preceding such designated meeting date and the first meeting shall be July 29, 1994. At such meeting, directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the power of the members. Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by other means of written communication, All notices shall be sent to each member entitled thereto not less than ten(10) day nor more that sixty (60) days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute.

Section 7. Dues/Fees. The dues for Membership shall be assessed by the Board on the basis of a single fee per family unit.

- a. The dues are to be paid annually, by the 1<sup>st</sup> of December. Membership will be terminated if not received by 1 December.
- b. The amount of the annual dues is to be established by a majority vote of the Board.
- c. At the pleasure of the Board, the assessment of annual dues may be modified for new members by establishing a single lower rate for those members joining after 1 Feb.
- d. Dues are payable to the Treasurer upon joining, and afterward annually on 31 August. The Treasurer will send dues statements at the outset of the fiscal year.

#### Section 7. Meetings.

- a. The President shall preside over all meetings of the Board of Directors and membership meetings.
- b. Meetings will be conducted under the general guidelines of "Roberts Rules".
- c. As a minimum, the Board shall meet at least once per quarter.
- d. During votes in Board meetings, the President shall have no vote, except as a tie-breaker.

## LFA update on Amendments to Bylaws:

On 28 July 2012

Article II: Officers Section 1. LFA Board of Director Officers cannot hold a leadership position as Master of the Fort Leavenworth Hounds (FLH). This stipulation is to prevent any perception of conflict of interest in that most fund requests come from FLH

On 25 July 2010

Article IV, Sec 6 - last Sunday of July

Article IV, Sec 6 -Electronic transmission of Notice is acceptable

On 28 July, 2002

Article III, Sec 1, 4<sup>th</sup> Power

Sec 7-annual meeting at principal office of the Corporation

Sec 6, Quorum, "Person or Proxy"

On 7 May, 1997

Article II, Sec I, the principal office is the Clubhouse.

Article III, Sec 3, "election by written ballot must be requested by a member"

On 20 July, 1995

Article IV, Sec 2,7. Dues and fees

- a. Annual dues are paid by September to wit Sept 1 –Aug 31 is the year end
- b. A condition of membership is payment of dues