Wildwood Park Outing Club, By-Laws

Adopted- June 22, 2002
Updated & Adopted September 17, 2005 (Article 1, Section 4, Part B)
Updated & Adopted June 20, 2020 (Article II Officers & Directors)
Updated & Adopted August 6, 2026 (Article 1, Sections 1, 4, 5 (C) Emeritus Membership)

ARTICLE 1 - MEMBERSHIP

Section 1. The Membership - All Members

The Club shall consist of twenty stockholder members, twenty associate members and up to three (3) emeritus members for a maximum of forty-three (43) members.

Section 2. Stockholder Membership

A. The number of stockholder memberships will be limited to twenty (20), who shall hold stock certificates in the form approved by the Board of Directors and signed by the President and Secretary/ Treasurer of the Club on its behalf.

B. The person named in such stock certificate shall be deemed and considered the sole owner of the stock certificate therein specified until the actual transfer of the certificate or upon death of such person named in the certificate.

No stockholder may make any transfer or assignment of rights of membership, but any stockholder in good standing or his or her heirs must sell his or her stock certificate back to the Club if the stockholder has decided to terminate their membership. Upon the death of any stockholder holding such stock certificate, such certificate shall lapse and its par value shall be paid to the estate of the deceased member in full satisfaction of any claim of ownership or otherwise in such certificate, and such membership shall be declared vacant, subject to the availability of associate memberships. The par value of a share of stock is determined from time to time by the Board of Directors.

Section 3. Associate Membership

Associate members may from time to time be elected as a new member in accordance with procedures to be established by these By-Laws, and when so elected, shall have and enjoy all the privileges, and be subject to the same dues, charges, assessments and rules & regulations as the members holding stock certificates, provided that

A. The associate members shall have no vote in Club matters.

B. Upon the occurrence of a vacancy in the stockholder members, the associate member most senior in the Club shall be offered the available membership stock certificate and must purchase such stock certificate or their membership shall be terminated.

Section 4. Emeritus Membership

As an allowance and benefit for no more than three (3), senior stockholders, the club shall form an emeritus membership.

Emeritus members pay one half dues and will no longer be responsible for work detail performance or assessment. Approved emeritus members will continue to enjoy unrestricted use of our Club's fishing, hunting, shooting and general recreational activities.
As an additional benefit Emeritus members may serve on our Board of Directors in an advisory capacity "at will." This means emeritus members have the privilege of serving on our Board without appointment by our officers, ensuring no loss of institutional or historical knowledge. This also allows Emeritus members to assist in oversight for any developed committees of our membership in addressing Club needs.

(A.) Applicants must be at least 75 years of age, be a member in good standing for at no less than 20 years and by choice have a diminished interest in club activities. These members shall continue to abide by raffle and special assessment rules as well as a customary stipend for our caretaker, per person, per stay in our clubhouse. (See the club's current rules & regulations for the stipend amount.)

(B.) As a condition for the benefit of entry into emeritus membership the stockholder shall sell their share of Wildwood Park Outing Club stock back to the Club. This will allow the next most senior associate member to be considered for stockholder membership and potential service on our Board.

Section 5. Election to Membership- Associates, Stockholders and Emeritus Members

A. Associate Members

(1.) No person shall become an associate member of the Club unless unanimously elected by the stockholder members. Candidates eligible to fill associate membership vacancies will be presented to the stockholder members through written notice from the Secretary/ Treasurer mailed to each stockholder members at their current home address and/or email address per Club records. Unless objection(s) to such candidate's membership is received by the Secretary/ Treasurer, in writing and signed by the stockholder member(s), within ten (10) days from the date such notice is mailed, the candidate for associate membership shall be approved and accepted.

(2.) Associate Member Candidate Rejected- If a candidate is proclaimed unacceptable for associate membership by a stockholder(s) who has properly submitted confidential written objections with receipt verified and content reviewed by both the President and the Secretary/ Treasurer, the candidate will be refused membership.

(3.) Associate member candidate waiting list- In the event there are no openings for associate membership, a "waiting list," of candidates shall be established and maintained by the Secretary/ Treasurer according to direction and review of the Board of Directors. Candidates for associate membership may be nominated by stockholder members through submission of a written, signed and dated document to the Board of Directors presenting the candidates' qualifications. All nominations will be delivered to the Secretary/ Treasurer's address of record. Each stockholder member may have no more than two (2) nominees for associate membership on the waiting list at any point in time. Candidates for associate membership will be listed in chronological order according to the date and time of receipt of the stockholder's nomination letter by the Secretary/ Treasurer. Associate member candidates will be considered for membership by the stockholders using this chronological order inviting the longest waiting candidate for membership before all others. In the event the stockholder resigns, or a stockholder's membership is terminated for cause by official action of the Board of Directors, any nominee(s) the terminated stockholder submitted for associate membership may be removed from the waiting list unless the individual on our waiting list is sponsored in writing by another current stockholder member.

B. Stockholder Membership Election

When a vacancy occurs in the Club's stockholder membership, the associate member who has the most seniority based on their original admittance date to the Club will be considered for an invitation to become a stockholder. An associate member eligible to fill a stockholder vacancy of the Club must be unanimously elected by the existing stockholder members. Candidates will be presented to the stockholder members through written notice from the Secretary/ Treasurer mailed or emailed to each stockholder member's then current address per Club records. Unless objection(s) to such candidate's stockholder membership is received by the Secretary/ Treasurer, in writing and signed by the stockholder member(s), within ten (10) days from the date such notice is mailed, the candidate for stockholder membership shall be approved and accepted. The Secretary/ Treasurer shall issue a letter of invitation to become a stockholder of the Club on behalf of the Board of Director's accompanied by an invoice for the then issuance of the par value of one (1) share of Wildwood Park Outing Club stock. The invoice shall be payable within 30 days from the date the invoice is issued or by a date assigned by the Board of Directors but not sooner than 30 days. Once payment is received the Secretary/Treasurer shall then make the transfer of the stock and issue the new stock certificate to the new stockholder member and record in the books of the Club, provided that at such transfer any indebtedness charged against such member shall be fully paid.

C. Emeritus Membership Election

Stockholders who voluntarily apply for emeritus membership must apply to the Board of Directors in writing. The Board must then approve or deny in writing entry for the applicant into emeritus membership within 5 business days after the next scheduled monthly Board meeting. If approved, entry into emeritus membership would become effective the following calendar year with annual reduced dues payment.

ARTICLE- II OFFICERS AND DIRECTORS

Section 1. The officers shall be President, a Vice-President and a Secretary/ Treasurer, and shall be elected at each annual meeting, to serve for one (1) year or until their successors are duly elected and qualified. These officer roles shall be held by Club stockholders unless otherwise outlined below.

A. Nominations for the offices of President, Vice President and Secretary/ Treasurer shall be submitted in writing to the Board of Directors by the first Friday in May each year with elections of officers to be held at the Club's annual meeting customarily held on a Saturday in June with the date selected each year by the Board of Directors and communicated to the membership. A communication will be sent by our Secretary the second week of May each year to all Stockholders listing the nominees submitted for election. Stockholder members may nominate themselves for an office if they wish. Stockholders nominating a fellow stockholder for an office will confer with the stockholder they are nominating prior to submitting official notification to the Board of Directors to avoid a nomination being declined on the day of the annual meeting election. No nominations for elected officers will be accepted after the first Friday each May. This will allow nominees adequate time to consider the personal time obligation they are committing to and to encourage stockholders to attend the annual meeting to vote for the candidate of their choosing.
*** Note: Absentee votes will not be accepted unless prior notification of significant illness or hardship from a stockholder is received by the Club's Secretary with any supporting documentation no later than ten (10) days prior to the annual election day. The Board of Director's maintains the sole right to approve or deny a stockholder's absentee vote explanation and vote submission.

Section 2. The officers of the Club shall perform such duties and functions usual and customary for such officers.

Section 3. The President shall, upon his or her election, appoint a Board of Directors, consisting of the elected officers and four (4) additional stockholder members, for a total of seven Directors as directed by the charter, with full powers and duties in the affairs of the Club as

though each was also separately elected as a Director. Such Board shall carry on the business of the Club.

A. Appointment of an associate Board Member - In the case where the President is unable to secure a commitment from four (4) stockholders to serve as a voting Director on the Board, the President may appoint an associate member(s) as a non-voting Board member(s) to round out appointed Board members to equal four (4,) as an alternative in keeping as close as possible with our Club's original intended charter.

Section 4. In the case that there is a year or years that no qualified stockholder(s) with a background in bookkeeping, accounting, business management or similar discipline are nominated or willing to assume an officer role as Secretary/ Treasurer the following alternative actions may be taken by the President and Vice President of the Club.

A. Associate member appointment as Secretary/ Treasurer- In the absence of a qualified stockholder candidate to become an elected officer of the Club as Secretary/ Treasurer the President and Vice President may appoint a willing and qualified associate member to fill this role as a non-voting Board associate member and will not be recognized as an officer of the Club.

B. Division of Secretary/ Treasurer role- The President and Vice President may divide the responsibilities of this officer role into two (2) separate roles, namely Secretary and Treasurer. The President and Vice President may appoint a qualified associate member as Secretary and a qualified associate member as Treasurer. These associate members serving the Club in these roles would be non-voting Board members and would not be recognized as an officer of the Club. In the case where there are no willing associate members to assume these responsibilities in the form of voluntary service work to the Club the President, Vice President and appointed Directors shall work out and vote on a reasonable rate of compensation for the performance of duties in these two roles. An appointed and compensated Treasurer would be responsible for the accurate and timely keeping of all financial records along with monthly financial reporting submitted to the Board of Directors and the submission of an annual Club budget evaluation with recommendations. A selected associate Secretary by the Board would be required to fulfill all customary duties as outlined by the Board of Directors.

C. Non- Club member Secretarial or Treasurer services- In the case where there are no willing stockholders or associate members to assume Secretarial or Treasurer duties whether as a voluntary service to the Club or as a nominally compensated role the Board of Directors may seek outside sources to fill these roles. Non-Club members serving as Secretary or Treasurer would be required to attend our Board meeting to provide reporting, record minutes and other associated duties but would not be recognized as a Board member. The Board selected Secretary or Treasurer would be required to fulfill all customary duties for Secretary or Treasurer as outlined by the Board of Directors.

ARTICLE III - MEETINGS

Section 1. Members of the Club shall hold an annual meeting at the call of the President to conduct any necessary business of the Club, including the election of officers. Such an annual meeting shall be held at the Club house on a date in the month of June as determined by the Board of Directors.

Section 2. Special meetings of the membership may be called at the discretion of the President, or whenever the President shall be requested in writing by at least four (4) stockholder members of the Club, stating the purpose of the meeting. Notice by the Board of Directors to the membership shall also state the purpose of each meeting.

Section 3. Written notice of any membership meeting shall be mailed or emailed by the Secretary to each member at least ten (10) days prior to each such meeting.

Section 4. At any membership meeting other than the annual meeting for elections of officers, five (5) stockholder members shall constitute a quorum for the transaction of any business.

Section 5. The Board of Directors shall meet at the call of the President, as required, and four (4) thereof shall constitute a quorum.

ARTICLE IV - DUES AND ASSESSMENTS

Section 1. The annual dues for each member shall consist of such sum or sums as may be fixed by the Board of Directors, in its discretion, to cover the operating expense of the Club, including but not limited to, Caretaker's salary, clubhouse maintenance and repairs, insurance costs, taxes and similar costs, and such dues shall be payable in full annually prior to April 1st each year.

Section 2. In the event of expenses not otherwise anticipated, the Board of Directors may make an assessment*(s)* upon the members, to defray such additional expenses payable as directed by resolution.

Section 3. Any member in arrears for dues as of April 1st in each year, or in arrears for assessment*(s)* set forth in the resolution levying such assessment*(s)*, shall be automatically suspended until payment of such dues or assessment*(s)*, upon certification by the Treasurer to the Board of Directors of the non-payment of such dues or assessment*(s)*, and due notice to the member affected has been provided. See also updates to Wildwood's current Rules & Regulations for outstanding missed work detail payments regarding Club privilege suspension until paid.

ARTICLE V - TERMINATION OF MEMBERSHIP OR SUSPENSION OF MEMBERS

Section 1. Since it is the purpose of the Club to provide hunting, fishing and outing facilities for the members, the By-Laws hereby provide that membership shall terminate upon the death of a member (except as herein otherwise provided); upon non-payment of dues or assessments persisted in for thirty (30) days past the due date; upon resignation from the Club; or upon violation of the By-Laws and/ or rules of the Club; or any action deemed detrimental to the well-being of the Club and action by the Board of Directors thereon expelling such member from the Club.

Section 2. Charges of any such violations of the By-Laws or Rules of the Club shall be submitted in writing by one or more members and filed with the Secretary/ Treasurer. The Secretary/ Treasurer shall call a meeting of the Board of Directors to review the complaint and determine if the complaint is grounds for termination of membership. If the Board of Directors rules that the complaint is grounds for termination, the Board shall notify the offending member, in writing, by return/ receipt mail of its determination and the offending member shall respond in writing to the Board of Directors within 30 days of the date of notice. Upon receipt of the response the board will decide what further action will be taken.

Section 3. The Club reserves the right to purchase the stock certificate from any person whose membership is terminated as above, at the par value thereof, as determined by the Board of Directors from time to time, less any and all indebtedness, and upon such purchase, may cancel such stock certificate, or cancel the same and re-issue a new stock certificate to a new member at the discretion and option of the Board of Directors. In the event of purchase by the Club, the old certificate shall be freed and discharged of any equity of redemption, and the former owner shall receive any proceeds of redemption, less indebtedness as aforesaid and any legal or other cost or expense incident thereto.

ARTICLE VI - SALE OF CLUB REAL ESTATE

The Club's fee simple interest in its real estate cannot be sold and the Club's real estate cannot be leased, in whole or in part, without a vote of three quarters of the stockholder members of the date that such a motion to sell or lease, in whole or in part, is made.

ARTICLE VII - RULES AND REGULATIONS

The Board of Directors shall formulate Rules & Regulations for hunting, fishing, boating, property use and any other Club activities not otherwise provided for by the laws of the Commonwealth of Pennsylvania.

ARTICLE VIII - AMENDMENT

These By-Laws may be amended by the stockholder members at any annual meeting, provided ten (10) days written notice of the content of the proposed amendments are mailed or emailed to all stockholder members, or at a special meeting duly called for such purpose, and after proper ten (10) days written notice including the content of the proposed amendments, by a vote of three quarters of such stockholder members.

-End-