

Lenox Sportsmen's Club, Inc.

**P.O. Box 499
Lenox, MA 01240
Proposed Bylaws**

Article 1 – Name and Purpose:

This is a non-profit 501(c)(7) organization which shall be known as the Lenox Sportsmen's Club, Inc. (hereinafter referred to as the "Club"). The purpose of the Club is to work for the true conservation and improvement of all forests, lakes and streams, as well as game and non-game species of fish and wildlife and to take an active role in education, shooting sports and outdoor activities, the perpetuation of good sportsmanship and the preservation and improvement of all wildlife habitats. The Club and its members will take an active part in prevention of destruction caused by fire, pests and vandals. The Club and its members will actively pursue and defend all sportsmen's rights.

Article 2 – Location

The club's facilities are located at 258 New Lenox Road, Lenox, MA 01240.

Article 3 – Administration

The operation of the club shall be overseen by a Board of Directors (hereinafter the "Board").

The Board of Directors will consist of four (4) Officers: a President, a Vice-President, a Secretary and a Treasurer, and six (6) Directors, unless expanded as specified in this Article, all to be elected by the membership as specified in Article 7, unless otherwise appointed in accordance with this Article. All officers and directors serve as volunteers with no salary or remuneration.

The Board of Directors, by a two-thirds vote of the Officers and Directors present, may increase the number of Directors to maximum of twelve (12) or decrease the number of Directors to a minimum of six (6), taking care to ensure that there is an approximate balance between terms expiring in even and odd numbered years. The Board may decrease the number of Directors only to eliminate vacancies existing by reason of the death, resignation or removal of one or more Directors.

The four (4) officers constitute the Executive Committee of the Board of Directors (hereinafter the "Executive Committee"). The Executive Committee assists the President of the Club and acts on behalf of the Board, when necessary, between Board Meetings. The Executive Committee will serve as Trustees of the Club's land and accounts.

The Board, by a two-thirds vote of the Officers and Directors present, may appoint a member to fill a vacant Officer or Director position. The appointed Officer or Director will serve until the next election. Appointed Officers and Directors whose terms would not ordinarily expire at the next election will stand for election for a one year term to ensure an approximate balance between terms expiring in even and odd numbered years. The Secretary may be appointed pro tempore.

Article 4 – Duties and Responsibilities of the Officers and Directors

President: The President will preside at all Board, General Membership and Special Membership Meetings of the Club, exercise general supervision of the business of the Club, enforce these Bylaws and appoint committees of the Board, as specified below.

Vice President: The Vice President will, in the absence of the President, exercise the duties and responsibilities of the President.

Secretary: The Secretary will take and publish minutes of all Board, General Membership and Special Membership Meetings of the Club. The Secretary will maintain the minutes and make them available for review a minimum of seven (7) years following each meeting. The Secretary oversees the Club's communication, including notification to members of meetings and proposed amendments to the Bylaws, correspondence, the newsletter and the website. The Secretary will maintain and publish the names of the Officers and Directors and the years in which their terms expire. The Secretary, assisted by the Nominating Committee, will prepare the ballots and oversee the tallying of votes during the election at the Annual Meeting. The Secretary will prepare the ballots and oversee the tallying of votes at any other meetings in which voting is conducted by ballot. The Secretary will call the roll and record the votes, as required, at Board meetings. The Secretary will distribute, collect and retain meeting sign-in sheets and advise the Nominating Committee whether a member is eligible for office in accordance with Article 7.1 below.

Treasurer: The Treasurer will manage the Club's finances, provide a report to the Board and the Membership at each Board and General Membership Meeting, present an annual budget at the Annual Meeting, chair the Finance Committee and assist in any audit of the Club's books.

Committees: The Board will have the following standing committees, each chaired by an Officer or Director: Nominating (as detailed in Article 7), Audit (as detailed in Article 9), Membership, Finance, Pistol Range, Archery, Planning, Fundraising and Facilities. The Board, by a majority vote of the Officers and Directors present at a Board meeting, may form additional committees as necessary. Additional committees will be chaired by an Officer or Director. Appointments to each committee will be made by the committee chair. Any member of the Club may be appointed to one or more committees.

All Officers and Directors will maintain memberships in the National Rifle Association (NRA) and/or Gun Owners' Action League (GOAL) during their term of office.

Article 5 – Membership

Any person 18 years of age or older may become an individual member of the club upon application, payment of all current membership year dues and fees and completion of the club's orientation course. The "membership year" currently corresponds to the calendar year. Membership dues and fees are not pro-rated.

The Board may alter the beginning and ending dates of the "membership year," so long as the "membership year" remains a minimum of twelve (12) consecutive months. The Board approves the schedule of dues and fees and approves the form of the membership application.

The Club provides the following additional types of memberships:

Family Memberships: Two adults residing as a couple at the same physical address may apply for admission as a family. A family membership includes all minor children residing in the family membership household.

Military Memberships: All members of the Club who are on active duty in any branch of the United States Military will, upon request, receive a waiver of their membership dues during the period of their active duty service.

Honorary Memberships: The Board, upon nomination by a Board Member, may approve an Honorary Membership. Honorary Memberships may be granted to individuals who have performed exemplary service to the Club or in support of the Club's purpose. Honorary Memberships include a lifetime waiver of membership dues.

Article 5.1 – Expulsion

Any member may be expelled from the Club, by a majority vote of the Officers and Directors present at a Board meeting, for: poor sportsmanship, conduct unbecoming a member of the Club, or for any other cause or reason considered by the Board to be detrimental to the Club's welfare and/or to its reputation.

An expelled member may appeal the expulsion by mailing, via certified mail; a written request for an expulsion appeal to the Board at the Club's mailing address. The appeal will be heard before the membership of the Club as the last "New Business" agenda item of the next regularly scheduled General Membership Meeting, so long as that Meeting is held a minimum of thirty (30) days following the receipt of the request for the expulsion appeal.

The appeal will be conducted as follows:

- a. An Officer or Director will present to the membership the reasoning behind the expulsion.
- b. The expelled member will present to the membership his or her reasoning as to why the expulsion appeal should be granted and the expulsion overturned.
- c. Discussion will follow in accordance with *Robert's Rules of Order Newly Revised* (RONR 11th Edition), or subsequent editions, as adopted by the Board, until such time as the *Previous Question* has been moved, seconded and adopted.
- d. The President, or, in his absence, the Vice President, will call for a vote via ballot on whether the appeal should be granted and the expulsion overturned.
- e. The expulsion will be overturned upon a two-thirds vote of the members present. The expelled member cannot vote.

Article 6 – Meetings

General Membership Meetings: The Club will hold a minimum of four (4) General Membership Meetings per calendar year, including the Annual Meeting in January. Officers and Directors will be elected at the Annual Meeting. The Board sets the date of the Annual Meeting and the General Membership Meetings. General Membership Meeting dates may coincide with Club events. Members will be notified of meeting dates via email. Meeting dates will be posted on the Club website and on bulletin boards at the Club, both upstairs and in the pistol range ready room.

Special Membership Meetings: The President or the Board may call for a Special Membership Meeting by notifying the membership a minimum of seven (7) days prior to the Special Meeting.

Special Membership Meeting to Authorize the Use of Principal from the Investment Funds:

The President or the Board may call for a Special Membership Meeting to Authorize the Use of Principal from the Investment Funds by notifying the membership thirty (30) days prior to the meeting date.

Board Meetings: The Board will meet the first Tuesday of each month, or more frequently, as the Board determines. Officers and Directors who are unable to attend a Board meeting must notify the President or the Secretary. Officers and Directors who are unable to attend a Board Meeting may participate and vote in that meeting via conference call or video conferencing. Any Officer or Director who fails to attend three (3) consecutive meetings of the Board may, upon a two-thirds vote of the Officers and Directors present, be removed from their position. A replacement will be appointed in accordance with Article 3. A quorum will consist of the President or Vice President, the Secretary and three (3) other Officers and Directors. No business will be transacted at a Board meeting without a quorum. Any member may attend a Board Meeting.

The Board, by a motion and vote, may conduct an executive session. All non-members of the Board, except those having business before the Board in executive session, will be asked to leave. The Board may conduct business during an executive session. Once the business requiring an executive session has been completed, the Board, by a motion and vote, will exit the executive session. If no motions were adopted during the executive session, the minutes will reflect only the times that the Board entered and exited the executive session. If business was transacted during the executive session, confidential minutes will be kept. Those minutes will be accessible only to those who had a right to be in that executive session. If and when the subject of the executive session is no longer confidential, the Board, by majority vote, may choose to open the minutes to the general membership.

All meetings will be conducted in accordance with *Robert's Rules of Order Newly Revised* (RONR 11th Edition), or subsequent editions, as adopted by the Board.

Article 7 – Election of Officers and Directors

The Officers and Directors of the Club will be elected at the Annual Meeting in January. On or before the October Board Meeting, the President, with the approval of a majority of the Officers and Directors present, will appoint a Nominating Committee of three (3) or more Officers and Directors who will submit to the Board, at the November meeting, the names of one or more candidates for the offices of President, Vice President, Secretary and Treasurer, as well as for those Director positions which terms expire at the next Annual Meeting. The names of the candidates will be presented to the membership in December. Each candidate will be given a brief opportunity to present themselves to the membership prior to the election at the Annual Meeting.

Officers will serve staggered, two year terms, with the terms of the President and the Secretary expiring in even numbered years and the Vice President and the Treasurer expiring in odd numbered years. Directors will also serve staggered, two year terms.

All terms of elected officers and directors scheduled to expire in a particular year expire upon the adjournment of that year's Annual Meeting. The newly elected Officers and Directors begin their terms of office at that time.

There are no term limits for Officers and Directors.

Article 7.1 – Eligibility for Office

Any member who has belonged to the Club for at least three (3) years and who has attended three (3) or more Board or General Membership Meetings in the prior membership year may be considered by the Nominating Committee as an eligible candidate for any Officer or Director position. A member may nominate any other eligible member to any open Officer or Director position, or if eligible, may submit their own name to the Nominating Committee. The Nominating Committee may independently approach eligible members to determine their potential interest in seeking election. In the event that there are an insufficient number of eligible members seeking election to open Officer or Director positions, the Board, by majority vote, may elect to waive this provision.

Article 7.2 – Absentee Ballots

Any member, by written request with good cause shown received by the Secretary on or before January 1st, may request an absentee ballot for the election to be held at the Annual Meeting, which must be returned to the Secretary a minimum of three (3) business days prior to the Annual Meeting. No member may request an absentee ballot on behalf of another member. The decision of the Secretary regarding the issuance and processing of absentee ballots is final and may not be appealed.

Article 8 – Inter-club Relations

The Club and its members shall cooperate, support and work with other clubs and organizations whose mission is consistent with the purpose of the Club.

Article 9 – Finances

The Club's funds may only be used in support of the Club's purpose, as set forth in Article 1 of these Bylaws, in support of Inter-club Relations, as set forth in Article 8 of these Bylaws, or for the good and welfare of the membership as determined by a majority vote of the Officers and Directors present at a Board meeting.

The principal balance in the Club's investment funds may only be utilized with the approval of two-thirds of the members present at a Special Meeting called for that purpose in accordance with the "Special Membership Meeting Called to Authorize the Use of Principal from the Investment Funds" portion of Article 6.

The Board may not authorize the expenditure of more than ten thousand dollars (\$10,000.00) on any single project or expense without a majority vote of the membership at a General Membership Meeting or Special Membership Meeting.

Article 9.1 – Insurance

The Club will maintain property and casualty insurance at a minimum of eighty percent (80.0%) of the replacement value of the Club's real property, a commercial umbrella liability policy of a minimum of \$1,000,000.00 and Directors and Officers Liability insurance.

Article 9.2 – Audits

Audits of the Club's financial records are required upon the following triggering events: the Treasurer does not seek reelection at the completion of his or her term of office; the resignation or removal of the Treasurer during his or her term of office; the completion of the first year of service by the Treasurer; the completion of five (5) years of service by the Treasurer and upon each quinquennial anniversary thereafter; and the majority vote of the Officers and Directors present at a Board meeting.

Upon a triggering event, the Board, by majority vote, will appoint an Audit Committee which will conduct or oversee an audit of the financial records of the Club and provide a written report to the Board upon completion of the audit. The Audit Committee may not engage the services of third parties without providing an interim report to the Board and obtaining approval of the engagement by majority vote of the Officers and Directors present at a Board meeting.

Article 10 – Voting

A voice vote is the regular method of voting on any motion that does not require a ballot or more than a majority vote for its adoption.

A simple rising vote (in which the number of members voting on each side are counted, as in a show of hands) is used principally in cases in which the chair believes a voice vote has been taken with an inconclusive result. A rising vote is also the normal method of voting on motions requiring a two-thirds vote for adoption. It can also be used as the first method of voting when only a majority vote is required, if the chair believes in advance that a voice vote will be inconclusive. The chair may also order the vote to be counted.

Only Officers and Directors may vote at Board Meetings. Any Officer or Director may request a roll call vote on any matter before the Board. The Secretary will call the roll and record the votes.

Officers, Directors and Members may vote at all other meetings. Each of the two adults in a family membership votes as a member.

Elections of Officers and Directors will be conducted by secret ballot. The Secretary will prepare the ballots prior to the election and the members of the Nominating Committee will assist the Secretary in tallying the votes. Absentee ballots returned to the Secretary three (3) business days prior to the date of the Annual Meeting will be counted; absentee ballots received after this date will be discarded.

In electing the Officers, the candidate receiving the most votes cast will be declared the winning candidate. In the event of a tie, balloting will continue until a winner is determined.

In electing the Directors, the candidate receiving the most votes will be declared the winner of the first open position, with this process repeating for the balance of the candidates until all of the open Director positions are filled. In the event of a tie for the last open Director position, balloting will continue until a winner is determined. Cumulative voting for Directors is not allowed.

In the event of a conflict between this article and *Robert's Rules of Order Newly Revised* (RONR 11th Edition), or subsequent editions, as adopted by the Board, the provisions of this article shall govern.

Article 11 – Dissolution

In the event that the Club disbands or dissolves, all real property and tangible assets belonging to the Club will be turned over to the Massachusetts Outdoor Heritage Foundation, Inc. In the event that the Massachusetts Outdoor Heritage Foundation, Inc., is no longer in existence, all real property and tangible assets belonging to the Club will be turned over to an organization with similar purpose, as determined by a two-thirds vote of the Officers and Directors at a Board meeting.

Article 12 – Bylaws

These Bylaws replace and supersede all prior Bylaws of the Club.

These Bylaws may be amended as follows:

Any proposed amendment(s) must be submitted in writing to the Secretary a minimum of ten (10) days prior to a regularly scheduled Board Meeting.

The Secretary will present the proposed amendment(s) to the Board.

The Board will review and discuss the proposed amendment(s), but will not vote on the amendment(s) until the regularly scheduled Board Meeting immediately following the presentation of the amendment(s) to the Board.

The Secretary will include the proposed amendment(s) in the minutes of the Board meeting.

At the Board Meeting immediately following the presentation of the amendment(s) to the Board, the Board will vote to determine whether to put forward the amendment(s) to the Members. A two-thirds vote of the Officers and Directors present is required for the amendment(s) to be presented to the membership.

The Secretary will inform the membership of the proposed amendment(s) in writing a minimum of ten (10) days prior to the next General Membership Meeting or Special Membership Meeting.

At the next General Membership Meeting or Special Membership Meeting, a two-thirds vote of the members present is required for the amendment(s) to be approved.

Revision Dates:

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| 1. January | 1988 |
| 2. November | 1996 |
| 3. June | 2001 |
| 4. February | 2005 |
| 5. July | 2014 |