

Lenox Sportsmen's Club Bylaws

PO Box 499
Lenox MA 01240

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 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, outdoor activities, the perpetuation of good sportsmanship, and the preservation and improvement of wildlife habitats. The Club and its members will pursue and defend 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 of the Officers and Directors present, may increase the number of Directors to a 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 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 is authorized to conduct the daily business of the Club and will serve as Trustees of the Club's land, assets, 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 Regular Board, Annual Membership, and Special Membership Meeting of the Club, exercise general supervision of the business of the Club, enforce these Bylaws and appoint members to the 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. The Vice President will also aid the President and the Board in the regular operation of the Club.

Secretary: The Secretary will take the minutes of all Regular Board, Annual 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, social media outlets, and the Club's 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 meeting 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 7.0.

Treasurer: The Treasurer will manage the Club's financial accounts, provide a regular report of the Club's finances to the Board and the Membership at each Regular Board and Annual Membership Meeting, retain copies of the Club's financial records for a minimum of seven (7) calendar years, be a sitting member of the Finance Committee, and assist in any audit of the Club's financial records.

Committees: The Board will have the following two (2) permanent Committees; Nominating Committee, Finance Committee and any other the Board deems necessary. Each Committee will be comprised of at least three (3) members to include at least one (1) member from the Board. All Committee members, to include the chair, will be appointed by the President and will serve for a one (1) year term.

Nominating Committee: Shall be responsible for establishing and overseeing nomination procedures, develop a slate of nominees for all Director and Officer vacancies, and assist the Secretary in preparing the ballots and overseeing the tallying of votes at any meeting in which voting is conducted by ballot

Finance Committee: Shall be responsible for the regular oversight of the Club's assets and financial accounts.

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 comprised of at least three (3) members to include at least one (1) member from the Board. All Committee members, to include the chair, will be appointed by the President and serve for a one (1) year term.

Article 5 – Membership

Any American citizen or non-resident alien, legally residing in the United States, of 18 years of age or older may become a member of the club upon application, payment of all current membership year dues and fees, and completion of the club's orientation course.

The Board will determine the "membership year," and may alter 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.

Membership dues and fees are not pro-rated.

The Club provides the following memberships:

Individual Membership: Any individual adult person of 18 years of age or older.

Family Membership: Two adult persons of 18 years of age or older 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 Membership: 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 Membership: 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 – Suspension

Any member may be suspended from the Club for up to twelve (12) months by the Board for violation of Club policies and procedures.

Article 5.2 – 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 to the Club's mailing address, or by emailing the President, Vice President, and Secretary, a request for an expulsion appeal to the Board. The appeal will be heard at the next regularly scheduled Board Meeting as the last "New Business" agenda item.

The appeal will be conducted as follows:

- a. An Officer or Director will present to the Board the reasoning behind the expulsion.
- b. The expelled member will present to the Board 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 12th 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 a show of hands on whether the appeal should be granted and the expulsion overturned.
- e. The expulsion will be overturned upon a two-thirds vote of the Board members present. The expelled member cannot vote.

Article 6 – Meeting

Regular Board Meetings: The Board will meet on 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 Club member in good standing may attend a Board Meeting.

The Board, by a motion and majority 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 majority 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.

Committee Meetings: Committees will meet on a schedule determined by the Committee chair and with Board approval. Committees will make regular reports to the Board.

Annual Membership Meetings: The Club will hold an Annual Membership Meeting per calendar year. The Board will determine the date of the Annual Meeting. The Annual Meeting may coincide with Club events.

- Officers and Directors will be elected at the Annual Meeting.
- The Treasurer will provide a statement of the Club's finances for the preceding year.
- Annual reports will be provided by the Chairs of the Nominating Committee, Finance Committee, Facilities Committee, and the Membership & Safety Committee.

Notification of the Annual Membership Meeting will be made to membership a minimum of thirty (30) days prior to the stated date. Notification of the Annual Membership Meeting will be sent via email, posted to the Club's website, social media outlets, and prominently displayed at the Club, and by any additional means as determined by the Board.

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.

Article 7 – Election of Officers and Directors

The Officers and Directors of the Club will be elected at the Annual Meeting.

Nominations for eligible candidates for the officer and director positions expiring at the next Annual Meeting will be accepted up to but not beyond 11:59:59 PM on November 30th of the year prior to the Annual Meeting.

The names of eligible candidates will be made available to the membership no later than 11:59:59 PM on December 15th of the year prior to the Annual Meeting.

At the Annual Meeting each candidate will be given five (5) minutes to present themselves to the membership prior to the election.

Only members in good standing may serve as an Officer or Director of the Club.

Officers will serve staggered, two (2) 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 (2) 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.

Article 7.1 – Eligibility for Office

Any member who has belonged to the Club for at least one (1) year and who has attended two (2) or more Regular Board and/or Annual Meeting 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 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 received by the Secretary on or before 11:59:59 PM on December 31st, 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 7.3 – Term Limits

Any Director or Officer may maintain their position until being elected out by membership vote or said officer resigns their position.

Any Director or Office ineligible to serve on the Board may be appointed to serve on a Club Committee.

Article 8 – 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 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 Board, by two-thirds majority present at a regularly stated meeting, may authorize the expenditure of no more than ten thousand dollars (\$10,000.00) on any single project or expense. Any Expenditure over ten thousand dollars (\$10,000.00) on any single project or expense must have 3 bids and approval at a General Membership Meeting.

Article 8.1 – Insurance

The Club will maintain property and casualty insurance at a minimum of eighty percent (80.00%) 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 8.2 – Audits

The Board, by two-thirds majority vote at a regularly stated Meeting, can call for an audit of the Club's financial records.

An audit of the Club's financial records is to be completed by an impartial and independent third party and the results disclosed at the next regularly stated meeting following the conclusion of the audit.

Article 9 – 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 12th Edition), or subsequent editions, as adopted by the Board, the provisions of this Article shall govern.

Article 10 – Dissolution

In the event the Club disbands or dissolves, all real property and tangible assets belonging to the Club will be turned over to an organization with a similar purpose, as determined by a two-thirds vote of the Officers and Directors at a Regular Board Meeting.

Article 11 – Bylaws

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

These Bylaws shall be prominently displayed at the Club and made available to any member in good standing on request.

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 Annual Membership Meeting or Special Membership Meeting.

At the next Annual 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:

1. January 1988
2. November 1996
3. June 2001
4. February 2005
5. July 2014
6. June 2025