

# **BEN LOMOND GUN CLUB, INC.**

## **CLUB BYLAWS**

REVISED May 4, 2011

### **ARTICLE NUMBER 1. NAME**

#### **SECTION NUMBER 1. NAME**

The name of this organization shall be: **THE BEN LOMOND GUN CLUB, INC.**

### **ARTICLE NUMBER 2. NONPROFIT PURPOSES**

#### **SECTION NUMBER 1. IRC Section 501(c)(4) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(4) of the Internal Revenue Code.

#### **SECTION NUMBER 2. SPECIFIC OBJECTIVES AND PURPOSES**

The objectives and purposes of this club are as follows:

- a. To encourage the highest degree of sportsmanship among the members and all other persons.
- b. To engage in all forms of activity incident to the conduct of competitive and non-competitive sporting events incidental to the use of firearms, but not necessarily restricted thereto.
- c. To assist in the development of good sportsmanship among the youth of the country, to promote those characteristics of honesty, good fellowship, self-discipline, self-reliance and team play.
- d. To encourage the support and preservation of the second amendments to the Constitution of the United States and the rights guaranteed therein.

### **ARTICLE NUMBER 3. MEETINGS**

#### **SECTION NUMBER 1. REGULAR MEETINGS**

The Board of Directors will establish membership meetings as needed. The published meeting schedule will include meetings of each of the local Chapters. The calendar of meetings will then be published in the next issue of *The BULLET-IN* (Newsletter) and on the club web site.

#### **SECTION NUMBER 2. BOARD OF DIRECTORS MEETINGS**

The Board of Directors may establish a standing meeting schedule. Such regularly scheduled standing meetings do not require notice.

Additional meetings of the Board of Directors may be held at such time and place as the Board of Directors may determine. At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by email, or by telephone and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of email notification, the director to be contacted shall acknowledge personal receipt of the email notice by a return message or telephone call within twenty-four hours.

An emergency meeting of the Board of Directors may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other. A member participating in a meeting by this means is deemed to be present in person at the meeting. Any votes taken at the meeting must be by roll call. An emergency is defined as an unplanned event which requires immediate action by the Board of Directors before the next regularly scheduled Board of Directors meeting.

Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### **SECTION NUMBER 3. SPECIAL MEETINGS**

Special meetings of the club may be held at any time and place upon resolution of the Board of Directors. Any member may also call for a special meeting upon the presentation of a written request, to the Chairman of the board signed by at least fifteen (15) members in good standing. Such special meetings shall be called within fifteen (15) calendar days from receipt of such request. Such request shall state the purpose for which such special meeting shall be called, and only the business stated in such request and notice shall be considered and acted upon at such special meeting.

#### **SECTION NUMBER 4. NOTICE OF SPECIAL MEETINGS**

The Secretary shall give written notice stating the purpose of any special meeting to the club members at least seven (7) days prior to such meeting. Notice of all special meetings shall be made by regular mail.

## **SECTION NUMBER 5. MEETING QUORUM**

The members present at any meeting of the club shall constitute a quorum, provided that the number of members present represents a minimum of fifteen percent (15%) of the total membership. When club membership meetings are conducted by chapter, to conduct club business, the cumulative number of members present at all the chapter meetings must represent a minimum of fifteen percent (15%) of the total club membership.

The quorum for any chapter meeting, to conduct chapter business, shall be five members including at least one chapter or club officer.

Attendance of over fifty percent (50%) of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

## **SECTION NUMBER 6. VOTE REQUIRED FOR ACTION UPON ANY BUSINESS RESOLUTION**

At any meeting of the club, any action shall require a majority of the votes represented by the quorum, except amending the by-laws, which shall require two thirds (2/3rds) of the votes represented by the quorum.

When a membership vote is by mailed secret ballot, the number of ballots returned by the deadline must represent a minimum of fifteen percent (15%) of the total club members eligible to vote at the close of the month prior to the election, lacking 15% participation, the vote is invalid.

When a club membership vote is conducted at the chapter meetings, the total number of members present at all such chapter meetings combined must represent a minimum of fifteen percent (15%) of the total club membership.

## **SECTION NUMBER 7. VOTING**

Each regular member in good standing shall be entitled to one (1) vote on any action to be taken by the club at any of the regular or special meetings of the club other than meetings of the Board of Directors. This club will not honor proxy votes. One member of any family membership in good standing shall be entitled to one (1) vote on any action to be taken by the club at any regular or special meeting.

Each written ballot shall set forth each proposed action and provide an opportunity to vote for or against the proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Written ballots shall not be revoked. All solicitations for votes by written ballot shall:

- (i) indicate the number of responses necessary to meet the quorum requirements;
- (ii) state the percentage of approvals necessary to approve each matter other than election of directors and or officers;
- (iii) specify the time by which the ballot must be received by the corporation in order to be counted; and
- (iv) be accompanied by written information sufficient to permit each person voting to reach an informed decision.

## **ARTICLE NUMBER 4. MEMBERSHIP**

### **SECTION NUMBER 1. ORGANIZATION**

Membership in the Ben Lomond Gun Club shall be through local Chapters. Chapters are chartered by the Board of Directors. Each member shall select an established Chapter as his/her home Chapter.

A membership report shall be provided to the Board of Directors each month.

The Board of Directors may establish a membership cap.

The Board of Directors may grant complementary memberships (REGULAR or LIFE) when in the Board's opinion such action will be to the benefit of the Club.

### **SECTION NUMBER 2. MEMBERSHIP REQUIREMENTS AND CONDUCT**

The requirements for membership shall be as follows:

- a. A legal resident of the United States of America.
- b. Has reached the age of majority in this state.
- c. Meets all Federal and State requirements for possessing a firearm.
- d. Is a member of the National Rifle Association of America (NRA).
- e. An active, sincere interest in shooting sports and the purposes of this club without discrimination or partiality toward any faction within the club.
- f. A willingness to work and to do all in their power to further the purposes of the club and enhance the club's prestige.
- g. Demonstrate knowledge of firearms safety, and the respect for safety of others and their property.

### **SECTION NUMBER 3. MEMBERSHIP TYPE**

There shall be five (5) types of memberships: **REGULAR** (both individual and family, **ORIGINAL LIFE**, **LIFE** (both individual and family), **HONORARY**, and **HONORARY LIFE**.

### **SECTION NUMBER 4. REGULAR MEMBERSHIP**

Any person who meets the membership requirements may apply to become a regular member of this club by making formal application for same, and paying the initiation fee, dues and other fees in effect as set forth in this document. A Regular membership shall be either an individual membership or a family membership as chosen by the member. The member shall designate which family members are to be issued official Club identification.

Family memberships are limited to immediate family members. Immediate family shall mean the member, a spouse and their children who are under age eighteen (18). An adult family member must be an active member of the NRA. When children reach the age of eighteen (18) years, they are no longer considered a participating member of the family unless they are a full-time student and a dependent member of the family or are on active duty in US Military Service and only up to the age of twenty - four years (24).

### **SECTION NUMBER 5. LIFE MEMBERSHIPS**

LIFE memberships may be offered periodically. Any **REGULAR MEMBER OR QUALIFIED APPLICANT MAY PURCHASE** a life membership at the specified rate during the time the offer is valid. Any member or qualified applicant who purchases a **LIFE MEMBERSHIP** from **THE BEN LOMOND GUN CLUB, INC.** during the time the offer is valid shall be known as a **LIFE MEMBER**. Life Members shall be exempt from paying dues and work bond obligations. The LIFE members may designate which family members are to be issued official Club identification.

LIFE members who purchased a special LIFE membership the Club offered in 1991 shall be known as **ORIGINAL LIFE MEMBERS** and **ORIGINAL FAMILY LIFE MEMBERS**. The conditions of this offer were that **ORIGINAL LIFE MEMBERSHIPS** would never again be offered and the holder of an **ORIGINAL LIFE MEMBERSHIP** may sell or otherwise transfer their **LIFE MEMBERSHIP** in a private transaction to another **REGULAR MEMBER** or qualified applicant. The Board of Directors must be notified prior to the sale.

When a second purchaser purchases an **ORIGINAL LIFE MEMBERSHIP** the second purchaser cannot sell it. Any qualified applicant who is not a regular member must complete a Membership Application form and pay the initiation fee, with the exception of a transfer to a spouse or child of the Original Life member. Upon completion of the sale or transfer, the transferee shall be a **LIFE MEMBER**.

### **SECTION NUMBER 6. HONORARY MEMBERS**

The Board of Directors may award an honorary membership to persons who are not members, who have performed outstanding service relating directly or indirectly to the club, provided such person meets all stated membership requirements and completes and signs a current membership application. **HONORARY MEMBERS** shall be entitled to use the range facilities only, shall not pay initiation fees, work bonds or annual dues and shall not have voting privileges. **HONORARY MEMBERSHIP** is limited to one (1) year and may be reinstated by the Board of Directors.

### **SECTION NUMBER 7. HONORARY LIFE MEMBERS**

This is a life membership with voting privileges. It is an honorary position reflecting exemplary service and leadership to the **BEN LOMOND GUN CLUB INC.** Any qualified member may submit nominations for this position in writing to the Board of Directors. The Board of Directors will consider all nominations and will award life memberships at its discretion. Honorary Life Members shall not pay dues or complete work bonds.

### **SECTION NUMBER 8. INITIATION FEES**

- a. A non-reoccurring initiation fee shall be charged for each member accepted into the club. (EXCEPTION: ARTICLE 4. SECTION NUMBER 5 and 6.) This fee shall be recommended by the Board of Directors and approved by the membership and documented in these by-laws. The initiation fee cannot be refunded or transferred. The initiation fee shall accompany the application for membership. At the discretion of the Board of Directors, the initiation fee may be waived or discounted.
- b. Initiation fees will be waived for dependent members if transferring to a regular membership within 180 days of no longer meeting the definition of dependent as described in the **REGULAR MEMBERSHIP** section.

### **SECTION NUMBER 9. DUES, ASSESSMENTS, AND WORK BONDS**

The membership year shall be established by the Board of Directors. Membership dues are payable no later than the last day of the membership year.

#### **DUES:**

The dues for annual membership shall be renewed not later than the last day of the current membership year for the following membership year. Annual dues paid cannot be refunded in whole or in part. The amount of club dues is currently shown on the club membership application form. Changes in these amounts may be necessary from time to time and in this event, the new dues shall be

recommended by the Board of Directors and approved by the membership. Renewals shall be accompanied by proof of current membership in the NRA. Life memberships and Honorary Life memberships shall submit proof of current NRA membership every year to keep their BLGC membership in force. Terms of NRA membership may be kept on file by BLGC, eliminating the need for the member to submit proof each year.

#### **ASSESSMENTS:**

Normally there shall be no monetary assessments of members. However, the Board of Directors may identify a special need where an assessment might be necessary. The Board of Directors may place before the membership, an assessment issue for resolution. A favorable vote by a two-thirds (2/3rds) vote of the membership is required for passage. Such assessment, if passed, shall be due no less than thirty (30) days after approval.

#### **WORK BONDS:**

Each member incurs a work bond as recommended by the Board of Directors and approved by the membership per membership year unless excused by the action of the Board of Directors.

The Board of Directors may establish procedures and timelines for tracking and collecting work bond hours and payments.

### **SECTION NUMBER 10. NONLIABILITY OF MEMBERS**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

### **SECTION NUMBER 11. TERMINATION OF MEMBERSHIP STATUS**

Failure to pay dues or assessments within sixty (60) days from the date they are due shall cause termination of Membership without further action of the Board of Directors.

Failure to maintain National Rifle Association (NRA) membership or to meet all Federal and State requirements for possessing a firearm shall cause termination of Membership without further action of the Board of Directors.

Any member of the club may have their Membership terminated for due cause. Sufficient cause for such termination of Membership shall be violation of the provisions of these Bylaws or any lawful rule or practice duly adopted by Ben Lomond Gun Club, Inc. or for conduct unbecoming of a member, for actions injurious, threatening or prejudicial to the welfare of the member(s) and of the club. Membership termination for due cause requires a two-thirds (2/3) affirmative vote represented by the quorum present at any regular or special meeting of the Board of Directors. No vote on expulsion may be taken unless at least fifteen (15) days notice in writing shall have been given to the member of the charges preferred and of the time and place of the meeting of the Board of Directors at which such charges will be considered. Written notice must be given by first-class or certified mail sent to the last known address of the member. At such meeting the member under charges will be accorded a full hearing.

Any person whose membership has been terminated shall relinquish his club membership and photographic range authorization cards and any club property in their possession.

### **SECTION NUMBER 12. I.D. BADGES**

All members ten (10) years of age and over in good standing will be issued photo I.D. badges (Range Authorization Badge) to be worn on an outer garment while at the firing range. No one is authorized to be on the range without a current Range Authorization Badge or a current membership card. Range Authorization Badges cannot be loaned to another person and are not transferable.

### **SECTION NUMBER 13. RANGE GUESTS (NON-MATCH SHOOTERS)**

Each club member in good standing and eighteen (18) years of age or older is permitted to bring spectator guests and shooting guests to the range as specified in the Ben Lomond Gun Club, Inc. Rules and Regulations. The member who sponsors any guest(s) is entirely responsible for the actions of their guests. Any violation of range safety rule by a guest may result in the suspension or expulsion of the member from the club per the defined termination process.

## **ARTICLE NUMBER 5. TARGET RANGES**

### **SECTION NUMBER 1. ACCESS TO TARGET RANGES**

- a. When Official Functions (Matches) are scheduled, they will take precedence over all other shooting by individual members, however, on the pistol range there shall always be at least one bay open for non-match shooters. On weekdays and on weekends when official functions are not scheduled, individual members may utilize the range(s) as they desire so long as all range rules and regulations are observed appropriate to their activities. It is strongly recommended that members do not shoot alone. The buddy system is encouraged at all times.
- b. Official Functions (Matches): During these events, competitors will be permitted to participate who are not members of the club, provided they complete the official entry forms, pay any associated fees and abide by the range rules and/or directives written or oral of the competitive match director. Shooters failing to comply with this part may be expelled from the match and asked to leave the range.

## **SECTION NUMBER 2. RULES FOR OFFICIAL FUNCTIONS AND RANGE SAFETY RULES**

- a. For all official NRA matches, the NRA rule book will be the guide.
- b. For all other events, the Duty Officer, Match Director or Board of Directors appointed official is responsible for establishing the rulebook.
- c. Only bona fide targets will be used at the range(s). Approved metallic targets, and bowling pins may be used in addition to the regular paper and clay targets. Specifically prohibited as targets are; glass bottles, rocks, trees, animals, etc.
- d. Members are responsible for policing the area of any and all ranges they use. This means the removal of all trash, brass, shells, hulls, and cartridge boxes.
- e. Range Safety Rules shall be included in the BLGC Rules and Regulations and range safety rules shall be posted at the range.

## **ARTICLE NUMBER 6. APPOINTED OFFICERS AND COMMITTEES**

### **SECTION NUMBER 1. DUTY OFFICERS**

In the spirit of the BEN LOMOND GUN CLUB INC. in which all members contribute regularly to the progress and success of the club, the elected officers of the club shall nominate and the Board of Directors shall approve Duty Officers. The purpose of this is to share the administrative load and to help the club operate more effectively. Duty Officers so appointed, and upon acceptance of the office, will serve for a minimum of one year and may succeed themselves. Duty Officers will be appointed in the first month after club elections.

Duty Officers are at liberty to select other club members to assist them and it is highly recommended that they do this to allow for depth in the office and to the smooth operation of the duty.

The club officers shall fill Duty Officer positions as soon as possible after every election. The exact Duty Officers appointed shall be at the discretion of the board and may include, but are not limited to such positions as Chief Range Officer, Director of Range Planning, Senior Match Director, Match Directors, Web Master, Newsletter Editor and Youth Services Director. Duties for each Duty Officer position filled shall be detailed by the board in the Rules and Regulations. At the discretion of the Board of Directors, Duty Officer positions may be eligible for waiver of dues and work bond.

### **SECTION NUMBER 2. FINANCIAL REVIEW COMMITTEE**

A Financial Review Committee of no less than three (3) members from the general membership will be established.

- a. The Financial Review Committee is under the direction of the Board of Directors.
- b. The Financial Review Committee will examine the Treasurer's accounting and/or report of Club funds on an annual basis. This examination may include vouchers, bank statements, cash and other records as required.
- c. The Financial Review Committee will submit its report to the President for signature.

## **ARTICLE NUMBER 7. ELECTED OFFICERS**

### **SECTION NUMBER 1. CLUB OFFICERS – NAME, NUMBER AND TERM**

The ELECTED officers of the club shall be a President, Vice President, Secretary, and Treasurer and shall be elected from the membership at large. The elected officers of the club shall be members of the Board of Directors during their terms of office.

Terms of office, either appointed or elected, are from the first Board meeting in May, but no later than May 31, until the first Board meeting in May of the following year convenes, but no later than May 31.

### **SECTION NUMBER 2. CHAPTER OFFICERS – NAME, NUMBER AND TERM**

The ELECTED officers of the chapter shall be a Chapter Director, Assistant Chapter Director, Chapter Secretary and Chapter Treasurer and shall be elected from within each chapter by its membership.

Terms of office, either appointed or elected, are from the first Board meeting in May, but no later than May 31, until the first Board meeting in May of the following year convenes, but no later than May 31. The Chapter Director(s) shall be a member of the Board of Directors during their terms of office.

### **SECTION NUMBER 3. ELECTION OF OFFICERS**

Election of officers shall be held during March and April with the announcement of the results by the Tellers Committee before the first Board of Directors meeting in May, which shall be held no later than the end of May. Newly elected officers shall take office at the first Board meeting in May.

- a. A Tellers Committee will be appointed by the Board of Directors at least three (3) months prior to the election. The Tellers Committee supervises the processing of ballots received and the tallying of the votes on matters on the annual election ballot submitted to the membership.
- b. NOMINATIONS: The Tellers Committee at least three (3) months prior to the election shall initiate nominations for club officers.
- c. Ballots will include all nominees for each office and at least one blank line for a write in vote for each office. Ballots will be mailed to all members in good standing, at least two weeks prior to the election deadline. Ballots may be returned until the

announced deadline.

- d. Officers shall be elected by a majority vote of the ballots received.
- e. Officers may succeed themselves in office if they are elected by a majority vote of the membership voting. There is no limit to the number of terms of office any member may fill, providing they receive the member votes necessary to be elected to the office.

## **SECTION NUMBER 4. DUTIES OF THE OFFICERS**

### **CLUB OFFICERS**

#### **THE PRESIDENT**

It shall be the duty of the president to appoint committees and/or duty officers, in agreement with the Board of Directors, and preside at all meetings. The president shall be an ex-officio member of all committees, or any duty officer entourage.

The president may review the club treasury records at a special meeting of the Board of Directors called by the president for that purpose.

The President will establish a Financial Review Committee of no less than three (3) members from the general membership. An elected Club officer or any Board of Directors member may not be a member of this committee.

The president shall, whenever possible, represent the club at conferences and other public events. The president is empowered to appoint another board member to represent the office and the club at these meeting.

The president shall at all times uphold, defend, and abide by the by-laws of the club.

This position shall receive a waiver of dues and work bond.

#### **THE VICE PRESIDENT**

It shall be the duty of the Vice President to aid and assist the President at all regular and special meetings of the club.

The vice president shall assume the duties of the President in the absence of the President, and or when requested to do so by the President.

The vice president shall be the permanent Chairperson of the club Membership Committee. The Membership Chairman shall be responsible for recommending, to the Board of Directors, the procedure to be followed for accepting and welcoming new members to the club.

With advance approval of the Board of Directors the vice president shall be permitted to expend a specified amount of money to promote the club and conduct membership drives.

Other club members may be appointed to assist with these duties. The vice president may appoint committees and/or duty officers with the agreement of the other club officers.

This position shall receive a waiver of dues and work bond.

#### **THE SECRETARY**

It shall be the duty of the club Secretary to keep all minutes of regular and special meetings and meetings of the Board of Directors. That person shall read the minutes of the last meeting at the current meeting. The secretary shall conduct or delegate others to conduct all official correspondence for the club and maintain a permanent file of all official correspondence.

The secretary shall provide or cause to be provided to each member a calendar of regular meetings of the club. The secretary will also provide each member notice of special meetings and any special notices, which the Board of Directors may issue.

This position shall receive a waiver of dues and work bond.

#### **THE TREASURER**

It shall be the duty of the club Treasurer to maintain the club's financial records including at least the following.

- Deposit all club funds in the club's account(s) at a Federally Insured Bank or Credit Union as soon after a transaction as is practical.
- Pay by club check, all expenditures approved by the Board of Directors.
- Provide a Treasurers Report at all regular meetings, and at any special meetings when directed to do so by the Board of Directors.
- Keep financial records of all transactions of the club.

The results of the Financial Review Committee report will be published in the club newsletter (BULLET-IN).

This position shall receive a waiver of dues and work bond.

## **CHAPTER OFFICERS**

### **CHAPTER DIRECTOR**

It shall be the duty of the Chapter Director to act as the representative of the President to his chapter and conduct all chapter meetings and related business in the absence of or at the direction of the President. It shall also be the duty of the Chapter Director to represent his chapter to the club officers and to the Board of Directors.

This position shall receive a waiver of dues and work bond.

### **ASSISTANT CHAPTER DIRECTOR**

It shall be the duty of the Assistant Chapter Director to act as the representative of the President and Vice President to his/her chapter and to assume the duties of the Chapter Director in the absence of or when requested by the Chapter Director. The Assistant Chapter Director shall assist the MEMBERSHIP CHAIRMAN (Vice President) in accordance with the new member procedures recommended by the Membership Chairman and approved by the Board.

This position shall receive a waiver of dues and work bond.

### **CHAPTER SECRETARY**

It shall be the duty of the Chapter Secretary to act as an assistant to the Club Secretary and represent the Club Secretary within his/her chapter and his/her chapter to the Club Secretary.

This position shall receive a waiver of dues and work bond.

### **CHAPTER TREASURER**

It shall be the duty of the Chapter Treasurer to act as an assistant to the Club Treasurer and represent the Club Treasurer within his/her chapter and his/her chapter to the Club Chapter.

This position shall receive a waiver of dues and work bond.

## **ARTICLE NUMBER 8. THE BOARD OF DIRECTORS**

### **SECTION NUMBER 1. GENERAL POWERS**

The Board of Directors will manage the business and the property of the club. The Board shall exercise such powers of the corporation and will do any and all lawful acts not otherwise specified in the by-laws to manage the club.

The Board shall have the power to purchase or otherwise acquire property for the corporation. Such acquisitions shall be prudent and generally on such terms and conditions as they think proper and fitting and to create, make and issue all legal instruments necessary for the proper management of the club.

The Board of Directors has the authority to develop plans for cooperation with other clubs and other organizations interested in the same objectives as this club. The Board shall carry out these objectives, as it deems necessary and/or advisable.

The Board of Directors has the authority to develop plans for earning revenues, but such plans will not be in conflict with requisite privileges of the membership, State or Federal laws.

The Board of Directors has the authority to create Rules and Regulations and Standard Operating Procedures for the operation of the club for details not specifically included in the Bylaws. However, such rules and regulations shall not be in conflict with the club Bylaws.

### **SECTION NUMBER 2. MEMBERS**

The Board shall consist of the four (4) club officers, Chapter Directors and six (6) members at large elected by the club membership. All members of the board must hold club memberships.

Directors at large will be elected according to the procedure for election of officers. Two (2) Directors at large will be elected each year to serve for a term of three (3) years. Board members may succeed themselves providing the voting members agree. This position shall receive a waiver of dues and work bond.

In case of a vacancy or in the event a member of the board shall have been absent from three (3) consecutive meetings of the Board, then the remaining members may declare the seat vacant. The board shall appoint a member of the club to fill the vacant seat for the remainder of the term.

In the case where an elected or appointed officer is not fulfilling all the duties of that office, at the discretion of the Board of Directors, a person may be appointed to the position in an Acting capacity. Acting officers do not have a vote on the Board of Directors and are not counted toward the quorum requirements for board meetings.

Members of the Board of Directors will only have one vote per member.

### **SECTION NUMBER 3. CHAIRMAN OF THE BOARD**

A chairman of the Board will be elected from the at-large members of the Board of Directors. The Chairman of the Board will preside at all meetings of The Board of Directors.

Bylaws - Ben Lomond Gun Club, Inc.

(Revised April 3, 2011) dps

## **SECTION NUMBER 4. COMPENSATION**

Directors shall serve without compensation except that position may receive a waiver of dues and work bond. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance.

## **SECTION NUMBER 5. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **SECTION NUMBER 6. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

## **SECTION NUMBER 7. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

## **SECTION NUMBER 8. REMOVAL FROM OFFICE**

The Board of Directors may at any time, by a two-thirds (2/3rds) vote of the entire board, ask for, demand, receive and accept the resignation of any officer or director or employee of this club, and upon his or their refusal to tender such resignation or resign, the majority of said Board of Directors may dismiss him from office and declare said position vacant.

## **ARTICLE NUMBER 9. TAX EXEMPTION PROVISIONS**

### **SECTION 1. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

### **SECTION 2. DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed in accordance with all applicable provisions of the laws of this state.

## **ARTICLE NUMBER 10. ORDER OF BUSINESS**

Robert's Rules of Order shall be used as a guide for all matters pertaining to parliamentary procedure and shall be followed as necessary to the orderly and efficient conduct of all meetings of the club including the Board of Directors meetings.

## **ARTICLE 11. CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

### **SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **SECTION 2. DEFINITIONS**

- a. **Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
  2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
  3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### SECTION 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.  
The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.  
After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.  
If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.  
If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### SECTION 5. COMPENSATION APPROVAL POLICIES

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
- b. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
  1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
  2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
  3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
  4. has no material financial interest affected by the compensation arrangement; and

5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
  2. the availability of similar services in the geographic area of this organization;
  3. current compensation surveys compiled by independent firms;
  4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
1. the terms of the compensation arrangement and the date it was approved;
  2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
  3. the comparability data obtained and relied upon and how the data was obtained;
  4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
  5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
  6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
  7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

## **SECTION 6. ANNUAL STATEMENTS**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **SECTION 7. PERIODIC REVIEWS**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE NUMBER 12. AMENDMENTS**

At the recommendation of the Board of Directors, a written proposal to alter, amend or supersede these by-laws shall be presented to the membership for approval by a vote of the members. A vote of at least two-thirds (2/3) majority of all members voting constituting a

quorum is required before such action is effective. The effective date for approved changes is thirty (30) days from the date of approval by the membership.

### **CERTIFICATE**

The undersigned hereby certifies that the foregoing by-laws, consisting of eleven (11) pages including this page constitute the by-laws of the BEN LOMOND GUN CLUB, INC. adopted by the Board of Directors of the corporation.

Approved by the members on May 4, 2011. Revision date: April 3, 2011.

These By-laws, effective June 3, 2011 supersede all previous By-laws.