

SIUSLAW ROD & GUN CLUB BY LAWS

ARTICLE ONE

NAME

1. The name of the organization shall be “The Siuslaw Rod and Gun Club”, hereinafter referred to as “The Club”, corporation, or the organization, and all references in the masculine shall be considered gender neutral.
2. This corporation shall be organized and operated exclusively for charitable and/or educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purpose of this corporation shall be to engage in lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes, and Section 501(c)(7) of the Internal Revenue Code of 1989 or their corresponding future statutes.

ARTICLE TWO

OFFICES

1. The corporation shall maintain in the State of Oregon a registered office and a registered agent located at the registered office.
2. Pursuant to Oregon Revised Statutes, Chapter 65, the Club shall have a Board of Directors.
3. The Board of Directors may, at any time change the location of the registered office and the person designated as the registered agent.
4. The corporation may have additional offices at such places as the Board of Directors may fix by resolution.

ARTICLE THREE

PURPOSE AND OBJECTIVES

The purpose and objectives of this organization shall be:

1. To operate primarily to promote the legitimate interests and activities of sportsman with rod and gun, subject to the limitations of the Articles of Incorporation.
2. To encourage and promote organized shooting, hunting, fishing, archery, educational,

training, social and recreational activities among citizens of the United States of America, with special interest on youth education, residing in our community and the surrounding areas. All this with a view toward better knowledge on the part of our members of the safe handling and proper care of firearms, improved marksmanship, and the rules and regulations of sporting activities.

3. To forward the development of these characteristics of honesty, good character, good fellowship, self-discipline, cooperation, and self-reliance, which are the essentials of good sportsmanship and the foundation of true patriotism.
4. To assist in the protection of natural sporting and hunting grounds, game habitats and fisheries of western Lane County.
5. To maintain an affiliation with recognized public safety, sporting, competitive, or educational organizations.
6. To offer out-reach to the surrounding communities for the betterment of creating a safe environment for shooting sports and to encourage active participation of all law-abiding citizens.
7. The Club shall have an Environmental Stewardship Program and maintain the Club property to insure that the Environmental Stewardship Program stays viable.

ARTICLE FOUR OFFICERS

Terms of office, duties and composition of Officers:

1. The term of office for Officers shall be for one (1) year, commencing with January 1st and ending December 31st. They shall hold that office for that period, or until their successors are elected.
2. All Officers must be at least 21 years of age at time of election to office.
3. The Officers of the Club shall consist of President, Vice President, Secretary, and Treasurer. The duties of the officers shall be those usually associated with and incidental to those positions, and as enumerated in this document. The elected officers of the Club shall constitute the Board of Directors.
 - a. The President is the chief executive officer of the Club and shall preside at meetings of the Club and shall perform such duties as usually pertain to this office. The President shall nominate all committee chairpersons, which shall be ratified by majority vote of members present at a regular meeting, and shall be a

member ex officio of all committees. All business of legal commitments entered into by the Club shall have the Presidents signatory approval. If the President fails to act in a timely manner the members, with a 2/3 majority vote conducted a regular meeting, may direct the Vice President to act as signatory for the President. The President shall retain one of two keys to the Club's safe deposit box. In case of removal of the President from office, or in his death or resignation, the Vice President shall become President.

b. The Vice-President shall perform the duties of the President in his absence or at his request. At that time he shall have the full power and authority of that office. He shall also ascertain that only members or authorized guests may be present at meetings of the Club. In addition the Vice-President may perform other tasks as may be assigned by the President.

c. The Secretary shall conduct official correspondence of the Club pertaining to the proper preparation and forwarding of all reports, as may be deemed appropriate, to any affiliate organization requiring same, including filing of the annual report with the Secretary of State, for the State of Oregon. He shall also notify all members of all meetings pertaining to their role and function, and shall notify members of special and annual meetings as practical. He shall keep true and accurate minutes and records of all meetings of the Club including records of attendance and membership applications. He shall have care, control and custody of all non-financial records of the Club, including all current and historical records and manuals. These records shall be maintained in good and proper order. At the end of his term of office he shall surrender to his successor, in good order, all books, papers, and all other documents and articles pertaining to the Club.

d. The Treasurer shall receive all monies due the Club and have full care, control and custody of all club financial records and funds, and shall place all funds in such bank or financial institutions as may be approved and directed by the Board of Directors. Such money shall only be withdrawn by check signed by elected Club officers. No blank checks may be pre-endorsed. All expenditures in excess of a specified amount shall be pre-approved by a vote of the membership. The Treasurer shall keep a true and accurate record of all transactions including all supporting documentation. All such records and supporting documents shall be surrendered to the Board of Directors for its inspection at its request. At each regular club meeting, a monthly detailed report shall be rendered. Within ninety (90) days after general elections have been concluded a committee, selected by the membership, may conduct an annual audit of all financial records. Those findings shall be reported to the general membership at the following meeting. The Treasurer shall be responsible for the collecting of all fees and dues and issuing of receipts for the same. The receipts for dues shall be in the form of a current membership card. At the end of his term of office he shall surrender to his successor, in good order, all books, papers, and all documents pertaining to his office. He shall retain custody of one key to the Club's safe deposit box.

4. Persons up for election for Board of Directors shall have been a member for one year prior to election and have attended three business meetings in the current year. They shall be elected by a plurality vote by written ballot of members present at the annual business meeting.
5. It shall be the duty and responsibility of the out-going officers to acquaint and orient the in-coming officers to functions and duties of their respective offices to maintain a continuity of operation to the offices.
6. The immediate past President may be appointed an emeritus status on the Board of Directors. This may be done to maintain a proprietary and historical continuity of the organizational history and functions. This is a non-voting position except as provided for in Section 7 of this Article.
7. The President Emeritus provides for an uneven number of members for the Board of Directors. This shall only be done to prevent a “deadlock” in voting procedures.
8. The Board of Directors and the Committee Chairs shall have general management and supervision of all day-to-day activities of the Club in their respective functions.
9. The Board of Directors shall plan and direct the day to day business of the Club, and make agreements with other organizations or individuals to carry out the voted on objectives of the membership. It shall act for the Club between regular meetings.
10. Resignation of any Officer or Committee Chair may be accepted by a majority of the remaining members of the Board of Directors.
11. A vacancy in the Board of Directors may be filled by Presidential appointment for the remainder of the term of that office. The appointment shall be affirmed by a majority vote of the members present at the next regular meeting. If more than one vacancy exists, a special meeting of the Club shall be called and officers for the vacant positions shall be elected to fill the vacancies until the date of the next annual meeting.
12. No Committee Chair or any member shall contract any bills or make any contractual commitments, without the prior authorization of the Board of Directors.
13. All badges of office, e.g. keys, books, documents or other items, must be surrendered to the officers elect upon their assumption of office.
14. The fiduciary responsibilities of the Officers and committee chairs shall be:
 - a. It shall be the responsibility of each Officer or Committee Chair to discharge his respective duties with the sole motivation being the best interest and welfare of the Club.

b. In that regard all Officers and Committee Chairs are to exercise a standard of care and due diligence that is analogous to their office as per ORS 65.377.

15. Officer and Committee Chair conflict of interest stipulations:

a. Known conflict of interest must be declared. A waiver of conflict of interest can be approved by a vote of the remaining Board members who do not have a conflict of interest; however a single Board member cannot approve a transaction.

b. If there are a majority of Board members with a conflict, then a vote of the membership is required as per O.R.S. 65.361.

**ARTICLE FIVE
MEMBERSHIP**

1. Eligibility

Any citizen of the United States of America of good character and repute, or any person legally residing in the United States, who has not been convicted of a felony or crime of violence, and may legally possess firearms or use them under the legal supervision of an adult, may become a member of this Club.

2. The types of Memberships shall be as follows:

a. General Members are those persons 18 years old and up to 64 years of age including, a) spouses of the general member, and b) minor children of the general member residing in the same household. General Members are entitled to one vote per paid membership.

b. Senior members are those persons 65 years and older, their spouse and all other legal members of the household under the age of 18. Senior members are entitled to one vote per paid membership.

c. Public Safety Organizational Members includes members of police, Coast Guard, and other public safety entities. Public Safety Organizational memberships are non voting memberships and are not eligible to hold an elective office unless they are a General or Senior member.

d. Other classes of membership as may be determined necessary for the good of the Club.

3. Benefits

- a. All members shall have the privilege of using the facilities of the Club under the regulations and directions set forth and issued by the Board of Directors.
- b. All members shall have the privilege of competing in any event or activity, on any given venue, for which they may be qualified.
- c. Voting members shall have the privilege of a voice and of the ballot in all matters pertaining to the activities and welfare of the Club, except those matters of administration and supervision that are delegated by Article 4, Section 3 of these By Laws to the Board of Directors, or to the Committee Chairs.

4. Duties

- a. It shall be the duty of all members to conduct themselves at all activities and gatherings in a manner becoming a true sportsman and to display good citizenship and mannerly decorum; to observe the rules and regulations of the club and any affiliate organization pertaining to competition, range safety, good conduct, discipline, fair play, and to assist Officers and Chairmen of the Club in maintaining proper order, and to promptly report to the officials of the Club any infractions of rules by members or visitors which may result in danger to the persons, property or good repute of members or the Club. In addition, members should be willing to donate time and assistance for the development and maintenance of the Club's goals.

5. Discrimination

- a. Membership and participation in this Club shall be free from discrimination due to race, creed, religion, gender, age, national origin or ancestry, parental status, or physical disability.

6. Roster

- a. The roster of membership shall be considered confidential and available only to the Board of Directors. Except as approved by the Board of Directors, or through due process of law, the roster or portion thereof shall not be released to any individual, agency, or organization.

ARTICLE SIX DUES, FEES AND ASSESMENTS

1. The annual level of dues and other fees for all levels of membership shall be affixed by a majority vote of members. Such dues and fees may be reviewed annually for re-

evaluation as to the Club's financial requirements. The dues year is from January 1st to December 31st.

2. Initiation fees are a one-time fee, assessed to new members, or members who have lapsed for a period of more than two (2) years.
3. Dues for new members shall be prorated after July 1st. The prorated dues rate shall be 60% of the annual dues rate. Prorated dues are applicable to new members only and are for the calendar year in which they are remunerated. Any person who has not been a member for the prior two consecutive years is considered a new member.
4. Dues remunerated after November 15th of the current calendar year shall be applied to the following calendar years membership. Voting rights commence January 1st of the year for which due's are paid. Dues remunerated after November 15th are at the yearly membership rate.
5. Assessments may be charged against any member who has been determined by the Board of Directors to have created a financial loss to the Club. This assessment shall not exceed the total amount of the loss. Failure to resolve this debt may be considered grounds for expulsion from the Club and could result in legal action to recover lost monies.

ARTICLE SEVEN MEETINGS

1. The Annual meeting of the Club shall be during the month of December, on a date and time affixed by the Board of Directors. This meeting shall also serve as the general election for Board of Directors. The December meeting shall be properly noticed to all members of the Club as to time and date at the November meeting. All current members may attend these meetings.
2. All Regular meetings of the Club, for the transaction of ordinary business, shall be held at a time and date as may be affixed by the Board of Directors. All members may attend these meetings.
3. Board of Directors may hold regular meetings at such time and place as the Board may determine. Regular meetings of the Board of Directors shall be open to any interested member, who may, time permitting, speak to the assemblage. However, they shall not vote on matters before the Board.
4. Board of Directors may call a special meeting open only to the Board of Directors and any necessary witnesses for consideration of confidential matters of Club business or membership. Special meetings may be held at any time at the call of the President, or

on demand, in writing, to the Secretary by two (2) members of the Board. These are closed meetings and not open to the general membership.

5. Committees or Ad Hoc meetings of various committees may be held when considered appropriate for those groups. These Committees shall discuss and execute only that business for which the meeting was called and noticed. The Committee Chair shall determine if a meeting of the committee is open or closed to the general membership.

ARTICLE EIGHT QUORUM

1. The requirement for a quorum shall be 51% or more members of a committee.
2. For regular meetings no less than eleven (11) members, including the members of the Board of Directors shall constitute a quorum. No business shall be transacted unless a quorum is present.
3. A simple majority of the Board of Directors shall constitute a quorum for that body.
4. The quorum of the Annual meeting shall be eleven (11) members including the Board of Directors. No business shall be transacted unless a quorum is present.

ARTICLE NINE CONDUCT OF BUSINESS

1. As a sign of patriotism and loyalty to our Country all meetings shall be preceded by the Pledge of Allegiance to the Flag of the United States of America.
2. *Robert's Rules of Order* shall be a guideline and the accepted method for conducting all business meetings of the Club for parliamentary rules not especially provided for herein.
3. Conduct of meetings:
 - a. Roll call of Officers shall be held and recorded.
 - b. The Secretary shall conduct a reading of the previous months meeting minutes, with corrections made if necessary, and then ratified and approved by majority vote of the members present.
 - c. The Treasurer shall make that report mandated by Article 4, Section 3 of these

Bylaws.

- d. Reports from committee chairs shall be rendered.
- e. Unfinished business shall be discussed in sequence of issue and completed whenever appropriate. Business requiring additional time to resolve shall be held over for further consideration and review.
- f. New business may be brought forward for consideration.
- g. Items for the “The Good of the Club” may be presented for consideration.
- h. Upon completion of all pertinent business the President will adjourn the meeting from any other official business.

ARTICLE TEN ELECTIONS AND VOTING

- 1. The general election of Board of Directors shall be held during the Annual meeting as outlined in Article 7, Section 1.
- 2. Nominations for officers shall be opened no later than the close of the October regular meeting and closed at the end of November meeting. Campaign presentations may be offered.
 - a. Electioneering materials and/or campaign presentations may be posted or distributed on Club property.
 - b. The results of all nominations shall be properly noticed to the general membership prior to the election.
- 3. Only those members listed as voting members shall be permitted to vote in any election or on any other business of the Club. Those members remitting dues as per Article Six, Section 4, are not eligible to vote until January 1st.
- 4. The method of voting may be of either a voice vote, show of hands, or in the case of the election of officers by written ballot.
- 5. The Board of Directors shall appoint an Election Committee, to be affirmed by a majority vote of the members present at the Annual meeting, to be proctors of the election; gathering, counting, and announcing the results to the general membership. The Secretary shall record the results.

**ARTICLE ELEVEN
REVISIONS, ADMENDMENTS, & ADOPTIONS**

1. Any member may present proposed revisions, amendments, or adoptions to these Bylaws. This proposal shall be initially presented in writing to the Board of Directors at any regular meeting. There shall be a 90 calendar day period of study and review of this proposal. Upon completion of this review the Board must approve or disapprove the proposed By Law, by majority vote where a quorum is present, before it can be presented for discussion by the membership at the next regular meeting.
2. Amendments disapproved by the Board may gain access to the floor of the general membership by petition to the President. Such petition must be endorsed by signature by a minimum of 20 members who must all be present at a regular meeting where a quorum is present.
3. Amendments or revisions to these By Laws must be properly noticed to the membership prior to a vote. At least 21 members must be present for a vote on adoption or revision of the By Laws. A two thirds (2/3) majority vote of members present is required for amendment or revision of these By Laws.

**ARTICLE TWELVE
COMMITTEES**

1. The Committees are the advisory bodies to the President for the Club's day-to-day operation.
2. Ad Hoc or Special committees are those assembled for a special purpose to study and conduct any business of a special or unusual nature.
3. All committees shall be chartered as to duties, limitations, responsibilities and length of duration by the President. No committee chair or member may contact any agency without the written permission of the President.
4. Committee meetings shall be conducted as per Article Seven, Section Five.

**ARTICLE THIRTEEN
RECORDS AND DOCUMENTATION**

1. Where applicable, a Club Guidebook may be utilized to develop and maintain a set of procedures and policies for all activities of the Club. This guide book would serve to educate and inform members as to the fundamental working of all aspects of the Club's activities.

2. All non-club functions utilizing Club facilities shall have a written contract with the Club for use of Club facilities. All contracts shall be reviewed and amended as necessary in January of each year.
3. All expenses and/or revenues shall be fully documented by the appropriate Officer or Committee Chair and a thorough report presented to the Treasurer within (30) days of completion of the project, event, or activity.

ARTICLE FOURTEEN INSURANCE & FINANCE

1. It shall be the duty and responsibility of the Board of Directors to acquire and contract full and complete general liability and property damage insurance coverage for all risks pertaining to the operation of the Club, and to provide errors and omissions coverage for Board of Directors.
2. Adjunct activities that contract to use Club facilities may be required to provide a current certificate of insurance, naming the Club as an additional insured on that certificate, which shall remain in force and effect for the duration of the contracted period.
3. All monies due the Club for contracted events or activities shall be settled and remunerated no later than 30 days after the termination of such event.
4. No monies, funds or Club resources shall be loaned to anyone for any purpose unless approved by a unanimous vote of the Board of Directors.
5. Before the Club can incur any loan the Board of Directors must seek approval from the general membership at a regular meeting. A meeting for this purpose must be properly noticed to all members not less than 30 days prior to such meeting. An approval of a (2/3) majority vote of the members present plus a majority of the Board of Directors is required for passage.
6. No monies or funds shall be gifted without the unanimous approval of the Board of Directors. Monies or funds to be gifted in excess of an amount set by the Club members shall approved by a majority vote of members present at a regular meeting.

ARTICLE FIFTEEN SAFETY & SECURITY

1. Intoxicating substances of any kind are expressly prohibited from use on any of the

Club facilities or consumed within five (5) hours prior to use of Club facilities.

2. Grounds access shall be for members only and their escorted guest during the time periods of normal operations. All guests must be directly under the supervision of the member granting access.
3. Members shall not allow or permit the use of their membership card or pass code to be used by any other persons.
4. Grounds access may only be accomplished through normal means of entry and exit. Any other points of entry and exit are prohibited

ARTICLE SIXTEEN DISCIPLINE, SUSPENSION OR EXPLSIONS

1. Any reports of misconduct must be filed with the office of the President in a timely manner. Persons filing a complaint must submit a written and signed report. The President shall convene a special meeting of the Board of Directors to consider the complaint.
2. The Board of Directors upon receiving credible evidence or complaint may suspend any member or officer. This evidence must consist of a clearly written report of the infraction(s), affidavits and/or exhibits in support of the allegation of:
 - a. Any violation of any rule, regulation, or policy established by the Club.
 - b. For committing acts or exhibiting conduct deemed harmful to the Club.
 - c. Conviction of fish and game statutes or regulations of Oregon, or any other state or nation.
 - d. An immediate suspension of a member may be initiated for flagrant violation of safety provisions and/or malicious damage to Club property.
3. Should the Board of Directors determine sufficient evidence exists for a formal hearing; the Board shall send a letter to the accused member outlining in full details the reasons for the complaint and for the disciplinary actions to be taken. This shall be done a minimum of 15 days but not more than 30 days before such hearing is to take place, and no additional charges may be presented or considered at that hearing.
4. A fair and open hearing before the Board of Directors shall be conducted with the offending member and the accuser present to offer testimony, witnesses and/or evidence to support their case.

5. The Board of Directors has the discretion as to the severity of the penalty to be imposed, from minor reprimand to and including a lifetime expulsion from the Club. The decision of the Board of Directors shall be final.
6. Any member who has been suspended or expelled by the Board of Directors may petition the Club for a hearing before the members at a regular meeting. Such petition shall be submitted within 30 calendar days of the notice of the Board of Directors decision. The person may be reinstated as a Club member by a 2/3 written ballot vote by members present at a regular meeting.

ARTICLE SEVENTEEN RELOCATION OR DISOLUTION

1. In the event the Club is forced to relocate or dissolve the Board of Directors will proceed to liquidate all Club holdings at the highest reasonable price. The proceeds will be invested in short term cash management instruments such as U.S. Treasury Bills, Certificates of Deposit of major local banks or thrifts, or money market accounts or interest bearing checking accounts of major banks or thrifts.
2. The Board of Directors serving at the time of a relocation effort may stay in office until the Club is successfully relocated or is dissolved. If a Board member chooses to leave office during this period, the Club President may appoint a replacement with the approval of the rest of the Board. If the Club President chooses to leave office, the Vice President will replace him and appoint his own successor with the approval of the rest of the Board.
3. The Board of Directors will seek to obtain, at reasonable cost, a temporary meeting place for the Club. If one is found, general meetings are to be held at least quarterly. A newsletter will continue to be produced even if no new meeting place is found.
4. Annual dues and memberships will continue to be assessed and provided.
5. The Board of Directors will seek to secure and purchase a suitable new location for the Club in the western Lane County area.
6. If such a location cannot be acquired, or contracted for, within five years of the closing of the sale of the Club's original site, the Board of Directors will review with the Club membership the other organizations devoted to shooting sports or any of the other traditional recreational activities of hunting, fishing, archery and allocate the remaining Club assets to such organizations.
7. In the event a Board of Directors member is also a board member, or could even be

considered an influential member of an organization under consideration for allocation of Club assets, this member will be considered conflicted and will be recused from this particular allocation.

8. In the event the Club's assets are liquidated and donated to other organizations the Club will notify Oregon State's office of the Secretary of State that the corporation know as the Siuslaw Rod & Gun Club has been dissolved.

**ARTICLE EIGHTEEN
CONTINUITY OF SERVICE**

Upon adoption of these By Laws all previously established rules, policies, procedures, dues and fees shall remain in force unless changed or altered in accordance with these By Laws.

These Bylaws were adopted and ratified on _____ day of _____, 20__.

President _____

Vice President _____

Treasurer _____

Secretary _____