

Sandusky County Sportsmen's Club II, Inc.

Bylaws - Revision 7

Article I. Purpose

The Sandusky County Sportsmen's Club II, Inc. (hereinafter, "Club") shall be organized for the pleasure and recreation of its members, and to in all ways operate as a tax exempt entity organized under the Internal Revenue Code Section 501(c)(7) and accompanying regulations, the Ohio Revised Code Chapter 1702, and other governing law.

Article II. Offices

The registered office of the Club shall be at such location in Ohio as the Directors may from time to time determine. The Club may also have offices at such locations as the Directors shall select and as the business of the Club shall require.

Article III. Members

Section 1. Requirements for Membership.

Initial Membership

The initial Incorporator Members shall be the Incorporator and any individual(s) designated by her.

Upon incorporation, members of the Club shall be the entire membership of the former Sandusky County Sportsmen's Club, Inc. as it exists on December 31, 2017. The Club shall grant membership pursuant to the above sentence for the remainder of those members' paid term of membership in the former Sandusky County Sportsmen's Club, Inc. Throughout the remainder of the terms, members must otherwise abide the requirements for membership in the Club as set forth herein.

Ongoing Membership

Members. Persons who support the purposes of the Club may apply for membership. Such persons must also:

- Have paid all initiation fees, dues, assessments and applicable taxes;
 - Dues are an annual charge for membership in the Club.
 - Fees are any stated amount payable for a service or privilege at the Club
 - Assessments are amounts payable over and above dues and or fees that are designated for a specific purpose or purposes.
- Be sponsored by Club member in good standing;

- Complete and submit an application for membership;
- Be a current member of the National Rifle Association;
- Be eighteen (18) years of age or older; and
- Complete the required Safety Orientation.

No person shall be admitted as a member of the Club without approval by a majority vote of the membership in attendance at a general membership meeting. Members must abide by the Code of Conduct for Members set forth herein as Appendix C.

Members in good standing shall enjoy the rights and privileges to include voting rights at Club. Members must maintain a current membership with the National Rifle Association per the National Rifle Association definitions, be current in all dues, fees and assessments and not be under any disciplinary sanctions. Members not in good standing shall have their membership rights and privileges suspended and shall have it recorded in their membership record. Such rights and privileges shall be restored upon complying with the requirements set forth in this paragraph.

All members in good standing shall receive the Club's monthly newsletter, emails and other Club communications.

Event Associate Members

A single-event associate membership allows for participation of all of the shoots for only one type of chosen Sandusky County Sportsmen's Club II shooting event for the duration of the year.

- The dues for a single-event associate membership will be \$30 plus applicable taxes.
- Fees will still apply to each event.
- If the single-event associate member decides to become a full member of Sandusky County Sportsmen's Club II during that year, the \$30 will be deducted from the total cost of membership.
- If a single-event associate member wants to upgrade to a multi-event associate membership, the member should be required to pay an additional \$20 plus applicable taxes.

A multi-event associate membership allows for participation in all Sandusky County Sportsmen's Club II shooting events for the duration of the year.

- The dues for a multi-event associate membership will be \$50 plus applicable taxes.
- Fees will still apply to each event.
- If the multi-event associate member decides to become a full member of Sandusky County Sportsmen's Club II during that year, the \$50 will be deducted from the total cost of the membership.

- A \$10 refund will be applied should the multi-event associate member choose to attend our Safety Orientation at the end of the monthly General Meeting. This only applies to the \$50 multi-event associate membership.

The single-event and multi-event associate memberships do not allow for the use of our ranges and facilities outside of scheduled shoots, membership events and membership meetings unless they are a guest of a full member. No RFID cards will be issued to single-event or multi-event associate members and they shall have no voting privileges. Associate members shall not serve as a director of the Club. Associate members must abide by the Code of Conduct for Members set forth herein as Appendix C. Associate members need not be members of the National Rifle Association, but it would be recommended by the Sandusky County Sportsmen's Club II.

Acceptance of associate members can be initiated by the Shoot Director or Board Member/President for the application process followed by an official vote by the membership at the next General Meeting. The applicant is encouraged, but not required, to attend. (amended 7/3/18)

Section 2. Special Memberships.

All special members as described in this Section 2 must abide by the Code of Conduct for Members set forth herein as Appendix C.

Military Memberships

No active duty service member shall be charged renewal dues, fees or assessments while on active military duty so long as the he provides the President notice of their orders or military identification. Such active duty service members shall maintain their membership in the National Rifle Association.

Life Memberships

The Club shall grant life memberships to any member of the former Sandusky County Sportsmen's Club, Inc. who was so designated as by the former club as a Life Member prior to December 31, 2017. Such life members are excused from paying dues during their lifetime. No other life memberships shall be granted. Life members shall maintain membership in the National Rifle Association and pay all assessments and fees.

Honorary Memberships

Persons not members of the Club may become honorary members of the Club upon nomination by the Board of Directors and approval of the membership. Honorary members are excused from paying dues, but are responsible for paying assessments and fees. Honorary members must maintain membership in the National Rifle Association.

Honorary members shall not serve as an Officer or Director of the Club and shall have no voting privileges, but otherwise may enjoy all other privileges of Club membership.

Section 3. Discipline and Expulsion.

The Board of Directors may discipline of members, as outlined in the “Disciplinary Procedures” section of the current edition of Robert’s Rules of Order. Such discipline may include censure, fines, ejection from general meetings, and suspensions, individually or cumulatively, for the following reasons;

- Violation of the Code of Conduct for Members
- Violation of ranges rules
- Safety violations
- Violation of club policy and procedures
- Misuse, theft or destruction of club property
- Disorderly conduct
- Violation of Ohio game laws on club property.

The Board of Directors may also recommend the expulsion of any member for any of the reasons listed in Article III, Section 3 of these bylaws. At the next general membership meeting, the Board of Directors shall, upon at least three days’ notice to the sanctioned member of its intent to recommend expulsion, make such recommendation to the membership in attendance. No member shall be expelled without having the opportunity to be heard at the meeting. A majority vote of the members attending such general meeting shall be required to expel any member.

Section 4. Lapse in Membership.

Members who have not paid their dues by January 1 shall not be permitted to vote or participate in Club activities as a member in good standing following that date. The individual shall be reinstated as a member in good standing upon paying dues and applicable late fees. The Board of Directors shall consider the facts and circumstances related to any hardship made known to them regarding such suspension or reinstatement.

Article IV. Directors and Officers

Section 1. Board of Directors.

A Board of Directors consisting of seven club members in good standing shall have general supervision of the affairs of the Club, subject to these Bylaws.

Initial Board of Directors

The Club's Initial Board of Directors ("Initial Board") shall be elected the by and from the membership of the former Sandusky County Sportsmen's Club, Inc. The Initial Board shall consist of seven persons who are club members in good standing of the former club. The Initial Board shall not consist of more than two members of the then-current board of directors of the former Sandusky County Sportsmen's Club, Inc. Members of the Initial Board must abide by the Code of Conduct for Directors set forth herein as Appendix D.

The Initial Board shall be elected at a general meeting of the former club prior to December 31, 2017. The Initial Board shall be split into thirds based upon the number of votes each receives to determine the term of each Initial Director. The two Initial Directors receiving the lowest number of votes shall serve for one year, the three receiving the next lowest number of votes shall serve for two years, and the two receiving the highest number of votes shall serve for three years. Upon expiration of the terms of service of the Initial Board, the standard procedures for election of directors shall be implemented. Members of the Initial Board may run for the Board of Directors of the Club upon expiration of their initial term.

Board of Directors

Directors shall be elected by the membership at the General meeting held on the first Tuesday in December. Two Directors shall be elected the first year, three directors the next year and two directors the following year and shall rotate in the same fashion for subsequent years.

The election of Directors shall be conducted by the Elections Committee in accordance with elections procedures set forth herein as Appendix A. Vacancies on the Board of Directors shall be filled in accordance with elections procedures.

To maintain their Duty of Care, Directors are expected to be present at all Board of Director and General Meetings. Directors must abide by the Code of Conduct for Directors set forth herein as Appendix D.

Section 2. Qualifications.

Each Director must be a member of the Club in good standing.

Initial Directors must have a membership in the former Sandusky County Sportsmen's Club, Inc. of not less than sixty (60) consecutive months immediately prior to December 31, 2017.

Directors must have a membership of not less than sixty (60) consecutive months immediately prior to the date of the election. The President, Secretary and Treasurer may not serve as a Director.

Section 3. Term.

Directors shall serve a term of three years commencing on January 1 following the election and shall be officially sworn in at the January General meeting. In the event of a vacancy, a special election shall be conducted in accordance with the Elections Procedures to elect a substitute Director, who shall serve for the remainder of the unexpired term. If the vacancy occurs in the last 6 months of the term of office, such Director shall not be replaced until the following general election.

Section 4. Board Leadership and Officers.

Chairman of the Board of Directors

A Chairman of the Board of Directors shall be elected by the incoming Directors and incumbent Directors who have at least one year remaining on their term at the first Board of Directors meeting following the election, and shall serve for a term of one year commencing January 1. The December Directors meeting will be conducted by the current Chairman and current Directors.

The Chairman's duties shall include but shall not be limited to:

- 1) Presiding over all Board of Director meetings.
- 2) Serving as the official spokesperson of the Board of Directors.
- 3) Setting the date, time, and providing notification of special meetings, including not less than two days' notice to the other Directors.
- 4) Serving as an elected Director with voting privileges.

President

The Board of Directors shall appoint a President annually, who shall not be a Director but must be a club member in good standing. The President shall not hold any other Officer positions within the corporation while also serving as President.

The duties of the President shall include but shall not be limited to:

- 1) Running the day-to-day operations of the corporation.
- 2) Presiding over all General meetings. In the absence of the President, the Secretary shall preside. In the absence of both President and Secretary, the Chairman of the Board shall preside.
- 3) Implementing and overseeing policies and procedures developed by the Board of Directors.
- 4) Serving as a signatory for all corporation accounts.
- 5) Serving as the Chief Executive Officer (CEO) of the corporation.

- 6) Ensuring compliance with Federal, State, and local laws, as well as these Bylaws and any rules, regulations or policies set by the Board of Directors.
- 7) Overseeing maintenance of buildings, grounds and facilities

Secretary

The Board of Directors shall appoint a Secretary annually, who need not be a club member, but shall not be a Director.

The duties of the Secretary shall include but shall not be limited to:

- 1) Recording the minutes all proceedings of General Membership and Board of Director meetings of the corporation.
- 2) Keeping a file of committee reports.
- 3) Keeping the corporation's official membership roll.
- 4) Making minutes and records available to members upon request.
- 5) Signing all certified copies of acts of the corporation.
- 6) Maintaining books in which the Bylaws, Policies and Procedures, Standard Operating Procedures (SOP) and the minutes, with any amendments to these documents properly recorded. The Secretary must have copies of the current record books on hand at every meeting of the corporation.

Treasurer

The Board of Directors shall appoint a Treasurer annually, who need not be a club member but shall not be a Director.

The duties of the Treasurer shall include but shall not be limited to:

- 1) Providing a monthly Financial Report at the General meetings.
- 2) Serving as an *ex officio* member of the Finance and Audit committee.
- 3) Serving as a signatory for all corporation accounts.
- 4) Managing the finances of the corporation.

The Board of Directors may appoint one person to fill the positions of Secretary and Treasurer.

The appointments of the President, Secretary and Treasurer shall occur at the January Board of Directors meeting and as vacancies occur.

Section 5. Powers and Duties of the Board of Directors.

The Board of Directors shall:

- 1) Establish written policies and procedures for the governance and operation of the corporation;
- 2) Approve an annual operating budget; and all appropriations of corporation funds.
- 3) Hire, fire, discipline, set compensation and terms and conditions of employment of the employees of the corporation.
- 4) Address complaints and concerns of members, and hear and resolve disputes between members regarding corporation business.
- 5) Appoint corporate Officers as described in Section 4 herein.
- 6) Make recommendations to the membership in relation to the powers reserved to the membership.
- 7) Retain audit, legal, accounting, and other professional advice when the Board determines that such advice is necessary for the proper governance of the corporation.

Section 6. Powers Reserved for the Membership.

The membership shall retain the power to:

- 1) Approve and terminate members.
- 2) Remove Directors.
- 3) Set the amount of member dues and assessments, upon hearing recommendations by the Board, the Finance Committee, or the Club's accountant.
- 4) Amend the bylaws.
- 5) Dissolve the corporation.
- 6) Approve expenditures in excess of \$15,000.00.
- 7) Change/update the Club's logo.

Section 7. Additional Requirements for Officers and Directors.

Every corporate Officer and Director shall read the current Articles of Incorporation, Bylaws and policies and procedures manual, and sign a memorandum acknowledging such on or before January 1. The memorandum shall be kept with the permanent records.

The election committee shall verify that the current and incoming Directors and Officers have signed the memorandum and report such findings to the membership. Noncompliance shall prevent incoming Directors and Officers from assuming office and prevent current Officers and Directors from maintaining their position.

Section 8. Removal of Directors.

Directors may be removed from office, with or without the assignment of any cause, by a vote of at least 60% of those members in attendance at a general membership meeting. Notice of such a vote must be provided to the membership and the Director at least five days in advance of the meeting, in a manner calculated to ensure that such notice is effective. No Director may be removed without being afforded due process and the opportunity to be heard at such meeting; such due process and opportunity to be heard is completely satisfied by the provision of notice as described herein.

Lapses for which Directors may be removed from office include but are not limited to the dereliction of any duty outlined in Article IV of these bylaws, breach of any fiduciary duty, failure to attend at least two thirds (2/3rds) of all General and Board of Director meetings, and failure to comply with any part of these bylaws or the written policy and procedures manual.

Section 9. Liability and Indemnification.

Liability

A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take action, unless:

- 1) The Director has breached or failed to perform any duties in accordance with these Bylaws, or any standard of conduct as set forth in the Ohio Revised Code; or
- 2) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

The foregoing shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of any tax pursuant to any local, state or federal law.

Indemnification

The Club shall indemnify any Officer or Director who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (collectively, "Proceeding") by reason of the fact that such person was or is a representative of the Club, against any expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Club, and with respect to any criminal proceeding, had no reason to believe that such conduct was illegal. Provided, however, no person shall be entitled

to indemnification in any instance in which the action or failure to act is determined by a court to have constituted willful misconduct or recklessness.

The procedure for such indemnification shall be set forth by the Board of Directors, provided however, that any Director seeking such indemnification must recuse himself from any such discussion or vote. The Board shall seek legal counsel prior to enacting any such procedure.

The indemnification provided herein shall continue as to any person who has ceased to be an Officer or Director of the Club for decisions made while so serving.

Article V. Meetings

Section 1. General Meetings.

The membership shall meet at least once per month at the Club house on the first Tuesday, except in exigent circumstances, in which case the President shall set the time and place for meeting, and provide at least five days' notice to the Members.

The General meeting is design to be a dissemination of information from the Officers, Board of Directors and committees to the membership.

In the event that a Federal Holiday falls on the same day as the meeting, the meeting will be postponed until the following week.

The December General meeting shall be designated as the annual meeting.

The Order of Business for the General meetings shall at a minimum include:

- Call to Order
- Pledge of Allegiance
- Reading of the Financial Report
- Reading and Approval of the General Meeting minutes
- President, Board of Directors and Committee Reports
- Acceptance of new members
- Adjournment

Section 2. Board of Director Meetings.

The Board of Directors shall meet in regular session on the 3rd Tuesday of the month, at a place and time determined by the Board. Absent such determination, meetings are to be held at Club

The Chairman of the Board of Directors, or a majority of Directors, may call special meetings of the Board of Directors. Unless special circumstances warrant, such as meeting at the office of a professional service provider to the Club or the Board, special meetings are to be held at Club.

If any regular or special meetings are held other than at the Club, notice of the time and place of such meetings shall be provided to the Board not later than three days in advance of the meeting.

A majority of Directors shall constitute quorum for the transaction of business at any meeting. Directors may attend meeting via teleconference or via any other technology allowing real-time participation in the meeting.

Article VI. Committees

Section 1. The Club shall have the following standing committees:

- Elections Committee
- Finance and Audit Committee
- Safety and Orientation Committee
- Bylaws Committee

Section 2. Elections Committee.

The Elections Committee shall:

- Supervise the conduct of all elections of the Club in accordance with the Bylaws and Appendix A, including the printing, distribution, collection and tabulation of all ballots for all elections, and announcing to the Membership the results of all elections.
- Determine the eligibility of any candidate for any office, consistent with the Bylaws of the Club, and report this information to the membership.
- Decide all challenges to candidate eligibility and election procedures, subject to any appeal to the Membership, which may, by a majority vote, affirm, reverse or modify the decision of the Elections Committee.

The Elections Committee shall consist of not less than three nor more than ten members in good standing, who during their service may not be an officer, director or employee, a candidate for any elective office, or be related by blood or marriage to any officer, director, employee or candidate for any elective office.

Any member of the Elections Committee who is not eligible to serve shall promptly resign from the committee, and shall be replaced by a member in good standing meeting the qualifications for service on the Elections Committee.

All members and replacement members of the Elections Committee shall be approved by the Membership.

Section 3. Finance and Audit Committee

The Finance and Audit Committee shall:

- Cause an audit to be conducted of the finances of the Club on an annual basis in accordance with Appendix B of these bylaws.
- Make recommendations to the Board of Directors regarding an annual budget for the Club.

Section 4. Safety Committee

The Safety Committee shall:

- Design and conduct safety and orientation briefings for members.
- Advise the Board of Directors regarding range safety issues.
- Maintain safety plans and standard operating procedures for firearms and shooting activities.
- If possible, the Chairperson of the Safety Committee shall be a National Rifle Association (NRA) certified Chief Range Safety Officer, if one is a member in good standing of the Club and available to serve. Otherwise, such Chairperson shall be chosen based on a review of the experience and other certifications attained by such person.

Section 5. Bylaws Committee

The Bylaws Committee shall:

- Meet at least once annually to review any and all proposed changes to the bylaws.
- Present any proposed changes to the bylaws to the membership upon publication in official communications, such as but not limited to the newsletter, with at least fifteen days prior notice, for voting.
- Consist of not less than three nor more than ten members in good standing. Not more than two Directors may serve on the Bylaws committee during any calendar year.

Section 6. *Ad hoc* committees.

The Board of Directors may appoint *ad hoc* committees for the purpose of organizing Club and Club-sponsored activities, or to assist in the conduct of Club business.

Article VII. Finance

Section 1. Dues, Initiation Fee and Assessments.

Annual dues shall be established by the membership. Dues are \$125 per year (tax included) effective January 1, 2020 and thereafter. Dues are payable on or before January 1st of each year for the following year. Members paying dues after February 28th shall be assessed a late fee as specified in the policy and procedures manual. (amended 8/6/19)

New members, including new military members, and former members whose membership has lapsed for a period of five (5) years or more shall be required to pay the initiation fee. The initiation fee shall be \$100.00, and any future assessments levied to club members, plus applicable taxes, along with the cost of the RFID card. The first year's dues for **new** members only shall be \$125.00, taxes included, if the member is joining in the month of January. If a **new** member joins after January 31st, membership shall be prorated at 1/12 of \$125.00, taxes included, (\$10.42 or 1/12th of future dues rate if rates increase) through October. Dues for **new** members joining in November and December shall be \$125.00, taxes included, and will include membership through the following calendar year. (amended 5/3/22)

The Board of Directors may from time to time request an assessment to defray the costs and expenses of the Club, which upon membership approval, shall be paid by each member, in addition to dues and all fees and applicable taxes.

Section 2. Club Funds.

All revenue generated by the Club shall be deposited in the Club treasury. Club funds shall be managed, invested and disbursed only upon approval of the Board of Directors. The Board of Directors may authorize the payment of routine expenditures by the President without Board of Directors prior approval.

Section 3. Annual Audit.

The Finance and Audit Committee shall cause the financial records of the corporation to be inspected at least once every year as set for the in Appendix B, and shall transmit the report to the Chairman of the Board of Directors, who shall cause the same to be published to the membership.

Section 4. Special Audit.

An audit shall be conducted by a Certified Public Accountant or an internal audit to be performed by the Finance and Audit Committee prior to the changing of personnel in the Treasurer position and may serve as the annual audit. (amended 3/6/18)

The Board of Directors may, at their discretion, call for an audit to be conducted by a Certified Public Accountant or an internal audit to be performed by the Finance and Audit Committee.

Article VIII. Miscellaneous Provisions

Section 1. Supplemental Governance.

These Bylaws, any appendices to the Bylaws, and Policies and Procedures of the Club shall govern Club operations, activities, and the conduct of members. A Policy and Procedure manual shall be maintained and shall be available for inspection by any member at all club meetings and at such other times as reasonably may be requested.

Section 2. Amendments.

These bylaws may be amended at any General meeting of the Club by a majority vote of the members attending, provided that the members have been notified of the amendment at least fifteen days prior to the meeting at which the amendment will be considered.

Proposed amendments shall consist of either one main sponsor and fifteen co-sponsors, or a quorum of the Board of Directors. All sponsors and co-sponsors shall be members of Club in good standing.

Proposed amendments shall be submitted to the Bylaws committee in writing, signed by the sponsor and co-sponsors, for review.

Section 3. Non-discrimination Policy.

The Club and its members shall not discriminate against any individual on the basis of race, national origin, color, religion, gender, disability or age.

Section 4. Service Award.

A Meritorious Service Award may be granted to members based on exemplary service, per the following criteria:

- Sponsorship by five (5) members in good standing.
- Reviewed by the Board of Directors.
- Presented to the membership for approval, by the Chairman of the Board of Directors
- Approval by the membership.

Section 5. Dissolution.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the then currently known liabilities of the Corporation, dispose of all the assets of the Corporation in such manner and to such not for profit entity organized pursuant to the Ohio Nonprofit Corporation Law (or the similar laws of a state contiguous to Ohio), which qualifies as a tax-exempt entity under section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine would best effectuate the purposes of the Corporation. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated for similar purposes as the Corporation.

Adopted on the 12th day of December, 2017.

Secretary, Sandusky County Sportsmen's Club II, Inc.