

CONSTITUTION AND BY-LAWS
HOLTON GUN & BOW CLUB
AS AMENDED ON 5/17/2015
Finalized on 5/17/2015

(POLICY)

1. To promote sportsmanship. To promote safety and caution in handling firearms. To encourage shooting among our club members and between our club and other clubs.
 - A. Club to be financed by dues, donations, assessments and fundraisers such as NBRSA and IBS shoots.

(OBJECT)

2. To improve the shooting ability and marksmanship of the members. To improve suitable facilities for such improvements.

ARTICLE 1

SECTION 1 (Membership)

Membership shall consist of 125 Full members, unlimited social members and honorary members that will consist of the spouses and dependents, who are less than 18 years of age, of a deceased Full member.

SECTION II

To be eligible for membership:

1. Applicant must be 18 years of age and be sponsored by a Full member in good standing.
2. Applicant, after receiving notice of acceptance for social membership, will have 30 days to pay his or her dues.
3. Before requesting to be voted for Full Membership: [1]Social members shall spend a minimum of twelve months as a social member. [2]They must have at least ten(10) activities, of which at least two(2) must be membership meetings within that same twelve month period
4. Social members must notify the Secretary that he or she wants to become a Full member at least one (1) month in advance, and can be voted on at any regular meeting at which the applicant is present. The Secretary and Sergeant of Arms shall present the applicant and report all activities in which he or she has participated.
5. Full members must be approved by 2/3 majority of the Full members present at any regular meeting by secret ballot.

6. A social member voted in as a Full member is not recognized as a Full member until the close of that meeting, or the payment of initiation fees, whichever is later.

SECTION III

1. Any Full member's dependant will be eligible to join the club on their 18th birthday regardless of the membership quota at the time. They do not have to be voted on but will be voted on after one year's probation.
2. There must be 90% club Full membership vote to change this policy instead of the 2/3 vote.

SECTION IV

Dependants who are honorary members must become a Full member at the age of 18, the same as a Full member's dependant, and must pay their dues by the next regular meeting after their 18th birthday and can be voted on after probation.

SECTION V

If and when the club is dissolved, each Full member listed under continuous membership will own one share per year. Any dropouts will forfeit their share.

ARTICLE II

SECTION I (Elections)

1. Any Full member may run for an office as long as he or she is a member in good standing.
2. The term of office for all officers shall be one (1) year.
3. No Full member shall be elected to the executive board at the annual meeting unless present at the meeting, or a letter stating the Full member's desire to hold an elected position. The letter must be presented at the annual meeting.
4. New officers will take office at the start of new business at the January meeting.
5. The three (3) trustees shall be voted on separately and the first elected to be Head Trustee.
6. In case of the incapacity or resignation of any officer, the executive board *will* appoint a replacement to hold office until the general election.

ARTICLE III

SECTION I (Officers and their duties)

Officers shall consist of the following:

President, Vice President, Secretary, Treasurer, Three Trustees, Range Master, Range Official, Historian, Sergeant of Arms, and Past President (ex-official for one year).

SECTION II

1. *The President shall preside over all meetings. He may vote in the election of officers and on social members, but shall vote only in the case of a tie at both regular meetings and executive board meetings.*
2. The President may expel any member from a meeting on the grounds of conduct unbecoming to a gentleman or a lady.
3. The President shall have full authority to determine the length of a discussion.
4. The President and executive board will appoint committees not otherwise provided for in the by-laws.
5. The President and Vice President will have bank authorization.
6. The President shall enforce the provisions of this Constitution and By-Laws.
7. The President and one Trustee shall be ex-official members of all standing committees.
8. The President shall present to the Executive board a written agenda that contains a list of tabled business at each board meeting.

SECTION III

1. The Vice President shall assist the President in the discharge of his or her duties and shall perform the duties of the President in his or her absence.

SECTION IV

1. The Secretary shall keep and report to the membership a correct record of the minutes of all regular and executive board meetings and will provide a signed copy to those members who request it.
2. The Secretary shall receive applications for membership and notify the applicants of their acceptance or rejection.
3. The Secretary shall issue all membership cards and receive all dues, initiation fees, and assessments. The Secretary will submit a written report that accounts for their financial activity on a monthly basis to the membership and provide a copy to the Treasurer who will include it in their monthly report. The Secretary will keep a \$100.00 change fund and deposit

any excess money into the organizations' bank account, or give to the Treasurer on a monthly basis.

4. The Secretary shall give new members a kit containing a copy of the current By-Laws; an event schedule; shooting rules and range safety; and a list of established committees and their members.
5. The Secretary shall keep a reference document to incorporate those items voted on during the years between By-Law changes. This documentation shall be kept at the club and available to members.
6. The Secretary will present to the executive board, at the March meeting, a listing of current full members with their initial membership date.

SECTION V

1. The Treasurer shall keep and report to the membership a record of all income and expenditures and shall deposit all money collected in a suitable bank as may be directed by the Trustees.
2. The Treasurer shall provide the Trustees, President, and Vice President a copy of current bank statements and a detailed account of the club's financial activity as reported to him with his monthly report.

SECTION VI

1. The Trustees shall have general supervision over all funds and property of the club and shall audit all financial records, including insurance policies, at least once a year, and inventory the club four times a year on a quarterly basis and make an annual written report to the membership.
2. The Trustees should collect written financial reports from those club members who are in charge of the club assets at the membership meeting following the end of each quarter. The report should contain a summary of their financial activity for that period being reported on with beginning and ending balances.
3. The Trustees can request the assistance of any regular member in the carrying out of their duties.

SECTION VII

1. Range Master shall have full authority of the range on the day of a shoot and shall enforce all range rules and shall be ex-official of the range committee.
2. The Range Master (or appointed Range Master) shall have authority to use their good judgment on disqualification on the safety of any rifle or shooter.

SECTION VIII

1. Range Official shall have authority to appoint his or her committee consisting of three (3) Full members.
2. **Committee shall be in charge of the range and grounds, except on the day of the shoot, which will be under the authority of the Range Master.**
3. Committee shall set up and chair all shoots.
4. Keep records of all sign up sheets and all shooting lists for the current year. Shall store all prior years at the club facilities.
5. Update the Membership board for number of hits.
6. Funds for the account shall be the proceeds from donations received by Range Committee at shoots.
7. Funds in the account shall be limited to \$500.00, above that would go into the Building Fund.
8. Building Fund shall be spent to keep range, grounds, and buildings in condition, and replace and buy new equipment as first approved by the membership.
9. Have bids for snowplowing advertised in August, with sealed bids due before the September meeting. The bids will be presented at the September membership meeting and discussed. The bids will be voted on at the October membership meeting.

SECTION IX

1. Historian shall keep a history of the club and shall maintain all plaques of deceased members and trophy winners.

SECTION X

1. The Sergeant of Arms shall assist the President in preserving order when called upon to do so.
2. He or she shall introduce all new members and visitors. Inspect membership cards. Satisfy himself or herself that all present are entitled to remain in the meeting of the club.
3. He or she shall provide and keep in his or her record attendance sign-in sheets for all club activities including shooting rosters, and shall purchase trophies when requested.

SECTION XI

The Past President shall be Ex-Official for one year and shall sit in on all Executive Board Meetings.

SECTION XII

1. All officers shall deliver to their successors all moneys, documents, records and other properties of the club.
2. All officers shall keep a list of all club property in their possession, used to fulfill the objective of their duties. These documents shall be kept on file, and include all identifiers such as serial numbers, model numbers, and paperwork. All items shall be identified as club property.

SECTION XIII (Indemnification)

1. *Non-derivative Actions.* Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director, or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlements actually or reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment order, settlement, conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.
2. *Derivative Actions.* Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as director, officer, partner, trustee, employee, or agent of

another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amount paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

3. *Expenses of Successful Defense.* To the extent that a person has been successful on the merits in defense of any action, suit, or proceeding referred to in Section 1 or 2 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.
4. *Contract Right; Limitation on Indemnity.* The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such a person's capacity as a director or officer. Except as provided in Section 3 of this article, the corporation shall have no obligation under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.
5. *Determination that indemnification is proper.* Any indemnification under Sections 1 and 2 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that the indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 or 2, whichever is applicable. Such determinations shall be made in the following ways:
 - (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
 - (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
 - (c) By independent legal counsel in a written opinion.
 - (d) By the members.

6. *Proportionate Indemnity.* If a person is entitled to indemnification under Sections 1 or 2 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
7. *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceedings described in Sections 1 or 2 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances were made but need not be secured.
8. *Non-exclusivity of Rights.* The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
9. *Indemnification of Employees and Agents of the Corporation.* The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.
10. *Former Directors and Officers.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.
11. *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance may protect against any

liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the State of Michigan. The indemnity granted in this article shall only apply after all applicable insurance proceeds available to the person indemnified have been paid.

11. *Changes in Michigan Law.* If there are any changes in the Michigan Statutory provisions applicable to the corporation and relating to the subject Matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provision, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

(Note: The original letter from the Lawyer is kept on file in the safe deposit box. B.P.)

ARTICLE IV

SECTION I (Dues)

1. The dues of the club will be reviewed every two years, by the Dues Committee. The committee will determine whether or not the annual dues paid by club members needs to be adjusted to reflect the increase or decrease in the revenue needs of the club.

The formula for calculating the amount of annual dues is as follows:

The three year average of General and Administrative Costs divided by the total number of paid members (both Full and Social) as certified by the Secretary, as of December 31, of the prior year, compared to the three year average of dues collected.

The average annual cost of General and Administrative will be adjusted by the following: Collection of the three average expense reimbursements, and twenty percent (20%) of the gross revenues of Range Income.

The Treasurer will submit to the committee the following information, with supporting documentation as required by the committee:

- A) Average gross revenue of the NBRSA and IBS shoots.
- B) The average annual expense reimbursements
- C) The average annual General and Administrative expenses.
- D) The recommendation of adjustment to be considered by the committee.

Upon agreement by the committee will present to the membership for adoption or rejection of their recommendation, by a two thirds (2/3) majority of the full members at a vote to be held at the following monthly meeting the recommendation is presented to the members.

2. Dues to be set at an amount divisible by twelve (12) and pro-rated on a monthly basis. New members joining in the last quarter of the year shall pay dues for remainder of that year, plus the next years' dues.
3. Initiation fees shall be ten dollars (\$10.00) for new Full members.
4. Any Full member that has had a continuous Full membership for forty(40) years shall pay fifty percent (50%) of the annual Full membership dues.
5. Any continuous Charter member attaining the age of sixty-two (62) years shall have their dues paid by the club.

SECTION II

1. Dues shall be paid to the Secretary in person or by mail and can be paid starting July 1st for the following year, but in all cases must be paid before the January meeting each year.

SECTION III

1. A Full or Social member who enlists in the Armed Forces, is drafted, or called up to the National Guard or Reserves, shall have their dues paid by the club for the duration of the tour of duty or the first enlistment only. Probation period will start for Social member first year out of service.

ARTICLE V

SECTION I (Meetings)

1. The membership shall meet regularly the third Sunday of every month at 10:00 AM, except as directed by the membership.
2. Special meetings for emergencies that may come up can be by the executive board by giving three (3) days' advance notice to the Full Member membership.
3. All meetings will be governed by Robert's Rules when not covered by the by-laws.
4. Any motion made that goes against the by-laws at a regular meeting will be deemed out of order.

SECTION II

The Executive Board shall meet one hour before the regular meeting.

SECTION III

There shall be 15% of the Full Members or 15 Full Members, whichever is greater, present to constitute a quorum and no business shall be conducted unless a quorum is present at any regular or special meeting.

SECTION IV

Six (6) Officers present shall constitute a quorum for an executive board meeting.

SECTION V

Social members and honorary members are encouraged to participate in floor discussion at any meeting. However, they do not have a vote, and cannot make a motion.

SECTION VI

1. Officers and committee chairmen shall attend all regular meetings, special meetings, and executive board meetings.
2. Any officer who is absent from three (3) consecutive meetings without a reasonable excuse may be replaced by 2/3 majority vote of Full members present at any regular meeting. All reasonable excuses shall be reported to the executive board at the next meeting.

SECTION VII

The Constitution and by-laws may be amended in the following manner:

1. A motion to amend the constitution and by-laws may be made at the December meeting with a 2/3 majority approval of the Full members present by secret ballot.
2. The Constitution and by-laws shall be opened automatically at the December meeting on all even-numbered years.
3. A by-laws committee shall be appointed and all by-law amendments shall be submitted to them in writing by the next meeting after their appointment.
4. The by-laws committee shall study the amendments for proper wording and meaning.
5. All proposed amendments will be brought in front of the membership at the February meeting for discussion purposes.
6. They must be approved by 2/3 majority of the Full members present to be adopted at the March meeting by secret ballot.

7. Notice must be given to the Full Member membership at least ten (10) days in advance of a special meeting for the purpose of changing the constitution and by-law amendments.
8. There can be but one (1) special meeting per year for constitution and by-law amendments.
9. Members must contact the Secretary for a By-Laws change request form. A form will be used for each article of the by-laws to be revised or added. The form must be printed or typed and submitted to the By-Laws Committee before the first Membership meeting following the by-laws opening.
Exceptions: If a By-Laws change is made and the change affects another by-laws article, that article may also be changed.

ARTICLE VI

SECTION I (Standing committees)

1. Standing committees shall be appointed by the President with the approval of the Executive board, with the exception of the range committee and Dues committee.
2. The range committee shall draft all range rules and they shall meet with the approval of the membership.
3. The Executive Board shall appoint a Capitol Improvement Committee. This committee will be responsible to prepare and present to the general membership a five year plan for improvements. The plan should include a complete drawing of the land and those improvements situated on the land, and a reasonable estimate as to the remaining life and proposed budget to maintain existing improvements.
4. All chairmen shall give a report to the President each month as to the progress of their committee.
5. All committees shall have a chairman.
6. The chairman of each committee will undergo a quarterly audit of all committee funds.
7. All audits performed by the Trustees are open to any full member for observation purposes.

8. The Dues committee will consist of the President, Secretary, Treasurer, Head Trustee and one full member at large.

ARTICLE VII

SECTION I (General)

1. Permission for expenditures shall come from the executive board for the amount under one hundred fifty dollars (\$150.00), and from the Full members for any amount over one hundred fifty dollars (\$150.00).
2. A death benefit of one hundred dollars (\$100.00) will be given to the family of a Full member only, and will constitute a release of any and all future benefits.
3. Annual picnic shall be held on any weekend. Date to be determined by the picnic committee.
4. The club shall have special activities so outside people may attend. Said special activities must come before the membership.
5. Any member or guest involved in a disturbance on club property or who loans their key, or gives out the lock combination to the club, will be expelled from all activities for thirty (30) days. (S)he may bring his or her case before the executive committee at an executive board meeting called for at his or her request, and the board's decision shall be final.
6. Annual club raffle drawing to be held on the October membership shoot.
7. A club activity is to be defined as work performed or participation at an organized event, scheduled work party, assigned duty or any detail requested by a board member. Attendance to be recorded.
8. The Chairman of any project over \$500 shall present plans, quotes and impact statements at any Membership Meeting. A vote to accept or deny shall be made at the following months meeting. Exception: Emergency repairs to the grounds or buildings shall be voted on immediately by the Full Members.
9. All requests for 'giveaways' shall be requested with dollar amounts. The Treasurer will note these amounts. (Examples: if free dues are given away, the dollar amount should be requested. If NBRSA donations are requested, the dollar amount should be requested.)