

Orrington Rod and Gun Club

Bylaws

Amended 11/21/2016

Bylaws of Orrington Rod & Gun Club

Article I

The name of this organization shall be known as

The Orrington Rod and Gun Club

Article II

Mission Statement

Our purpose is to provide a place for like minded individuals to promote the sport of shooting by encouraging the development of skills for all shooters in a safety conscience organized environment.

Article III **Membership**

Section 1. Qualifications. Any person, 18 years of age or older, and a citizen of the United States of America may become a member of this Corporation.

Section 2. Membership. A person may become a member upon being proposed for membership by a member or by written application to the Secretary, and favorably passing a background check.

Section 3. Honorary Members. The Board of Directors, at a duly organized meeting, may elect honorary members by a unanimous vote of the members present. Honorary members shall be exempt from the payment of any fees whatever and shall be entitled to all the privileges of a regular member, except the right to vote or hold office.

Section 4. Resignation. Any member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt.

Section 5. Suspension. A member may be suspended for a period or expelled for cause such as violation of any of the Bylaws or Rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a four fifths vote of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member under charges at their last recorded address at least 15 days before final action is taken thereon; this statement shall be accompanied by a notice of the time and place where the Board of Directors is to take action in the premises. The member shall be given an opportunity to present a defense at the time and place stated in the notice.

Article IV
Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Article V
Dues

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members.

Section 2. Payment of Dues. Dues shall be payable the month of January for each fiscal year.

Section 3. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year for which such dues become payable, their membership may thereupon be terminated by the Board of Directors in the manner provided in Article III, Section 5, of these Bylaws.

Article VI Meetings

Section 1. Annual Meetings. There shall be an annual meeting on the 3rd Monday in May in each year for election of Officers and the Board of Directors and for receiving the annual report of Officers, Directors, and committees, and the transaction of other business. If the day designated falls upon a legal holiday, the meeting shall be held on the next succeeding secular day not a holiday. Notice of the meeting, signed by the Secretary, shall be mailed or transmitted electronically, except as herein or by statute otherwise provided, to the last recorded address of each member at least ten days and not more than 50 days before the time appointed for the meeting.

Section 2. Special Meetings. Special meetings may be called by the Board of Directors at its discretion. Upon the written request of the President or 10 members, the Board of Directors shall call a special meeting to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

Section 3. Waivers. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of this Corporation may be held at any time and at any place within or without the State of Maine, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

Section 4. Quorum. The presence in person or by proxy of at least 10 of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section 5. Voting. Each member shall be entitled to only one vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members present in person or by proxy.

Section 6. Proxies. Every member of the Corporation entitled to vote at any meeting thereof may vote by official proxy, and revocable at the pleasure of the member executing it. Proxies shall be generated by the Board of Directors and mailed or transmitted electronically to all members entitled to vote at least 30 days prior to the applicable meeting. Only proxies returned to the secretary 5 or more days prior to the meeting shall be valid. Proxies not received by the secretary or received less than 5 days prior to the meeting shall be deemed invalid.

Section 7. Order of Business. The order of business shall be as follows at all meetings of the Corporation and Board of Directors.

- (a) Call to order
- (b) Proof of notice of meeting
- (c) Reading of communications
- (d) Reports of Officers
- (e) Old business
- (f) New business
- (g) Election of Officers and Board members

Any questions as to priority of business shall be decided by the chair without debate. This order of business may be altered or suspended at any meeting by a majority vote of the members present.

Article
VII
Directors

Section 1. Number. The property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Directors, consisting of five (5) Directors. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Section 2. Election of Directors and Term. At the annual meeting next held after the adoption of these bylaws, there shall be an election by ballot for five (5) Directors of the Corporation, one (1) of whom shall be elected for a term of one year, two (2) for two years, and two (2) for three years. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of three years. At the expiration of any term of three years any Director may be re-elected.

Section 3. Duties of Directors The Board of Directors may:

- (1) hold meetings at such times and places as it thinks proper;
- (2) admit members and suspend or expel them by ballot;
- (3) appoint committees on particular subjects from the members of the Corporation;
- (4) Audit bills and disburse the funds of the Corporation;
- (5) print and circulate documents and publish articles;
- (6) carry on correspondence and communicate with other individuals or associations;
- (7) employ agents;
- (8) devise and carry into execution such other measures as it deems proper an expedient to promote the mission of the Corporation and to best protect the interests and welfare of the members.

Section 4. Meetings of the Board. Regular meetings of the Board of Directors shall be held immediately succeeding the annual election in Orrington and on the 3rd Monday of every month. The President may, when he deems necessary, or the Secretary shall, at the request in writing of five members of the Board, issue a call for a special meeting of the Board, and only five days notice shall be required for such a special meeting.

Section 5. Quorum Three members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President or Vice President, the quorum present may choose a chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than 31 days later.

Section 6. Absence Should any member of the Board of Directors be absent unreasonably from three consecutive meetings of the Board of Directors without sending a communication to the President or Secretary stating the reason for doing so, and if their excuse should not be accepted by the members of the Board, their seat on the Board may be declared vacant.

Section 7. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot of the remaining members of the Board at a special meeting which shall be called for that purpose. The election shall be held within 60 days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting or until their successor shall have been chosen at a special meeting of the members.

Section 8. Removal of Directors. Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members present plus proxies per Article VI, section 6 at any special meeting called for that purpose.

Section 9. Qualifications. A nominee for the Board of Directors must be a club member in good standing for five (5) consecutive years.

Article
VIII
Officers

Section 1. Number. The Officers of this Corporation shall be President, Vice President, a Secretary, a Treasurer, and a Clerk.

Section 2. Method of Election. Election of Officers shall be by the majority of the members present and of the official proxies received by the Secretary per Article VI Sec. 6

Section 3. Duties of Officers. The duties and powers of the Officers of the Corporation shall be as follows:

President

The President shall preside at the meetings of the Corporation and of the Board of Directors, and shall be a member ex officio, with right to vote, of all committees. The President shall also, at the annual meetings of the Corporation and such other times deemed proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in their opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the President. The President, prior to the start of the fiscal year, shall submit to the Board of Directors a proposed budget for the next fiscal year.

Vice President

In the event absence, inability to serve or death of the President the Vice President shall perform the duties of the President.

Secretary

It shall be the duty of the Secretary to give notice and attend all meetings of the Corporation and all committees and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; to collect the fees, annual dues, and subscriptions and pay them over to the Treasurer; to notify the Officers and members of the Corporations of their elections; to furnish the chairperson of each committee with a copy of the vote under which the committee is appointed and, at their request, give notice of the meetings of the committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the Corporation, and generally devote their best efforts to forwarding the business and advancing the interest of the Corporation. In the case of the absence or disability of the Secretary, the President may appoint a Secretary pro tem. All written communications may be by mail or electronically transmitted. Minutes of all meetings of the club shall be transcribed by the Secretary and forwarded to the person in charge of the website in sufficient time to be published at least 10 days before the next meeting.

Clerk

The clerk shall be the keeper of the Corporate Book and the Corporate Seal.

Said Corporate Book shall be kept at the registered office of the Corporation to wit: Orrington Rod and Gun Club, 6 State Street, Suite 407, Bangor, Maine, 04404. Members shall have the right to inspect the Corporate Book at all reasonable times.

Treasurer

The Treasurer shall keep an account of all moneys received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved by any member of the Board of Directors. The Treasurer shall deposit all sums received in a bank or banks or trust company approved by the Board of Directors and make a report at the annual meeting and monthly to the Board of Directors, or when called upon by the President. Funds may be drawn only upon the signature of the Treasurer or President.

The funds, books, and vouchers in the hands of the Treasurer shall at all times be under the supervision of the Board of Directors and subject to its inspections and control. At the expiration of the Treasurer's term of office all books, moneys, and other property shall be delivered over to the succeeding Treasurer, or, in the absence of a Treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro-tem.

Section 4. Bond of the Treasurer. The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of said duties as the Board may direct.

Section 5. Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay at its regular meeting, or at a meeting specially called for that purpose.

Section 6. Compensation of Officers. The officers shall receive no salary or compensation.

Section 7. Qualifications. A nominee for President, Vice President, Treasurer, Secretary or clerk must be a club member in good standing for five (5) years.

Section 8. Removal of Officers. Any one or more of the Officers may be removed either with or without cause, at any time, by a vote of two-thirds of the members present plus proxies per Article VI, section 6 at any special meeting called for that purpose.

Article IX

Committees

Section 1. Committee on Nominations During the month of January of each year, the Board of Directors shall appoint a nominating committee of three members, none of whom shall be on the Board of Directors, whose duty it shall be to nominate candidates for Directors and Officers to be elected at the next annual election. They shall notify the Secretary in writing, at least 60 days before the date of the annual meeting of the names of such candidates and the Secretary, except therein otherwise provided, shall mail or transmit electronically a copy thereof to the last recorded address of each member simultaneously with the notice of the meeting.

Section 2. Independent Nominations. Nominations may also be made, by forwarding to the Secretary at least 90 days prior to the annual meeting of the Corporation for immediate transmittal to the nominating committee.

Section 3. Special committees. The President, at any time, may appoint other committees on any subject for which there are no standing committees.

Section 4. Committee Quorum. A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

Section 5. Committee Vacancy. The various committees shall have the power to fill vacancies in their membership.

Article X
(Seal)

Article XI
Amendments

These bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the Corporation. The proposed change shall be mailed or transmitted electronically to the last recorded address of each member at least ten days before the time of the meeting which is to consider the change.

I hereby certify that these bylaws have been adopted, as amended, by a majority vote of the membership of the Orrington Rod and Gun Club at a special meeting held in November 2016..

Mark R. Buongirno
Club Secretary.