

High Woods Sportsmen's Club, Inc.

By-Laws as amended 1995

Article I – Name

1.1 This organization shall be named and known as the Highwoods Sportsmen's Club, Inc.

Article II – Objectives

2.1 The purposes for which this club is organized are to conserve, restore and manage the game, fish and other wildlife and their habitat in Highwoods and its environs; to see and procure better fishing and hunting for sportsmen; to promote and maintain friendly relations with landowners and sportsmen; to educate youth in the proper use of firearms' to cooperate in obtaining proper respect for and observation of the fish and game laws' to provide facilities on premises owned by the Club for various outdoor activities including sports and social functions; and to encourage good sportsmanship among the members and youth of our area.

Article III – Definitions

3.1 The officers of the Club shall consist of a President, Vice President, Secretary, Treasurer, and shall be elected by a simple majority of the assembled members at the annual election meeting.

3.2 There shall be five (5) Directors who are members elected to this position by a simple majority of the assembled members at the annual election meeting.

3.3 The Executive Board consists of the President, Vice President, Secretary, Treasurer, and the five (5) Directors.

Term of Office

3.4 The term for the President, Vice President, Secretary, and Treasurer shall be one year from January 1 to December 31.

3.5 Directors shall be elected for terms of 3 years in order of vacancies as occurring.

Article IV – Duties of Officers, Directors and Executive Board

President:

4.1 The President shall preside at all meetings of the Club. The President shall with the Secretary sign all contracts and written obligations of the Club. The President shall appoint committees deemed necessary for the proper conduct of the Club. The President shall be a member ex-officio of all committees.

Vice President:

4.2 The Vice President shall assist and support the President as needed in the day to day operations of the Club. In the absence of the President, the Vice President shall perform the duties of the President. In the event the President is not able to complete the elected term, the Vice President shall assume the duties of the President for the duration of that term.

Secretary:

4.3 The Secretary shall keep the minutes and other official reports of the Club and conduct the official correspondence of the Club. The Secretary shall keep all records, books, documents, newsletters and papers relating to the Club, and keep them in such place as directed by the Executive Board. The Secretary shall perform other duties as assigned by the Executive Board. The Secretary shall be responsible for the editing and distribution of a Club newsletter.

4.4 At the option of the Executive Board the Secretary's position may be divided into two elected positions, namely, Recording Secretary, and Corresponding Secretary. In such event, Recording Secretary would be responsible for taking the minutes of Club meetings. The Corresponding Secretary would be responsible for all other duties of the Secretary as listed above. In the event of the election of a Recording Secretary and a Corresponding Secretary, both would be members of the Executive Board.

Treasurer:

4.5 The Treasurer shall collect and account for all moneys received and deposit same within one (1) week in the name of the Club in such bank or other account as directed by the Executive Board. The Treasurer shall pay any money of the Club in such manner and for such purposes as shall be authorized by resolution at the membership meetings of the Club. The Treasurer shall make all disbursements of the Club by check. The Treasurer shall give a report of all receipts and disbursements made by the Club at all meetings. The Treasurer's books shall be audited by the Executive Board within the first two (2) weeks after the January Executive Board meeting.

Directors:

4.6 Directors shall be club members in good standing elected to the Executive Board. Directors shall attend Executive Board meetings and assist in the operation of the Club as needed. Directors shall be elected as needed as terms of outgoing Directors expire.

Article IV – Duties of Officers, Directors and Executive Board (continued)

Executive Board:

4.7 The Executive Board shall supervise all affairs including, but not limited to: contracts and financial matters, provide for the proper transaction of Club business, and handle matters as needed regarding the members and membership. The Executive Board shall report on the actions of the Executive Board at each meeting. The Executive Board shall meet monthly for the transaction of Club business and also at other times at the request of the President or any two (2) members of the Executive Board.

Nomination to Office:

4.8 To be eligible as a candidate, a member must have attended at least one half of the membership meetings since the last election. A nominations committee appointed by the President shall present a slate of eligible candidates to the membership. Additional nominations for office may be made from the floor by any member and seconded by any member at the October and November membership meeting. Elections will be held at the November membership meeting by simple majority of the assembled members. The elected candidates will take office January 1 of the up-coming year.

Vacancy of Office:

4.9 In the event of any vacancies of officers other than the President, it shall be the duty of the Executive Board by majority to fill this vacancy by appointment for the duration of the year.

4.10 In the event of a vacancy of an elected Director, at the end of the year of the vacancy the Nominations Committee shall present a candidate for election to fill the remainder of the unexpired term, at the time of the next annual elections.

Financial Authority:

4.11 Any Club Officer or Director may spend up to \$200.00 to meet an emergency or reasonable need for the Club as may occur between meetings, and shall present an accounting of this money to the Treasurer and Club membership at the next consecutive meeting.

Executive Board Quorum:

4.12 A quorum for a meeting of the Executive Board shall consist of a majority of its members.

4.13 Any Executive Board Member who is absent from three (3) consecutive meetings shall be considered to have resigned from the Executive Board, unless extenuating circumstances are explained to the Executive Board.

Standing Committees:

4.14 Such committees shall be appointed by the President as needed. Each committee Chairman shall report on the actions of their committee.

Article V – Fiscal Year, Dues and Membership

Fiscal Year:

5.1 The Fiscal Year shall be from January 1 to December 31.

Dues:

5.2 Dues are payable at the October meeting to take effect on January 1st of the consecutive year.

5.3 The amount of dues from regular members shall be set by resolution of the membership. Members age 62 or older will pay dues listed on the membership dues list as set by resolution of the membership. As new members join, their annual dues will be prorated. Any assessment which applies may be imposed as shown on the membership dues list.

5.4 Any changes to the amount of dues must be completed on or before the August membership meeting to take effect for the next fiscal year. Such changes must be voted on by a 2/3 majority of the assembled members at such membership meeting. Written notification of the proposed change shall be mailed to all regular members at least one (1) month prior to the proposed vote.

Non-Payment of Dues:

5.5 Any member who has not paid membership dues by the end of October shall be notified by mail by the Treasurer. Any member who has not paid membership dues by the January meeting shall be dropped from the rolls and considered not to be a member of the Club. Cases of extenuating circumstances shall be reviewed and acted on as needed by the Executive Board. Anyone dropped from the rolls must re-apply as a new member.

Assessment:

5.6 An assessment may be levied at the option of the membership of all regular members. The amount and conditions of such assessment will be set by resolution of the membership and may be changed by resolution of the membership as needed. Written notification of proposed changes will be mailed to all regular members at least one (1) month prior to the proposed vote.

Membership:

5.7 Membership shall be in the following categories – Regular, Honorary, Gratuitous, Senior and Junior. All members must be citizens of the United States of America.

5.8 Regular members shall have voting rights and use of Club facilities. Regular members must be citizens of the United States and at least 18 years of age.

5.9 Honorary members shall be children under age 18 of a regular member. Honorary members have no voting rights. Honorary members shall not be allowed privileges for the use of Club facilities unless accompanied by a regular member.

5.10 Senior members shall be any member age 62 or older. Senior members shall have voting rights and use of the Club facilities.

5.11 Gratuitous members are members exempt from dues for a year for having given outstanding contribution or service to the Club. This shall be done by a majority of the Executive Board.

5.12 Junior members shall be persons aged 16 to under age 18 who are not children of a regular member. Junior members have no voting rights and have no privileges for the use of Club facilities unless accompanied by a regular member.

Membership Limitation:

5.13 Club membership shall be limited to 300 regular members. At such time as the membership limit is reached, any further applications for membership shall be retained by action by the Secretary in a waiting list in the order the applications are received. At such time as a membership vacancy occurs, the oldest available application on file will be presented to the Club by the Secretary for action.

Membership Application:

5.14 Any person may apply for membership in the Club in writing. A potential member must be sponsored by at least one regular member. The membership application will be received by the Secretary. The membership application will be read and discussed by the Executive Board. At the next membership meeting of the Club, the application will be read by the Secretary and discussed. The application will be tabled for a vote until the next consecutive membership meeting. At the next membership meeting, the application will be read and voted on by the assembled members. A two thirds (2/3) majority of the assembled members is needed to approve the application.

Article VI – Duties of Members

6.1 It shall be the duty of all members to foster the spirit of cooperation, the goals of the Club as listed in Article II, and to promoted sportsmanship. It shall be the duty of all members to protect all posted property, to observe and obey all laws and the rules of the Club, to report violations of any laws to appropriate authorities, and to participate in Club activities.

6.2 It is expected members will respect and maintain Club property. It is expected all members will adhere to Club rules and all laws.

Article VI – Duties of Members (continued)

6.3 The Club property, buildings, facilities, and equipment is private and for Club members. Any Club member may escort a reasonable number of guests to use same at any time. Guests using the Club facilities on more than three occasions per year should be encouraged by the member to submit an application for membership.

Article VII – Enforcement of Club Rules

7.1 Any member who does not comply with the Club By-Laws and rules will be referred to the Executive Board. The Executive Board will consider such cases on an individual basis and report their action to the membership when appropriate. Such action may include, but not be limited to, a warning, loss of Club privileges, expulsion, criminal prosecution.

Article VIII – Club Property and Real Property

8.1 Club property, including, but not limited to: tools, furniture, equipment, kitchen articles, range equipment, etc., is for the use of all Club members and all Club activities.

8.2 Club owned property may be loaned to members for brief periods by authorization of a Club Officer or the Executive Board. Members will be responsible for such property and shall return it in the condition it was loaned, or make any repairs or replacement of damage articles. All loaned out property must be charted according to list on the bulletin board.

8.3 Purchase of Club property shall be approved by resolution of the membership or by the Executive Board, or by a Club Officer under the provisions of Article IV.

Sale or Disposal of Club Property:

8.4 Damaged, broken, or unusable Club owned property shall be sold or disposed of as determined by the Executive Board. In the event of any disagreement of the disposition of Club owned property, the final decision will be made by resolution of the membership.

Real Property:

8.5 The lands and structures thereon constitute the real property of the Club. The president shall designate as needed persons to take care of the lands, building or structures.

8.6 In the event of the prospective purchase or sale of real property for the Club, the President shall appoint a committee to supervise this task. Such committee shall report to the Executive Board and the membership. Final decision will be by resolution of the membership.

Article VIII – Club Property and Real Property (continued)

8.7 Any construction, alteration or demolition on Club property which may require a building permit or special use permit must be approved by the Executive Board prior to undertaking.

Article IX - Meetings

Types of Meetings:

9.1 The types of meetings shall be: Annual, Membership, Executive Board, Committee and Emergency.

Meeting Procedure:

9.2 Parliamentary Procedure shall be used at all meetings. In the event of a question of procedure, Robert's Rules of Order shall be followed.

Annual Meeting:

9.3 The annual membership meeting shall be held on the first Thursday of January. In the event this date shall fall on a legal holiday, the annual membership meeting shall be held on the second Thursday of January. This shall be a required meeting with mandatory attendance by all members. Any member with special circumstances shall provide an explanation to the Executive Board if that member is not able to attend the Annual Meeting. The goal of the Annual Meeting is to foster sportsmanship and friendship among the members and to allow Club Officers to review Club goals and objectives for the coming year.

Membership Meeting:

9.4 A meeting of the general membership will be held the first Thursday of the month. In the event this meeting date shall fall on a legal holiday, the membership meeting shall be held on the second Thursday of the month. Ten (10) members shall constitute a quorum. The Order of Business shall be as follows":

1. Opening, Pledge, Moment of Silence, Roll Call.
2. Reading of Secretary's Report
3. Reading of Treasurer's Report
4. Presentation of Bills and Claims
5. Report of President, Vice President, Executive Board
6. Committee Reports
7. Amendments
8. Elections of Officers (December meeting)
9. Unfinished Business
10. Collection of Dues (December meeting)
11. New Business
12. Adjournment

Executive Board Meetings:

9.5 The Executive Board shall meet the Thursday preceding the membership meeting and whenever such meeting is deemed necessary or desirable by the Executive Board. The Executive Board shall

Article IX – Meetings (continued)

discuss and handle Club affairs as specified in Article IV. The president or any two (2) members of the Executive Board may request an emergency meeting of the Executive Board at a specified time and place.

Committee Meetings:

9.6 Committee meetings shall be held as needed by standing committees. The actions of these meetings shall be reported to the Executive Board and the Membership.

Emergency Meeting:

9.7 Emergency meetings of the membership or Executive Board shall be for a purpose and necessity determined by the Executive Board or the President. Such meetings may be called and conducted for immediate matters requiring the prompt action of the Club. Notification may be by letter or phone or any other means as may be reasonable under all attendant circumstances.

Article X – House and Property Rules

10.1 All members shall respect the land, buildings and facilities of the Club and any posted property of other persons: and shall take good and reasonable care of the same during use thereof and while present thereon.

10.2 All members shall respect the rights of all members in the use of Club facilities and any posted property of others and shall always conduct themselves in a decent, responsible manner.

10.3 A newsletter will be mailed to all regular members at least once a year to inform members of Club news and matters. The newsletter will be edited by the Secretary or Newsletter Committee.

10.4 Any person who is not a member of the Club may apply to the Executive Board for use of the Club House and facilities for a specific purpose. Approval of such application shall be determined by a majority of the Executive Board to be achieved in accordance with rules established solely by the Executive Board for use of the Club property and facilities. In the event said application is approved, applicant must present to the Executive Board proof of insurance covering the event. The Club House and facilities shall be made available to said applicant solely for the stated purpose upon payment of a specified fee as established by the membership plus a deposit for cleanup payable to the Club in advance of the affair. Cleanup must be completed before the applicant leaves at the end of the affair or the clean up deposit will be forfeited.

10.5 Application for such use of the Club shall be made at least ten (10) days prior to the intended use, and the Club will notify the applicant at least three (3) days thereafter if permission is granted. There shall be at least one (1) Club member present as chaperone during use by a non-member.

Use as Lodging:

10.6 The Club House shall not be used as lodging by any members or non-members during hunting season or at any other time, except in case of disaster or emergency.

Article X – House and Property Rules (continued)

Committee and Safety Rules:

10.7 Safety Rules as stated in the Rules and Regulations document needed for prudent operation of Club ranges including, but not limited to: archery, pistol, rifle and trap shall be followed. Other rules for Club facilities shall be developed as needed by the appropriate standing committee. All rules shall be approved by the Executive Board before enactment.

Article XI – Posting of Property

11.1 The Club is hereby granted the authority to negotiate and arrange for the restrictive posting of real property of others than Club members for hunting and fishing purposes of members and the use of such properties shall be strictly limited to such state purposes. The following rules shall apply:

11.2 A posting committee of three (3) persons shall be appointed annually by the President.

11.3 All expenses of the foregoing shall be borne by the Club.

11.4 All properties so posted shall be inspected at least once annually to ensure that postings are in accordance with applicable laws, rules and regulations.

11.5 All owners of record of posted real property shall be honorary, non-voting members of the Club with privileges limited to use of Club facilities for sporting purposes within the objectives set forth in Article II and for private affairs comparable to regular members.

11.6 A true, accurate and permanent record book shall be maintained by the Committee reflecting the names of record owners, dates of posting and participating members.

11.7 The Committee shall seek at least one annual conference with all owners to maintain a compatible relationship with them and shall investigate all complaints from owners within a reasonable time and report the results thereby to the owner and to the Club membership for determination of any action to be taken.

11.8 Personal injury and property damage liability insurance shall be maintained and paid for by the Club to cover the Committee and all members participating in any posting and reasonably related activities.

11.9 The Committee shall have the responsibility of furnishing to all property owners a copy of this Article XI and a copy of Section 9 -103 of the General Obligations Law of New York State, which relieves property owners from liability to persons for personal injury and property damage occurring during use of their property by members pursuant to this Article XI.

Article XII – Amendment of By-Laws

12.1 The By-Laws may be amended by resolution of the membership. At such time as changes to the By-Laws are deemed necessary, the President will appoint a By-Laws Committee. The By-Laws Committee will meet as need to make appropriate changes.

12.2 Such changes will be presented to the Executive Board and then to the membership for approval by resolution. Notice of a change in the By-Laws will be presented in writing at least two (2) months prior to a final vote by the membership.

12.3 Proposed changes will be presented in writing to the Club members at a membership meeting and action tabled until the next meeting. At the next membership meeting discussion and changes will be noted and table for a vote until the next meeting. At the next membership meeting, discussion and a vote by the assembled regular members on the proposed By-Laws changes will be held. A two-thirds (2/3) majority of the assembled members will be needed for adoption. Any changes approved by resolution of the members will take effect January 1 of the next consecutive year or other time as specified in the proposed change.