

# **Bylaws of Redmond Rod & Gun Club, Inc.**

## **ARTICLE I - Name**

The name of this Corporation shall be the *Redmond Rod and Gun Club, Inc.*, a 501(c)(4) non-profit corporation in the State of Oregon. For the remainder of this document, the *Redmond Rod and Gun Club, Inc.* will be referred to as the *Club*.

## **ARTICLE II – Mission Statement**

The mission of this Club shall be to provide a safe, firearms shooting facility for the community, aid in the instruction of safe firearms handling practices, support law enforcement in their mission to protect and serve and to preserve this nation's shooting heritage.

Additionally, the Club shall:

1. Promote and encourage participation in the shooting sports.
2. Arrange, promote and conduct safe shooting events.
3. Promote and encourage the safe use of all firearms by members and non-members.
4. Promote and encourage the proper and reasonable protection of all wildlife.
5. Acquire and lease real and personal property and to erect buildings or other structures necessary or appropriate in carrying out the Club's purposes.
6. Do all such things which the Club may deem necessary or appropriate in carrying out the purposes and objectives for which this Club was formed.
7. Adhere to all Federal, State or local laws, as applicable.

## **ARTICLE III - Membership and Qualifications**

Section 1. Annual memberships shall be open to any individual or family making application who is interested in the mission of the Club and shall be subject only to payment of annual membership fees and compliance with the rules and regulations of the Club. A family is defined as two (2) adults living in the same house and their children under eighteen (18) years of age.

Section 2. Life memberships shall be available for purchase by any individual or family making application that is interested in the mission of the Club and shall be subject only to payment of the life membership fee and compliance with the rules and regulations of the Club. A family is defined as two (2) adults living in the same house and their children under eighteen (18) years of age. Life member applicants shall be reviewed and approved by the Board of Directors. Life members shall be exempt from annual membership fees only. All other daily or participation fees will be paid at member rates.

Section 3. Honorary life membership may be granted upon any person whom the Club desires to honor for exceptionally outstanding service or contribution to the Club or to the purposes for which the Club is formed. The name of the candidate recommended for Honorary Life Membership shall be submitted to the

Executive Board for a majority vote of approval. Honorary life members shall be exempt from annual membership fees only. All other daily or participation fees will be paid at member rates.

#### **ARTICLE IV - Membership Privileges**

Section 1. Members (Annual, Life and Honorary Life) shall be entitled to vote at any membership meeting, hold elective office, serve on committees and enjoy all privileges of Club membership. Members are entitled to one vote per membership. Children of members shall be entitled to all privileges of the Club except those of making motions, voting, serving on committees or holding elective office.

Section 2. Each membership of the Club shall receive a membership card with the signature of an Executive Board member or other designated person.

#### **ARTICLE V - Membership Fees**

Section 1. Membership fees (Life, Annual, Initiation) shall be set by the Executive Board. Membership fees will be reviewed and approved annually by the Executive Board at a regular or special Board meeting.

Section 2. Life memberships will be available for purchase at any time during the year. The cost of a Life membership shall be reviewed and approved by the Executive Board at the same time as Annual membership fees are reviewed and approved.

#### **ARTICLE VI - Membership Termination**

Section 1. Any member who may withdraw from the Club or who shall cease to be a member in good standing of the Club shall forfeit all rights granted to Club members.

Section 2. Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class mail or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of termination. The decision of the Board shall be final and shall not be reviewable by any court.

#### **ARTICLE VII - Membership Meetings**

Section 1. An Annual membership meeting will be held on the first Sunday in December with the express purpose of electing Officers and Directors, receiving annual reports of officers and committees and for any other business that may properly come before the meeting.

- (a) The Secretary shall provide a notice of the meeting (mail or email) to all voting members no less than thirty (30) days prior to the Annual meeting.
- (b) The order of business at the Annual Meeting shall be:

- (1) Roll call of the Executive Board

- (2) Review and approve minutes of the previous meeting
- (3) President's report
- (4) Treasurer's report.
- (5) Director reports
- (6) Committee reports
- (7) Old business
- (8) New business
- (9) Elections
- (10) Adjournment

Section 2. Special meetings of the members may be called by the President, by a majority of the Executive Board or upon the written request of ten (10) voting members of the Club. Notice for a special meeting shall state the purpose for which the meeting is called and no other business shall be transacted except that stated in the notice.

Section 3. All members intending to vote at a membership meeting will be required to provide your membership number and sign in on provided forms. This will enable the secretary to maintain an accurate record of eligible voters' present.

Section 4. Twenty-five (25) members entitled to vote shall constitute a quorum at any membership meeting.

Section 5. There shall be no proxy, absentee, telephone or email voting. Members must be present to vote.

Section 6. Minutes shall be posted/distributed by the Secretary not more than fifteen (15) days following the completion of the subject Membership meeting.

## **ARTICLE VIII - Government and the Executive Board**

Section 1. The general management of policies, affairs, funds and property of the Club shall be governed by the Executive Board subject to the Articles of Incorporation, Bylaws, philosophies and principles of the Club.

Section 2. The Executive Board shall be comprised as follows:

- (a) Officers
  - (1) President
  - (2) Vice-President
  - (3) Secretary
  - (4) Treasurer
  
- (b) Directors (12 maximum, examples below)
  - (1) Director - Archery
  - (2) Director - Cowboy Action Shooting
  - (3) Director - Facilities
  - (4) Director - Marketing
  - (5) Director - Rifle & Pistol
  - (6) Director - Sporting Clays
  - (7) Director - Trap

- (8) Director - Women's Programs
- (9) Director - Youth Programs
- (10) Director - Membership

Section 3. Officers of the Club shall serve for a period of two (2) years. The two (2) year term will begin immediately following the conclusion of the annual meeting in which they were elected. Officers shall be elected by majority vote by ballot of the voting members present at the Annual Membership Meeting. No member shall hold more than one (1) office at a time.

(a) The President shall be the chief executive officer of the Club and, subject to the control of the Executive Board, shall be responsible for the general supervision of the affairs of the Club. The President shall preside at all meetings of the members and the Executive board and shall perform all such duties as usually pertain to the office of president. The president shall be an ex-officio member of all standing and special committees except the Nominating Committee.

(b) The Vice-President shall assist the President, as requested, in supervising the daily operation of the Club and shall perform all such duties as usually pertain to the office of vice-president. If the President is unable to preside at any meeting as described above, the Vice-President shall preside.

(c) The Secretary shall keep a complete record of all meetings of the members and the Executive Board and have custody of the books and papers of the Club, except the Treasurer's books of account and checkbook, shall keep a current list of the names and addresses of all Club members, shall furnish notices as prescribed in these Bylaws and shall perform such other duties as the Board may direct.

(d) The Treasurer shall have custody of all funds of the Club and shall deposit all funds in such bank as may be approved by the Executive Board in the name of the ***Redmond Rod and Gun Club, Inc.*** Such money shall only be withdrawn by check signed by one (1) of two (2) authorized signatures consisting of the President and Treasurer and for the payment of expenditures authorized by the Board. The Treasurer shall keep an accurate account of all Club financial transactions and submit a financial report of expenditures and income at regular meetings of the Board and the members and at such other meetings as may be requested. The Treasurer shall submit a full financial report to the membership at the Annual membership meeting. The Treasurer shall maintain a record of all Club assets and maintain the Club's books of accounts and shall perform such other duties as the Board may direct.

Section 4. Directors of the Club shall serve for a period of two (2) years. The two (2) year term will begin immediately following the conclusion of the annual meeting in which they were elected. Directors shall be elected by majority vote by ballot of the voting members present at the Annual membership meeting. No member shall hold more than one (1) office at a time. If a specific Director position is filled, the following specific job description will apply.

(a) The Archery Director shall oversee the archery range and shooting activities, shall report all activities pertaining to archery to the Executive Board at its regular meetings and at such other meetings of the Board and the members as may be requested, shall deposit with the Treasurer of the Club all funds generated from archery activities, and shall perform such other duties as the Board may direct.

(b) The Cowboy Action Shooting Director shall oversee the cowboy action ranges and shooting activities, shall report all activities pertaining to cowboy action to the Executive Board at its regular

meetings and at such other meetings of the Board and the members as may be requested, shall deposit with the Treasurer of the Club all funds generated from cowboy action activities, and shall perform such other duties as the Board may direct.

(c) The Facilities Director shall oversee the condition of all buildings and roads, and shall report to the Executive Board at its regular meetings and at such other meetings of the Board and the members as may be requested. All disciplines will report any facilities issues to the Facilities Director who will investigate the issue, assess work or materials needed, estimate cost, and report to the Executive Board for authorization to complete work or repairs. The Facilities Director will also be the Club liaison for those persons leasing the residences.

(d) The Marketing Director shall be responsible for all marketing and advertising programs for the Club. The Marketing Director is expected to develop proposals and present them to the Executive Board for consideration and approval. The Executive Board will provide guidance on individual projects as required.

(e) The Pistol & Rifle Director shall oversee the pistol and rifle ranges and shooting activities, shall report all activities of the pistol and rifle ranges to the Executive Board at its regular meetings and at such other meetings of the Board and the members as may be requested, shall deposit with the Treasurer of the Club all funds generated from the pistol and rifle ranges, and shall perform such other duties as the Board may direct. The Rifle and Pistol Director must possess a current NRA certified Range Safety Officer (RSO) rating.

(f) The Sporting Clays Director shall oversee sporting clays fields and shooting activities, shall report all activities of sporting clays to the Executive Board at its regular meetings and at such other meetings of the Board and the members as may be requested, shall deposit with the Treasurer of the Club all funds generated from sporting clays and shall perform such other duties as the Board may direct.

(g) The Trap Director shall oversee the trap range and shooting activities, shall report all activities of trap to the Executive Board at its regular meetings and at such other meetings of the Board and the members as may be requested, shall deposit with the Treasurer of the Club all funds generated from the trap range and shall perform such other duties as the Board may direct.

(h) The Women's Programs Director shall strive to establish, promote and maintain Club programs and activities for women and shall report all Women's program activities to the Executive Board at its regular monthly meetings and at such other meetings of the Board and the members as may be requested and shall perform other duties as the Board may direct.

(i) The Youth Programs Director shall strive to establish, promote and maintain Club programs and activities for persons less than eighteen (18) years of age. The Youth Programs Director shall report all Youth Program activities to the Executive Board at its regular meetings and at such other meetings of the Board and the members as may be requested and shall perform other duties as the Board may direct.

(j) The Membership Director shall oversee the development and implementation of Club membership strategies and shall report all activities pertaining to membership to the Executive Board at its regular meetings and at such other meetings of the Board and the members as requested. They will be responsible for designing and executing the overall membership recruitment including but not limited

to new member recruitment, retention, exit interviews, and the membership database. They will work with Marketing Director to develop marketing, promotional and enrollment materials to attract new members and former members using print and social media marketing tools.

Section 5. In order to provide continuity of the Executive Board, one-half of the Officers and Directors will be elected every year.

(a) The following Officers will be elected in even years: Vice-President and Secretary. The following Director positions, if filled, will be elected in even years: Cowboy Action, Marketing, Sporting Clays, Trap, and Youth Programs.

(b) The following Officers will be elected in odd years: President and Treasurer. The following Director positions, if filled, will be elected in odd years: Archery, Facilities, Rifle & Pistol, Women's Programs and Membership.

Section 6. A vacancy in the Executive Board shall be filled by majority vote of the remaining members of the Board for a successor who shall serve for the unexpired term. Any director or officer may be removed from the Board by a two-thirds vote by ballot of the Board at any regular or special Board meeting provided that such officer or director whose removal is proposed shall be notified in writing of the proposal not less than fifteen (15) days prior to the appropriate Board meeting and shall have the opportunity to address the Board prior to the consideration of removal.

Section 7. Executive Board Meetings

(a) Regular monthly meetings of the Executive Board will be held on the first Monday of every month starting at 6:00pm at a location determined by the Executive Board.

(b) Special Meetings of the Board may be called by the President or shall be called upon written request of three (3) Executive Board members. The purpose for which the meeting is called and no other business shall be transacted except that stated in the notice.

(c) Notice of all regular and special Board meetings shall be given to each Board member by the Secretary or designated person at least ten (10) days prior to the meeting.

(d) A quorum will be determined at each Board meeting based upon the number of active Officer and Director positions.

(e) There shall be no proxy, absentee or telephone voting. Members of the Executive Board must be present to vote. Voting in person is preferred. However, if a majority of the Executive Board determines that extenuating circumstances exist (pandemic, fire, earthquake, etc.) voting electronically will be acceptable. The President shall vote only in the event of a tie.

(f) The Secretary shall post and distribute minutes for all Executive Board meetings within ten (10) days of the subject meeting.

Section 8. The Executive Board shall have the authority to enter into contracts, to borrow funds on the Club's assets and to propose the sale of the Club's assets by a majority vote of approval of the Board at any

regular or special Board meeting. Upon such approval the proposed action shall be presented for a majority vote of approval by the voting members of the Club present at any membership meeting provided that written notice describing the proposed action shall be mailed or emailed to each voting member not less than fifteen (15) days in advance of the meeting at which such action is to be considered and acted upon.

Section 9. No member of the club shall receive compensation for any services unless engaged as an employee of the Club. However, such persons shall be entitled to reimbursement for expenses incurred on behalf of the Club to such extent as may be authorized by the Executive Board and Club policies.

## **ARTICLE IX - Standing and Special Committees**

Section 1. Standing Committees of the Club:

- (a) The Rules and Safety Committee shall develop the rules and regulations governing all shooting activities of the Club.
- (b) Other standing committees may be established by the Executive Board as deemed necessary to carry out the activities of the Club.

Section 2. Special Committees of the Club:

- (a) Nominating Committee
  - (1) The Executive Board will appoint a chairperson for the Nominating Committee at the October Executive Board meeting.
  - (2) The chairperson will select a minimum of three (3) additional voting members to complete the Nominating Committee.
  - (3) Members of the Nominating Committee can make nominations for any available position and can include him/herself for nomination.
  - (4) The Nominating Committee shall call for nominations from the membership at large and shall identify potential qualified members who are willing and able to fill the available positions.
  - (5) The Nominating Committee shall file a nomination report with the Secretary no less than ten (10) days prior to the Annual Meeting, at which time the report shall be conspicuously posted in each of the discipline areas until the close of the Annual Meeting.
  - (6) To be nominated for a position of officer or director, a member must have been a member of the Club, in good standing, for a minimum of two (2) consecutive calendar years.
  - (7) Floor nominations shall be accepted at the Annual Membership meeting.
- (b) Other special committees may be appointed by the Executive Board as the need arises to carry out specific tasks.

Section 3. The method of selecting standing and special committee members and chairpersons shall be determined by majority vote of the Executive Board in attendance at the time the committee is formed.

## **ARTICLE X - Written Notices**

Any written notice required by these bylaws shall be deemed valid upon mailing, addressed to the person for whom it is intended at his/her last known address. Email addresses, if provided by the member, will also satisfy this written notice requirement.

**ARTICLE XI - Fiscal Year**

The Club shall adopt the calendar year as its fiscal year.

**ARTICLE XII - Dissolution**

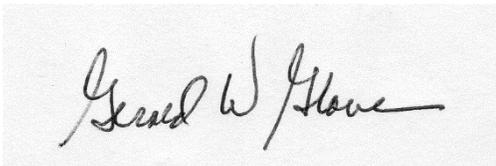
In the event of the dissolution of this club, all of its assets remaining, after payment or provision for payment of all its debts and liabilities has been made, shall be distributed by the Executive Board to or for the benefit of one or more organizations qualifying as exempt organizations under Section 501(c) of the Internal Revenue Code. To the extent possible, distribution shall be made to an organization or organizations created and operated similar to or in conformance with the objectives of this Club.

**ARTICLE XIII - Amendments**

These Bylaws may be amended by a two-thirds vote of the voting members of the Club present at any membership meeting provided that written notice (mail or email) of any proposed change(s) in the Bylaws is sent to each voting member not less than fifteen (15) days in advance of the meeting at which such change is to be considered and acted upon.

I, hereby certify, that the foregoing Amended Bylaws were duly adopted by the members at a meeting held on December 12, 2020, at which a quorum of the members was present, on motion duly made, seconded and adopted.

Date: December 12, 2020

A rectangular area containing a handwritten signature in cursive script that reads "Gerald W. Glave".

Signed by: Gerald W. Glave  
President, Redmond Rod & Gun Club