

Pemigewasset Valley Fish & Game Club, Inc.

295 Beede Road • Holderness, NH

BYLAWS

Revised and adopted at the October 29, 2010, Club meeting

ARTICLE I

TITLE

Section 1. **Title**

- A. The title of this Club shall be the Pemigewasset Valley Fish and Game Club, Inc., hereinafter called "the Club".

ARTICLE II

PURPOSE AND GOALS

Section 1. **Purpose and Goals.**

- A. The purpose of this club is to:
1. Preserve the shooting sports,
 2. Improve the hunting and fishing conditions of this state,
 3. Create fellowship and a friendly feeling among those interested in these sports,
 4. Protect our environment,
 5. Promote appreciation for our natural heritage, and
 6. Encourage education for the public and club members on proper firearm usage and safety.
- B. The goals of this club are:
1. The promotion and preservation of the shooting sports,
 2. Good sportsmanship, safety and outdoor ethics,
 3. The conservation of habitat, fish and wildlife with proper management of fish and wildlife resources,
 4. Provide education for the membership and public.

Section 2. **Tax Status.**

This corporation is organized exclusively for charitable purposes including, for such charitable purposes, the making of distributions to organizations under section 501(C)(7) of the Internal Revenue Code of 1986, and amendments thereto, as well as corresponding provisions of any future Internal Revenue Law. The organization seeks to create a friendly feeling among persons interested in fishing and hunting in the State of New Hampshire in order to foster respect for the protection and propagation of fish and game.

Section 3. **Members Not To Benefit From Earnings.**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, officers, directors, trustees, private shareholders or other

private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes as set forth in Article First hereof.

No part of the activities of the corporation shall be the carrying of propaganda, publishing or distributing statements or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not be carried on (a) by a corporation, exempt from Federal Income Tax under section 501(C)(3) of the Internal Revenue Law or (b) by a corporation, contributions to which are deductible under section 170(C)(2) of the Internal Revenue Law. The corporation will not engage, other than as an insubstantial part of its activities, in activities which are not in furtherance of the purposes set forth in Article II, Section 1 hereto.

Upon the dissolution of the corporation the Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose all assets of the corporation exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(C)(3) of the Internal Revenue Code of 1986 and amendments thereto as well as the corresponding provision of any future United States Internal Revenue Law, as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the Probate Court of the County in which the principal office of the corporation is then located, exclusively for such purposes and to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

OFFICERS

Section 1. **Officers.**

The officers of this club shall consist of a President, a Vice President, a Secretary and a Treasurer, who are paid-up, current members. The officers, when meeting to conduct Club or corporate business or affairs, shall be known as the Executive Committee.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. **Board of Directors.**

The Board of Directors shall consist of the Executive Committee and Twelve Directors, who shall be paid-up, current members.

ARTICLE V

DUTIES OF THE EXECUTIVE COMMITTEE AND DIRECTORS

Section 1. **President.**

The President shall preside at all meetings of the Club, Executive Committee, and Board of Directors, appoint all special committees not otherwise provided for and perform such other duties as usually appertain to this office. The president shall have a vote at all meetings only to break a tie vote.

Section 2. **Vice-President.**

The Vice President should assist the President in the discharge of his duties, and in the absence of the president perform the duties of that office.

Section 3. **Secretary.**

The Secretary shall keep a correct record of all meetings of the Club, conduct all correspondence and perform all duties pertaining to this office.

Section 4. **Treasurer.**

The Treasurer shall keep a detailed account of all funds received and all funds expended, and shall render at the annual meeting, or at any time when so requested in writing, by Ten (10) voting members, Executive Committee, or Board of Directors, a full statement thereof. He shall hold all moneys of the Club for the benefit of the Club, giving a receipt for the same, agreeing to transfer said moneys and all property he may have in his possession belonging to the Club to his successor.

Section 5. **Board Of Directors.**

- A. The Board of Directors shall have supervision of all property of the Club, make and keep a true inventory of the same and audit the books of the Secretary and Treasurer at the end of the year or at any other time as requested, in writing, by Ten (10) voting members, Board of Directors or the Executive Committee.
- B. The Board of Directors shall have complete power to manage the Club, to raise funds in any manner not inconsistent with the Articles of Incorporation, By Laws, or policies of the Club, and to perform all other necessary functions.
- C. The Board of Directors is authorized to make such expenditures as required to meet the Club's financial obligations.
- D. The Board of Directors shall act as the Disciplining Authority.
- E. Each member of the Board of Directors, except the President, shall have one vote at Committee meetings. The president shall cast one vote to break a tie vote only.
- F. Decisions or actions of the Board of Directors may be overruled by a 2/3 vote of the members at any regular or special Club meeting.
- G. There will be no proxy votes permitted.

ARTICLE VI
MEMBERSHIP

Section 1. **Membership Not To Include Corporations.**

Membership in this Club is limited to those natural persons (specifically excluding corporations) who wish to pursue, promote, and participate in the purposes and goals of the Club as provided in Article II, Section 1, A and B of these By-laws.

Section 2. **Voting Privileges.**

- A. Member voting privileges shall require: 1) attendance at a minimum of one of the following meetings: a general Club meeting or a Board of Directors meeting; and 2) Participation in an organized Club activity or volunteering for four or more hours of work on Club projects.
- B. Voting privileges shall begin 365 days from acceptance of the membership application.

- C. Voting privileges may be restricted pursuant to any action taken under Article XVI, Sections I, II and III of these By-laws.
- D. All Club members in good standing on the date of the adoption of these Revised By-laws shall have voting privileges as provided in this Section III, subject hereafter to Section VIII, of this Article VI, below.
- E. There shall be no voting by Proxy.
- F. A two-thirds (2/3) vote from the voting membership present, provided there is a quorum, shall be required to override any vote of the Board of Directors.

Section 3. **Senior Members.**

Senior members shall be all members 18 years or over.

Section 4 **Junior Members.**

Junior members shall be members under 18 years old. Junior members do not have voting privileges.

Section 5. **Honorary Members.**

Honorary members may be voted by the Board of Directors without restriction to number. All such memberships shall be for life. Honorary Members shall not have voting privileges.

Section 6. **Complimentary Members.**

Complimentary members may be voted by the Club, Executive Committee or Board of Directors but not to exceed five (5) in any membership year. All such memberships are annual. Complimentary Members shall not have voting privileges.

Section 7. **Membership Year.**

The membership year shall be from January 1 through last day of the ensuing December. All memberships terminate December 31st, except honorary memberships, which are for life.

Section 8. **Anti-Discrimination.**

Membership in this Club will not be denied based upon any applicant's race, gender, color, or religion.

Section 9. **Members in Good Standing on Adoption of Revised By-laws.**

All members in good standing in the Club on the day of the adoption of these Revised By-laws shall be members in good standing thereafter for the remainder of the current membership year, subject, however, to the provisions of these Revised By-laws Article VIII and Article XVI.

ARTICLE VII
FISCAL YEAR

Section 1. **Definition.**

The fiscal year shall be from January 1st to the last day of December, inclusive.

ARTICLE VIII
DUES AND SPECIAL FEES

Section 1. **Dues.**

The dues of the members of this Club shall be set by the Board of Directors, with NOTICE of the amount of such dues to be given to the membership in writing by USPS or Electronic mailing no later than October 1, of the preceding year in which the dues are to be assessed.

Section 2. **Special Fees.**

Special user fees, such as range and activity fees, shall be set by the Board of Directors or their designee. At least sixty (60) days ADVANCE NOTICE of any increase in such fees will be provided to all Club members through the Club's Quarterly Newsletter.

ARTICLE IX
GIFTS AND ASSESSMENTS

Section 1. **Special Assessments.**

No special assessments may be made against the members of the Club. The Board of Directors may authorize the solicitation of voluntary contributions for specific or general purposes.

Section 2. **Gifts, Devises, and Bequests.**

Gifts, devises and bequests may be accepted by the Board of Directors in any form or amount and for any use compatible with the Articles of Incorporation, these By Laws, and purposes of the Club.

ARTICLE X
ORDER OF BUSINESS

Section 1. **Regular Meetings.**

At general meetings of the Club the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

1. Salute to the Flag of the United States of America
2. Minutes of the last meeting
3. Report of the President
4. Report of the Secretary
5. Report of the Treasurer
6. Report of Committees
7. Report of the nominating committee at the annual meeting
8. Elections at the annual meeting
9. Unfinished business
10. New business
11. Adjournment

Section 2. **Meetings of Board of Directors and Executive Committee.**

At meetings of the Board of Directors or the Executive Committee the order of business, unless directed by majority vote of those present, shall be as follows:

1. Salute to the Flag of the United States of America
2. Reading of the minutes of the last meeting
3. Report of the Secretary
4. Report of the Treasurer
5. Report of committees
6. Unfinished business
7. Election/appointment of new officers
8. New Business
9. Adjournment

ARTICLE XI

MEETING TYPES AND PROCEDURES

Section 1. **Regular Meetings.**

Regular meetings shall be held at such times and dates as determined by the Board of Directors. There shall be at least one Club meeting in each quarter of the membership year. Written NOTICE of such meetings, date, time, and purpose, shall be provided to the membership by the Quarterly Newsletter or by e-mail at least ten (10) days prior to the date of the meeting.

Section 2. **Annual Meetings.**

The annual election of officers and Board members and the presentation of the annual financial report shall be at the Annual Meeting which shall be held on the regular meeting of March or as determined by the Board of Directors.

Section 3. **Executive Committee Meetings.**

Executive Committee meetings shall be held at least once in each quarter of the membership year. Written NOTICE, date, time and purpose, of Executive Committee meetings shall be sent by electronic or USPS mail at least ten (10) days before the date of such meeting.

Section 4. **Board of Directors Meetings.**

Board of Directors meetings shall be held at least once in each quarter of the membership year. Written NOTICE of such meetings, date, time, and purpose, shall be provided to the members of the Board of Directors by the Quarterly Newsletter or by e-mail at least ten (10) days prior to the date of the meeting.

Section 5. **Special Meetings:**

- A. The President may, at anytime, call a special meeting of the Executive Committee. Written NOTICE, date, time and purpose, of Executive Committee meetings shall be sent by electronic or USPS mail, or by telephone at least ten (10) days before the date of such meeting.
- B. A special meeting of the Club may be called, when so requested in writing by ten or more members. Written NOTICE, date, time and purpose, of the special Club

meetings shall be sent by electronic or USPS mail, or by telephone, at least ten (10) days before the date of such meeting.

- C. A special meeting of the Board of Directors may be called when so requested in writing by ten or more members. Written NOTICE, date, time and purpose, of Executive Committee meetings shall be sent by electronic or USPS mail, or by telephone, at least ten (10) days before the date of such meeting.
- D. The ten (10) day notice may be waived with the written approval of at least a minimum of a majority plus one of the Board of Directors for Board of Directors meetings only.

Section 6. **Robert's Rules of Order.**

Robert's Rules of Order (latest edition) shall be the parliamentary authority for all matters of procedure in which they are consistent with the Articles of Incorporation and By Laws, or any special rules the Club may adopt, unless otherwise agreed to by a 2/3 majority vote before the first order of business is introduced.

ARTICLE XII

QUORUM

Section 1. **Club Meetings:**

Twenty-five (25) Voting Members of the Club shall constitute a quorum for the transaction of business at any Club meeting.

Section 2. **Board Of Directors And Executive Committee:**

A majority of the current Board of Directors or Executive Committee shall constitute a quorum at their respective meetings.

ARTICLE XIII

ELECTION OF OFFICERS AND DIRECTORS

Section 1. **Officers.**

The officers shall be elected at the annual meeting for a one-year term.

Section 2. **Directors.**

Four Directors shall be elected at the annual meeting each for a term of three years.

Section 3. **Assumption Of Duties.**

Those elected each year shall take office immediately following election results of the meeting for which they are elected.

ARTICLE XIV

VACANCIES

Section 1. **Vacancy of an the Office of President.**

When a vacancy occurs in the office of the President, the Vice-President shall become the President for the remainder of the term. If the Vice-President does not accept this appointment the Board of Directors shall appoint a President from among the Board of Directors members for the remainder of the term.

Section 2. **Vacancy of any other Officer's or Board of Director's Seat.**

A vacancy in any other office or Board position shall be filled by appointment by the President subject to approval of the Board of Directors. They will serve until the next annual election, whereupon an election to fill the seat for the remainder of the original term will be held.

ARTICLE XV

MODE OF ELECTING OFFICERS AND DIRECTORS

Section 1. Nominating Committee.

The Nominating Committee, appointed by the President, shall at the annual meeting nominate a slate of officers and Directors. Additional nominations may be made from the floor.

Section 2. Election of Officers and Directors.

- A. The mode of electing officers and Directors shall be by ballot at the annual meeting. If there is more than one nominee for any officer position, the nominee with the most votes shall be declared elected. If there are more than four nominees for the 3-year Director positions, the four nominees with the most votes shall be declared elected.
- B. If there is more than one nominee to fill each specific Board vacancy (to be served for the balance of that term), the nominee with the most votes shall be declared elected to that position.
- C. A voice vote may be entertained for any office having only one candidate.

Section 3. Taking of Office.

All officers and Directors elected shall hold office until their successors are elected, they resign, or are removed for cause.

ARTICLE XVI

DISCIPLINARY ACTION AND TERMINATION OF TERM OF OFFICE

Section 1. Charges for Non-payment of Dues

- A. Membership shall be terminated for non-payment of Club dues. A member whose membership is terminated solely for non-payment of dues shall be reinstated, and the member's voting privileges shall be restored, at the membership meeting following payment of those dues.
- B. Members may be admonished, suspended from certain privileges or offices, or expelled from club membership for any of the following reasons:
 - 1. Misuse or appropriation of club property, facilities or funds.
 - 2. Disregard of the safety of themselves and/or others while on club property.
 - 3. Disregard for published or posted Club Rules and Range Safety Rules.
 - 4. Conduct detrimental to the club or at odds with the Club's Purpose and Goals.

Section 2. Action.

- A. Disciplinary action shall be initiated only upon presentation to the Board of Directors of a written petition for disciplinary action submitted by at least two members not from the same household or by a Club officer or Board member. The Board of Directors may at its option conduct an investigation to determine that a violation of disciplinary or Safety Rules has occurred. Jurisdiction under this provision shall be

accepted upon a majority vote of the Board of Directors by secret ballot. If the Board of Directors considers that the charges do not allege conduct which would be prejudicial to the Club it may refuse to entertain jurisdiction.

- B. Upon accepting jurisdiction, the Board of Directors will provide a written Notice to the alleged offending member by Certified Mail, return receipt requested, at the alleged offending member's last address on the books of the Club, and provide the alleged offending member an opportunity for a hearing before the Board of Directors at a special meeting called for such action. If the alleged offending member desires a hearing, then the alleged offending member must request in writing such a hearing. Such written request for a hearing must be submitted to the President of the Club within thirty (30) days of the date of the written notice first provided to the alleged offending member. If a hearing is requested, the hearing shall be NON PUBLIC and held within sixty (60) days after the day upon which the President receives the written request for hearing. After the completion of an investigation and the hearing before the Board of Directors, the Board of Directors shall vote on the action to be taken, including but not limited to: no action, expulsion or any alternative to expulsion. A two-thirds vote of the full Board, that is, eleven (11) votes, shall be necessary for expulsion, a majority vote for any other action. The vote of the Board of Directors shall be final.

Section 3. **Reinstatement.**

- A. A member expelled by the Board of Directors may at any time apply to the Board of Directors for reinstatement, which reinstatement may be granted or withheld for any reason or no reason by a two thirds (2/3) vote of the full Board of Directors. Eleven (11) votes from the Board of Directors are needed for reinstatement. Upon reinstatement of membership the member's voting privileges shall be restored at the following membership meeting.

ARTICLE X VII
AMENDMENTS

Section 1. **Alteration of By-Laws.**

These By Laws shall not be altered, revised, or amended except in the following way. Amendments, alterations, or revisions may be submitted to the Board of Directors for consideration by the full membership, as provided herein, in writing signed by ten or more members in good standing and read at a regular or special meeting of the membership previous to being acted upon. Written notice of the regular or special meeting at which the altered, amended or revised By-Laws, are to be acted upon, shall be given to the full membership at least TEN (10) days prior to the date of such regular or special meeting. If the amendments, revisions, or alterations are accepted by a two-thirds (2/3) vote of the voting members present, according to article VI, section 2, and voting at a subsequent meeting of the membership, provided there is a legal quorum present, they shall then be declared adopted, and immediately effective.

Section 2. **By-Laws review**

To accommodate the changes in state and federal laws and the changing needs of the club, these By-laws are to be reviewed no less frequently than every five (5) years.