

SaraSpa Rod and Gun Club, Inc.

Constitution and Bylaws



Rewritten 2002
Accepted April 2003

ARTICLE I—NAME, OFFICES & SEAL

Section 1.1 The name of this organization shall be SaraSpa Rod and Gun Club, Inc.

Section 1.2 The offices of the organization shall be located at 170 Porter Corners Road, Town of Greenfield, State of New York. However, in the event of an emergency, the Board of Directors may designate an alternate location for the organization.

Section 1.3 The seal of the organization shall bear the inscription “SARASPA ROD & GUN CLUB, INC.”

ARTICLE II—OBJECTIVES

Section 2.1 The objectives of this organization shall include but are not limited to the following:

- A) To promote, enter into, and conduct sporting activities with the use of angling, firearm, or archery equipment. To encourage the participation of others in such activities and to provide educational and/or instructional assistance or resources in these activities.
- B) To advocate, encourage, and support youth education programs as a means of perpetuating education and involvement in the sporting events of this organization.
- C) To promote the enactment of laws that protect the conservation of our wildlife and natural resources.
- D) To encourage and promote the highest degree of sportsmanship and good conduct among the members of the organization.
- E) To inform citizens of their rights and responsibilities pursuant to the Second Amendment in the Constitution of the United States of America, and The Constitution of the State of New York.

ARTICLE III—MEMBERSHIPS/GUESTS

Section 3.1 Classes of Membership and Eligibility.

- A) There shall be five (5) classes of membership, designated as follows:
 - 1) General Member-Annual Renewal
 - 2) Life Member
 - 3) Senior Member-Annual Renewal
 - 4) Junior Member-Annual Renewal
 - 5) Honorary Member

B) Eligibility

1) Applicants for General Membership - Annual Renewal Shall:

- A) Be eighteen years of age or older.
- B) Agree with the objectives in Article II of the organization and obey all civil, criminal and conservation laws.

2) Applicants for Life Membership shall:

- A) Have been a member in good standing in the organization for no less than five consecutive years immediately preceding the date of application.

3) Applicants for Senior Membership - Annual Renewal shall:

- A) Have reached their sixty-fifth birthday and met requirements for General Membership.

4) Applicants for Junior Membership - Annual Renewal shall:

- A) Be under the age of eighteen.
- B) Have included with his or her application a signed authorization form from a parent or legal guardian.
- C) Be at all times supervised by a General, Senior, or Life Member of the organization while on Club property or attending Club functions.

5) Recipients of Honorary Membership shall be recommended and approved by the Board of Directors(BOD) and meet the requirements of General Membership.

C) The term “in good standing” refers to a member who:

- 1) Has not been suspended or otherwise disciplined by the Board of Directors.
- 2) Has not been deemed to have resigned due to nonpayment of dues.
- 3) Has remitted all dues, fees, or assessments due the organization.

D) Family Membership: immediate family members (spouse and children under 18) when accompanied by the General, Life, or Senior Member in good standing shall be afforded all privileges of membership except voting.

Section 3.2 Application and Election to Membership.

A) All applicants for General, Life, Senior, and Junior Memberships shall have received a copy of the Club Rules and regulations and submit a signed application/affidavit form prescribed the Board of Directors stating the applicant will abide by the Constitution and Bylaws, and the Club Rules and Regulations of the organization.

B) Application forms shall be accompanied by the appropriate fees, charges, and dues.

- C) Application forms must be signed by a member of the Board of Directors indicating that a facilities walk thru has been performed. Application forms for Junior Member under eighteen years of age must also be signed by a parent or guardian.
- D) Upon receipt of a properly completed application/affidavit form, the Membership Director shall submit the name of each applicant for membership in writing to the next scheduled Board of Directors meeting for a vote.
- E) No application shall be unreasonably withheld, provided, however, that the Board of Directors may postpone acting on an application for a period not exceeding sixty (60) days.
- F) No application of any type shall be approved which receives less than a majority of the Board members in attendance.
- G) If an applicant is refused membership, he/she shall be notified in writing by certified mail - return receipt requested, of the Board of Directors decision and reasons for its refusal. The refused applicant may appeal the decision to the Board of Directors. His/her appeal and any supporting evidence shall be in writing and sent via certified mail - return receipt requested, to the secretary of the club within thirty (30) days of his/her receipt of refusal notification by the BOD. Upon receipt of the appeal by the secretary, the matter will be brought before the Board of Directors for reconsideration. The Board of Directors shall review the appeal and supporting evidence, and determine if the original refusal should be reversed, or sustained, The Board of Directors shall notify the applicant in writing, by certified mail - return receipt requested, of its decision. The notification shall be mailed within sixty (60) days of receipt of the applicants appeal. The Board of Directors decision concerning the applicants appeal shall be final and no further consideration will be given before one year following the date of last refusal (Art, III, Section 3.2 I)
- H) A new member will be provided with access to a copy of the Constitution and Bylaws of the organization (see J below). All new members shall be on probation for a period of one (1) year from date of acceptance. Probationers' membership may be terminated by a simple majority vote of the Board of Directors if the person does not subscribe to and follow the purposes and goals, standards of behavior, of the club as set forth in the Constitution and Bylaws and rules. After one (1) written violation notice by the BOD the probationer's membership will be terminated upon the second(2nd) violation.
- I) Any applicant who has been refused membership shall not be allowed to reapply for a period of one year from the date of receipt of the last adverse decision.
- J) A copy of the Constitution and Bylaws, and Rules and Regulations of the organization shall be posted at the club.

Section 3.3 Dues, Range Fees, and Activity Fees.

A) Dues

- 1) Dues shall be payable annually and are due on the first Wednesday of October. The fiscal year shall run from October 1st through September 30th.
- 2) Dues shall be prorated on a 6-month basis for 1st TIME NEW MEMBERS only.
- 3) Dues for each class of membership shall be fixed by the Board of Directors from time to time, subject to the following provisions:
 - A) Dues maybe increased only one time in any fiscal year.

B) Each increase of dues must be approved by 2/3 majority vote of the Board of Directors and shall not take effect until thirty days after such votes, and shall be limited to not more than a fifty percent (50%) increase in one fiscal year.

C) Existing Lifetime members shall not be affected by increases in membership dues.

4) Late annual renewals will be charged 10% of their annual rate for their class of membership starting November 1st, an additional 5% per month will be added December 1st and January 1st {max. 20%}.

5) An initiation fee of 20% of the Annual Membership Fee {for their class of membership} will be paid by any new member applying for membership. This includes any past member who has been absent for a period of one (1) year or more.

B) Range Fees

1) The Board of Directors may establish range fees for use of any of the Ranges owned by the Club.

C) Activities Fees

1) Activity Committees may establish fees for their activity and use of club facilities with Board of Directors approval.

Section 3.4 Termination of Membership

A) The Board of Directors, by a two thirds (2/3) vote of the Board, may suspend or terminate the membership of any member for the conduct which in their judgment may endanger the welfare, interest, good order, or character of the organization subject to the following provisions:

1) All charges and the specifications thereof shall be made in writing and a copy thereof shall be provided to the member so charged.

2) The member so charged shall be given adequate notice of the date and time of the hearing, and shall be entitled to a reasonable opportunity to submit written statements or testimony to controvert the charge or charges.

3) The deciding vote of the Board of Directors shall be by secret ballot.

Section 3.5 Termination of Guest(s) [Guest - A Non Member of SaraSpa Rod and Gun Club, Inc.]

The Board of Directors, by a two thirds (2/3) vote of the Board, may suspend or terminate privileges of a Guest for the conduct which in their judgment may endanger the welfare, interest, good order, or character of the organization

Section 3.6 Fines

A) The Board of Directors at its discretion may levy a fine or fines against a member or group of members for conduct prejudicial to the welfare or property of the organization.

B) The Board of directors shall assess a fee for all bad checks.

ARTICLE IV—MEMBERSHIP MEETINGS

Section 4.1 Membership Meetings

- A) Membership meetings of the Club shall be held at least three (3) times a year; October, January, and April; on the first (1st) Wednesday of the month at 7pm.
- 1) October - Annual Meeting
 - 2) January - Indoor Activities Meeting
 - 3) April - Outdoor Activities Meeting
- B) In any month the meeting falls on a holiday, that meeting date will be moved to the second Wednesday.
- C) Ten (10) members in good standing [other than BOD], plus three (3) club officers will constitute a Membership quorum.

Section 4.2 Annual Meetings

- A) The annual meeting of the organization shall be held on the first (1st) Wednesday in October for the following purposes:
- 1) The President shall make an annual report {oral & written} to the organization.
 - 2) The Treasurer shall make an annual fiscal year report {oral & written} to the organization.
 - 3) Activities Directors and Committee Chairpersons shall make an annual report {oral & written} to the organization.
 - 4) To conduct the organization's election of officers and directors.

Section 4.3 Special Meetings

- A) Special meetings may be called at anytime by the President, or no less than one third (1/3) of the Board of Directors, or upon written request to the Board from ten (10) members in good standing.
- B) Only such business as explained at the time of the call (for a special meeting) may be considered as the topic for discussion.
- C) Additional topics unrelated to the subject as explained at the time of the call shall not be allowed by anyone including the President, unless by consent of a majority of the Board Members present.

Section 4.4 Order of Business

A) The order of business at each meeting of the organization shall {except as otherwise provided in Article IV, Sec. 4.2, 4.3 B & C} be as follows:

- 1) Call to order
- 2) Pledge of Allegiance to the United States of America's Flag
- 3) Roll Call of Officers and Directors
- 4) Reading and acceptance of previous Membership Meeting Minutes
- 5) Reading of all Board of Directors Meeting Minutes since the last Membership Meeting
- 6) Introduction of New Members
- 7) Treasurers report (Article V Sec 5.9, D 1 A & C)
- 8) Meeting Agenda
- 9) Adjournment

ARTICLE V-- OFFICERS AND DIRECTORS

Section 5.1 The Officers of this organization shall consist of a President, Vice-President, Secretary, Membership Director, and Treasurer. No other office or officer shall be designated or appointed for any reason, provided, however, that in the absence of the Secretary the President may appoint a secretary pro-tem to record the minutes at a meeting of members or Board of Directors.

Section 5.2 The Board of Directors of this organization shall consist of: the five officers listed in Sec.5.1; the six (6) Directors at Large; and all the Activities Directors. These officers and directors shall be responsible for managing and transacting all the business and internal affairs of this organization.

Section 5.3 Directors at Large(DAL)

A) There shall be six (6) Directors at Large elected according to Article V Sec. 5.5 B

Section 5.4 Activities Directors

A) Activities Directors will select other members of the Club to act as committee members for their activity. The names of such members shall be reported to the Board of Directors at the next meeting of the Board and retained by the Secretary and a copy given to the Chair of the Nomination Committee.

B) Designation of activities shall be made by the Board of Directors from time to time as to the needs of the Club and members interest. Titles may include but are not limited to: Archery; CMP & HP Rifle; Conservation; Pistol; Smallbore Rifle; Shotgun; Muzzle Loading; Youth Activity; etc..

Section 5.5 Term in Office

- A) The term in office for the President, Vice-President, Secretary, Treasurer, Membership and all Activities Directors shall be one (1) year commencing on the first day after the Annual Election.
- B) The term in office for the Director at Large of the Board of Directors shall be as follows:
 - 1) At the first election there shall be two (2) members elected for a three (3) year term, two (2) members for a two (2) year term, and two (2) members for a one (1) year term.
 - 2) At each annual election thereafter two (2) new DAL members shall be elected to a three (3) year term. The current three (3) year DAL BOD members will become two (2) year Directors, and the current two (2) year DAL BOD members will become one (1) year Directors, and the current one (1) year DAL BOD members will retire having completed their term in office.

Section 5.6 Meetings of the Board of Directors

- A) The Board of Directors and Officers of the Club shall direct the business affairs of the organization.
- B) Regular meetings shall be set by a majority of the full Board.
- C) Six (6) members with at least one (1) officer and one (1) Board of Director at Large shall constitute a quorum.
- D) Attendance at Board Meetings:
 - 1) It is the responsibility of each Board member to be present at all meetings of the Board.
 - 2) Any member of the Board who shall absent themselves from three (3) consecutive meetings of the Board, unless they offer at the next meeting an excuse for their absence which is acceptable to the Board, shall be deemed to have resigned as a member of the Board.
 - 3) General, Senior, Life, Honorary and Junior Members in good standing shall be allowed in attendance at Board of director meetings, subject to the following conditions:
 - A) He or she will be allowed to express his or hers opinion on matters relating to the discussion at hand.
 - B) The Board may or may not consider his or her opinion relevant to the matters and discussion at hand and shall inform the member as such.
 - C) He or she shall not be allowed to make motions or vote on any matter at any meetings of the Board or Directors.

E) Order of Business

- 1) Call to order
- 2) Pledge of Allegiance to the United States of America Flag
- 3) Roll Call of Officers & Directors
- 4) Reading & Acceptance of previous Board of Directors Minutes
- 5) Reading of any unread Membership Meeting Minutes
- 6) Presentation, discussion, and vote on acceptance of New Members
- 8) Treasurer's Report (Article V Sec. 5.9 D1 A & C)
- 9) Reports to Board of Directors in accordance with Article VIII Sec. 8.3 A1
- 10) Correspondence
- 11) Unfinished Business
- 12) New Business
- 13) Adjournment

Section 5.7 Resignation and replacement of an officer or director

A) Resignation

- 1) Any officer or director who chooses to resign may do so at any time, provided however, it is done in writing to the Secretary of the organization.
- 2) Following the submission of a resignation and its acceptance by the Board of Directors, the officer or director shall turn over all records, receipts, assets and property of the organization to the Board of directors within thirty (30) days.

B) Replacement

- 1) Upon death, disability, or resignation of an Officer or Director, the Secretary shall announce that the office is vacant at the next scheduled Board of Directors meeting. The vacancy may then be filled only for the remainder of the term of office by a candidate who meets eligibility requirements and is recommended by the nomination committee to the Board for approval.

C) Death

- 1) Upon death of an Officer or Director, the Secretary or President shall request of the Family or Estate the return of all records, receipts, assets and property of the organization.

Section 5.8 Eligibility of Officers and Directors

- A) No person shall be elected an officer or director of the organization who has not been a member in good standing for at least one (1) year preceding the date of the election.
- B) The Board of Directors may waive, if necessary, the one (1) year membership requirement (A above) to fill a vacancy by appointment (Article V Sec. 5.7 B above).

Section 5.9 Duties of Officers and Directors

A) President

1) The President shall:

- A) Make every effort to enforce the Constitution and Bylaws of the organization by all its members
- B) Preside at all Membership and Board meetings of the organization
- C) Execute on behalf of the organization all contracts and other directions of the Board of Directors (Article VIII Sec. 8.2 A, & Article X Sec. 10.8)
- D) Comply with all resolutions and directives of the Board of Directors
- E) Serve as a member of the Board of Directors
- F) Serve as a member of the Finance Committee
- G) Sign checks as required by the Board of Directors

2) The President may:

- A) Establish ad hoc committees as deemed appropriate in accordance with Article VII Sec. 7.5
- B) Appoint members to serve as chairperson of such ad hoc committees
- C) Serve as an Ad - Hoc member of all committees

B) Vice-President

1) The Vice-President shall:

- A) In the absence of the President, preside at Membership and Board meetings
- B) Comply with all resolutions and directives of the Board of Directors
- C) Serve as a member of the Board of Directors
- D) Sign Checks as required by the Board of Directors
- E) Chair the Range Committee

C) Secretary

1) The Secretary shall:

- A) Record and permanently preserve the minutes of all meetings of the members and Board meetings and put said minutes into the records of the organization at the Clubhouse
- B) Prepare and distribute all correspondence as instructed by the Board of Directors no later than ten (10) days from being instructed to do so
- C) Communicate all changes of the organization's Constitution and Bylaws to the proper authorities
- D) Issue notice of all special called meetings of members or Board of Directors
- E) Deliver all minutes, records and property pertaining to the office of Secretary to the next succeeding Secretary within thirty (30) days
- F) Post a printed copy of the minutes of each meeting on the clubhouse bulletin board within fifteen days from the date of each meeting of Members or Board of Directors
- G) Place a printed copy of the minutes of each meeting in the clubs permanent files within fifteen days from the date of each meeting of Members or Board of Directors
- H) Comply with all resolutions and directives of the Board of Directors
- I) Sign checks as required by the Board of Directors
- J) Serve as a member of the Board of Directors
- K) Be responsible for the Corporate Seal

D) Treasurer

1) The Treasurer shall:

- A) Keep a permanent and accurate record of all monies received and expended by the organization and report the same at each meeting of the Board of Directors and in a fiscal year report at the Annual Meeting
- B) Preserve all checks, check books, stubs, registers, statements, pass books, and deposit records
- C) Keep a permanent and accurate record of the location and current balance of all checking accounts, certificates of deposit, savings accounts, the status of the fixed assets of the organization, and any outstanding bonds. Report the same at each meeting of the Board of Directors
- D) Verify the accuracy of all bills submitted to the organization for payment, present them to the Board of Directors and upon Board approval make said payments by checks signed by any two designated officers of the organization
- E) Sign vouchers, drafts, deposit or withdrawal documents on behalf of the organization when authorized to do so by the Board of Directors, except as otherwise provided (Article VIII Sec. 8.1 A & B)

F) Receive monies collected and issue receipts for the organization and deposit the same in such accounts as the Board of Directors shall approve (Article VIII, Sec.8.1 D2)

G) Comply with all resolutions and directives of the Board of Directors

H) Serve as a member of the Board of Directors

I) Serve as a member of the Finance Committee

E) Membership Director

1) The Membership Director shall:

A) Record and permanently preserve a current list of all organization members in the club's permanent files. The list shall be updated monthly

B) Receive and promptly process applications for membership as provided in Article III, Sec. 3.2 D

C) Issue membership cards as soon as possible to all new Board - approved members or members renewing membership

D) Remit all dues and fees within thirty (30) days of receipt to the Treasurer, either by cash or check and retain receipts for such funds in the Membership records (Article VIII, Sec. 8.1 D2)

E) Comply with all resolutions and directives of the Board of Directors

F) Serve as a member of the Board of Directors

F) Director at Large

1) A Director at Large shall:

A) Serve as a member of the Board of Directors

B) Serve as a member of the Clubhouse and Grounds Committee

C) Serve as a member of the Finance Committee (Article VII Sec. 7.1 A)

G) Activities Director

1) An Activity Director shall:

A) Be the primary point of contact within the organization for their activity and be responsible for the safe conduct and beneficial effects of Activity Events and participants upon the club (Article III Sec. 3.4, 3.5)

B) Work cooperatively with other Activity Directors (as a group) to formulate the activity scheduling for the use of organizational resources, including ranges, meeting area and outdoor environs (Article VII Sec 7.2 & 7.3)

C) Work cooperatively within the structure of the organization to promote the activity for which they have been elected to represent. This should include the scheduling of events which will provide a source of revenue for the organization and the enhancement of their activity among membership and among the general public

D) Be the spokesperson for their activity within the structure of the organization, and as such be in regular attendance at the various meetings of the organization, schedule dates for activities usage, i.e.: league involvement, tournaments, instructions, etc.

E) Maintain an operational account for the activity for which they are the Director, for the purchase of such goods and services as may be necessary for the continuation of their activity. Each Activity Committee shall prepare an annual budget and submit it for approval at the September Board of Directors meeting. Each activity may accumulate in their account an amount up to their annual budget expenditures during the fiscal year. At the end of the fiscal year any surplus funds accumulated by an activity shall be transferred to the organizations general fund

G) Make regular reports to the organization on the status of their Activity and its finances, including a full report at the Annual Meeting (Article IV Sec. 4.2 A 3; Article VIII Sec. 8.3 A 1, H, & 8.3 B)

ARTICLE VI ELECTIONS & VOTING

Section 6.1 Voting Members

A) Members admitted to the following classes of membership shall be entitled to vote;

1) General, Life, and Senior members in good standing prior to the annual meeting Article III Sec. 3.1 C)

Section 6.2 Election of Officers and Directors

A) Nominating Committee and Nominations

1) The Nominating Committee shall:

A) Be appointed by the Board of Directors at their November meeting and consist of four (4) members in good standing, who are willing to accept the appointment

B) Not contain more than two (2) members of the Board of Directors

C) Present their slate of candidates at the September Board of Directors meeting

D) Hold this office for a period not to exceed twelve (12) months

E) Nominate eligible members for vacancies on the Board of Directors and Organization Offices

F) Choose its own chairperson

G) Be required to have three (3) members to constitute a quorum

2) Nominations shall:

A) Be presented to the members at the Annual Meeting by the Nomination Committee chairperson from the slate of candidates chosen by the committee

B) Be allowed to be made from the floor at the time of the election, provided the candidate meets the requirements for office as set forth in Article V Sec. 5.8 and is present at the meeting

B) Conduct at Election

1) Chairperson of nominating committee (moderator) will conduct the election

2) The moderator shall appoint two (2) tellers to collect and tally ballots, results of the election shall be recorded in the minutes of the meeting

3) Voting shall be done by written secret ballot if there is more than one candidate for the position, otherwise the secretary shall cast one (1) unanimous vote for the nominee of the nominating committee

4) Officers and Directors shall be elected by majority vote of a quorum of members entitled to vote at the Annual Meeting (Article VI Sec. 6.3)

Section 6.3 Quorum

A) A quorum for the purpose of the annual election shall be twenty (20) members or twenty per cent (20%) of the membership entitled to vote (Art. VI Sec. 6.1), whichever number is greater, and which shall include three (3) officers.

ARTICLE VII COMMITTEES

Section 7.1 Finance Committee

A) This committee will consist of the President, Treasurer, and two (2) Board of Directors at Large and may include up to two (2) additional members (General, Life, Senior) in good standing

B) Duties

1) Establish an annual budget and submit it to the September Board of Directors meeting

2) Monitor and revise the budget as necessary

3) Audit all the financial records of the organization and its activities annually

A) General Financial records audit to be done by the end of the first (1st) quarter of the fiscal year

B) Activities financial records audit to be done by the end of the second (2nd) quarter of the fiscal year

Section 7.2 Clubhouse and Grounds Committee

A) This committee will consist of (but not limited to) the Directors at Large and the Conservation Director. The committee shall choose its own chairperson

B) Duties

- 1) To be responsible for the maintenance of the clubhouse and the common grounds of the organization
- 2) To make their recommendations at the Board of Directors meetings concerning needed alterations, improvements, and/or repairs to the clubhouse and common grounds of the organization
- 3) To organize, in cooperation with the range committee, work details utilizing volunteer members of the organization to perform alterations and/or maintenance tasks when needed on the clubhouse, ranges, common areas, and field areas of the organization
- 4) Alterations performed on anything of the organization shall be approved by the Board of Directors and coordinated by the Clubhouse and Grounds and Range Committees. Members or groups of members will not be allowed to alter anything of the organization unless they are a part of the committee work force as stated above or have petitioned the Board of Directors and received approval to do any such alterations
- 5) Continue to meet the safe operating standards as set by the Board of Directors
- 6) Chairperson to make monthly and annual reports (Article IV Sec. 4.2, & Article VIII Sec. 8.3 A 1 D)

Section 7.3 Range Committee

- A) This committee will consist of the Activities Directors whose disciplines utilizes the various ranges of the Club and will be chaired by the Vice-President of the Organization

B) Duties

- 1) To be responsible for the maintenance of the ranges and field area in cooperation with the Clubhouse and Grounds Committee as stated in Article VII Sec. 7.2 B 3, 4 & 5 above
- 2) To be responsible for enforcing the rules and regulations concerning safety on the clubs ranges
- 3) To recommend changes to and establish rules and regulations concerning safety on the clubs ranges for concurrence and approval of the Board of Directors
- 4) To coordinate the utilization of the facilities of the organization by the members and their Activity directors (Article VIII Sec. 8.4 A)

Section 7.4 Conservation Committee

- A) This committee will be chaired by the Conservation Director and will have at least (but not limited to) one (1) other member approved by the Board of Directors

B) Duties

- 1) To act as liaison between this organization and the Saratoga County Conservation Council Inc., other conservation organizations and state agencies

A) At least one member shall attend the monthly Saratoga County Conservation Council meeting

B) To report applicable proposed governmental action, legislation, and/or regulations, which may affect the sporting and recreational activities, and Federal and State Constitutional rights of the organization and its members.

2) Be responsible for the organization's fishing activities

Section 7.5 Ad Hoc Committees

A) The President may appoint such temporary committees as shall be deemed appropriate to achieve a specific objective

B) The name of an ad hoc committee, its chairperson, its members, and a brief description of its objectives shall be reported by the President at the next scheduled Board of Directors meeting for their approval and then recorded in the minutes of the meeting

C) An ad hoc committee shall exist until the committee's objective has been achieved or until the thirtieth (30) day of September, next, after the appointment of the committee, whichever shall occur first

ARTICLE VIII - ADMINISTRATION

Section 8.1 Finance

A) Expenditures

1) The expenditure of any sum of money, except those necessary and ongoing expenses {utilities, taxes, insurance, etc.}, from the treasury of the organization must be approved by the Board of Directors

B) Emergency Expenditures

1) The President and Treasurer, by joint action, may approve the expenditure of up to five hundred dollars (\$500) from the treasury of the organization when it is reasonably necessary due to an emergency and in order to protect the property of the organization. A full report of the reason for the expenditure shall be given to the Board of Directors at its next meeting

C) Petty Cash Accounts

1) The Board of Directors may, at its discretion, authorize petty cash accounts, each of which shall not exceed one hundred dollars (\$100)

2) Each account shall be assigned to an individual designated officer, director and/or committee chairperson to be utilized only to facilitate meeting routine expenses specifically associated with one of the activities of the organization

3) Each individual assigned a petty cash account shall keep an accurate record of all receipts and expenditures, shall report at each meeting of the Board of Directors the status of the account, and shall surrender it, together with all supporting documentation to the Treasurer upon demand of the Board of Directors

D) Collector of Fees

- 1) The President and the Treasurer may designate any number of members to collect fees
- 2) The Treasurer shall issue an appropriate receipt for the amounts of fees turned over to the Treasurer

Section 8.2 Contracts and Other Instruments

- A) All contracts, leases, agreements, and other instruments shall be approved in advance by the Board of Directors, and thereafter, signed and sealed on behalf of the organization by the President
- B) The Secretary shall maintain originals and/or duplicities of all contracts, leases, agreements, or other such instruments which have been executed on behalf of the Club, in the Organization's files located at the clubhouse
- C) After Board of Director approval, loans must be signed by the President and Vice President

Section 8.3 Reports By Officers, Directors, and Committee Chairpersons

A) Reports to Board of Directors

- 1) At each meeting of the Board of Directors the following individuals shall give a brief report of the activities and finances concerning their Office, Committee, or Directorship:
 - A) Secretary
 - B) Treasurer
 - C) Membership Director
 - D) Chair of Clubhouse & Grounds Committee
 - E) Chair of Range Committee
 - F) Chair of Conservation Committee
 - G) Chairperson of each Ad Hoc Committee
 - H) Activities Directors

B) Annual Reports

- 1) At the annual meeting of the members held in October, officers, directors, and the chairpersons of all committees shall give a written report of their activities during the previous fiscal year

Section 8.4 Range Utilization

- A) The Range Committee, with concurrence of the Board, may establish hours of operation for the organization's ranges. They may limit the use of any range by members or nonmembers as may be reasonably necessary to promote organized events and/or training activities

ARTICLE IX - FINAL AUTHORITY

The SaraSpa Rod & Gun Club, Inc. Constitution and By Laws, and Rules and Regulations shall be the basis for the conduct of all club operations and activities for which it has final authority, responsibility, and liability. The specific rules and regulation of other organizations, with which SaraSpa Rod & Gun Club, Inc. may choose to become affiliated, shall not supplant or supercede the governance of SaraSpa Rod & Gun Club, Inc. operations or activities, especially with regard to safety and the welfare of the club, its members, or the public.

ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 10.1 Construction and Intent

It is the intent of the provisions of this Article X that the Organization grant to its Directors and Officers, as hereinafter defined, indemnification to the fullest extent provided by law, including not only all the rights of indemnification stated in Article VII of the Not-for-Profit Corporation Law of the State of New York, but in addition thereto all other rights to indemnification and advancement of expenses allowable under law. For the purposes of this Article X, the term "Director and Officers" as hereinafter defined, shall include each individual described in Section 10.2 below. In the event of any ambiguity, the following provisions of this Article X, shall be construed as liberally as possible in order that the Organizations Directors and Officers, as hereinafter defined, may be so indemnified to the maxim extent permitted by Law.

Section 10.2 Persons Indemnified

The indemnification's described in this section shall be extended to, and the term "Directors and Officers" shall include, each and any person made or threatened to be made a party to any action, whether civil or criminal, including but not limited to any action or threatened action by or in the right of the Organization, by reason of the fact that he, or she, or his or her testator or intestate is or was a Director or Officer of this Organization, or is or was serving at the request of the Organization as an Officer or Director of another corporation of any type or kind, or is or was a Director or Officer of the Organization serving any partnership, joint venture, trust, employee benefit plan, or other enterprise, in any capacity at the request of the organization.

Section 10.3 Statutory Indemnification Mandatory

The Organization shall indemnify any and all of its Directors and Officers, as defined in Section 10.2 above, made or threatened to be made a party to an action or proceeding, whether civil or criminal, as described in and to the fullest extent permitted by Article VII of the Not-For-Profit Corporation Law of the State of New York, as currently existing or as hereafter amended.

Section 10.4 Expenses

Any and all expenses incurred by any Director or Officer, as described in Section 10.2 above, in defending any civil or criminal action or proceeding, or threatened action or proceeding, shall be paid or provided for by the Organization in advance of the final disposition of such action or proceeding and as such expenses are incurred, upon request of such person and upon receipt of a written undertaking by or on behalf of such person to repay such amounts advanced in excess of the amount allowed by any court, where court authorization is required.

Section 10.5 Additional Information

The indemnification and advancement of expenses granted above, shall not be deemed exclusive of any other rights to which any Director or Officer, as defined in Section 10.2 above, seeking indemnification or advancement of expenses may be entitled. In addition thereto, the Organization shall indemnify its Directors and Officers, as defined in Section 10.2 above, against any and all expenses, damages, fines or costs in any legal action commenced or threatened involving such person's service to the Organization or to another corporation, or any partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity at the request of the Organization, including, but not limited to indemnification of each Director or Officer, as defined in Section 10.2 above, made or threatened to be made a party to an action by or in the right of the Organization against judgments, fines cost, amounts paid in settlement and reasonable expenses, including attorney fees, actually and necessarily incurred as a result thereof, such indemnification shall be as complete as possible and to the fullest extent allowable under the laws of the State of New York.

Section 10.6 Non-Exclusivity

Nothing contained in this Article X shall limit the right to indemnification and advancement of expenses to which any Director or Officer, as defined in Section 10.2 above, would be entitled by law in the absence of this Article X or shall be deemed exclusive to any other rights to which such person or any provision of the Certificate of Incorporation, or the Bylaws, or any agreement approved by the Board of Directors, or a resolution of Directors: and the adoption of any such resolution or entering into any of such agreement approved by the Board of Directors is hereby authorized.

Section 10.7 Continuity of Rights

The indemnification and advancement of expenses provided by or granted pursuant to this Article X shall: (i) apply with respect to acts or omissions occurring prior to the adoption of this Article X to the fullest extent permitted by law, and (ii) survive the full or partial repeal or restrictive amendment hereof with respect to events occurring prior thereto.

Section 10.8 Vote of Shares

The President shall have full power and authority on behalf of the Organization as ordered by the Board of Directors to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Organization may hold shares, and at any such meeting may possess and exercise all of the rights and powers incidental to the ownership of such shares which, as the owner thereof this Organization might have possessed and exercised if present. The Board of Directors may confer like powers upon any person and may revoke any such powers as granted at its pleasure.

ARTICLE XI - DISSOLUTION

The Organization shall use its funds only to accomplish the objectives and purpose specified in these Bylaws and no part of said funds shall inure, or be distributed, to the Individual Members of the Organization Upon dissolution of the Organization, after payment of all outstanding indebtedness of the Organization, including unpaid loan capital however evidenced, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XII - AMENDMENTS

Section 12.1 Amendments

- A) Any amendment to, revision to, or repeal of the Constitution and Bylaws must be approved by General, Life, and Senior members present at a General Membership meeting. A quorum for this meeting shall be twenty (20) members or twenty percent (20%) of the current Membership in good standing and entitled to vote, whichever number is greater, and which shall include three (3) officers. An affirmative vote shall require a two-thirds (2/3) majority of the members then present and voting.
- 1) The proposed amendment or revision shall be submitted to the Secretary, in writing, and read aloud, verbatim, at a regularly scheduled meeting of the Board of Directors, and disseminated to the membership not less than thirty (30) days prior to the General Membership meeting {Regularly scheduled or Special} at which the amendment is to be voted on.
 - 2) A copy of the proposed amendment or revision shall be posted at the Organization's clubhouse Bulletin Board immediately after the time of the reading to the BOD.
- B) If adopted, the written copy of the amendment or revision in the possession of the Secretary shall be sealed by the President signed by the Secretary, marked as adopted, dated, and permanently preserved with the minutes at which the vote was taken. The Secretary will then forward a copy to the appropriate state agency within thirty (30) days.

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