

## **UNDERHILL ROD & GUN CLUB INC**

**Westford, VERMONT 05494**

**Bylaws revised January 11<sup>th</sup>, 2026**

**Preamble.** The name of the organization shall be Underhill Rod and Gun Club, Inc. (the “club” or “URGC”) and is incorporated as a domestic not-for-profit corporation under the laws of the state of Vermont. The URGC will remain a public shotgun, rifle and pistol club and will promote the sport of shooting, safe handling of firearms, and good sportsman ship. The Club may hold Club shoots or registered shoots. Supervised youth organizations will be allowed to use the Club within the Club’s safety guidelines.

**Statement of Purpose.** The Club is organized exclusively for charitable, educational or scientific purposes under Section 501 (c) (3) of the Internal Revenue Code or corresponding sections of any future federal tax code;

**Mission Statement.** The URGC Club promotes conservation, education, and safe outdoor recreation, encouraging responsible enjoyment of the outdoors while protecting natural resources for future generations.

### **ARTICLE I**

#### **OFFICES**

##### **1.1 Business Office**

The registered office and permanent resident location of the Club, required by the Vermont Nonprofit Corporation Act (the “Act”) is currently located at 37 Buchanan Ln, Westford VT 05494.

### **ARTICLE II**

#### **BOARD OF DIRECTORS**

##### **2.1 General Powers**

The Business Affairs of the Club shall be managed by its Board of Directors, which shall exercise all the powers of the Club and perform all lawful acts as appropriate to the Club. Not more than 45% of the people serving on the Board of Directors may be financially interested persons.

## 2.2 Composition, Election and Terms of the Board

The Board of Directors shall consist of at least (5) and no more than (7) members. Club officers will consist of a President, Vice President, Secretary, Treasurer, and Range Officer who will also serve as directors. These will be one-year elected terms.

## 2.3 Regular Meetings of the Board of Directors

The Board of Directors shall hold Regular meetings at such places and intervals as it shall determine from time to time, but at a minimum- once a year. Regular meetings will discuss updates to current agenda items, new business, and items not yet on the agenda but members would like to discuss.

## 2.4 Annual Meeting or Special Meeting of the Board

The Annual meeting of the Board of Directors shall be any Sunday in within a 12-month period from the prior Annual Meeting and held at the URGC Club House. The business of the club covered at the Annual General Meeting includes, but is not limited to: year-end review, annual budget items review, election of Officers, and election of Board members which will be voted on by the majority of the members present which will constitute a quorum and other such business as may come before the meeting. A Special Meeting of the Board of Directors may be called by or at the request of any single officer or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the Special Meeting at any location within the State of Vermont, as the place for holding the special meeting of the Board of Directors so called. Members of the Board with any other club members present, will vote on club effecting event related agenda items ie: bylaw changes, at the Special Meeting and a majority of those present will constitute a quorum.

## 2.5 Notice and Waiver of Notice for Meetings

Notice of the Annual Meeting shall be given to all directors and members at least (10) days before the meeting and may be given orally, in writing, or by electronic transmission. Notice of any Regular or Special Meeting shall be given at least seven (7) days previously thereto either orally, in writing, or electronic transmission. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors need not be specific in the notice unless otherwise required by law.

## 2.6 Quorum

For a Regular Meeting, this is represented by a majority of the board. For a Special Meeting or an Annual Meeting this is a majority of the present two-thirds members of the Board and present members of the club shall constitute a quorum.

## 2.7 Voting

All decisions made by the directors shall be made by the majority of those present at the meeting, so long as there is a quorum within the directors / board members, except as may otherwise be provided elsewhere in the Bylaws, as amended from time to time. At the annual meeting a majority of the members of those present will constitute a majority.

## 2.8 Electronic/Telephone Conference Meetings

Any or all directors shall participate in duly constituted meeting in-person or by teleconference or video conference, or other suitable web-based or electronic conferencing platforms. A director participating in a meeting this way shall be deemed present at the meeting and all rules applying to in person meeting shall also apply to teleconference/video conference meeting.

## 2.9 Unanimous Written Consent

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all the directors act, each one provides written consent describing the action taken, and consent is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document.

## 2.10 Resignation, Removal and Vacancies

Any director may resign at any time by giving written notice to the President and Board of Directors. Any vacancy in the Board of Directors occurring during the year, including any vacancy created by an increase of the number of directors, may be filled for the unexpired portion of the term by the directors then serving. Any director so elected shall hold office until the election and qualification of a successor. A director may be removed from the Board with or without cause. Removal shall be by a two thirds majority vote of the then members of the Board of Directors present, acting at a meeting, notice for which it specified that such removal was to be considered and voted upon.

## 2.11 Compensation

In compliance with IRS Form 1023, and as set forth in Article 1, the Club is organized exclusively for charitable and educational purposes, and as such, no part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, the Board of Directors or other private persons, except the Club shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes of the Club. In addition to receiving no monetary benefit for their services, the members of the Board of Directors are not entitled to non-monetary benefits such as free Club membership or merchandise. Mileage may be reimbursed at the IRS allowed not-for-profit reimbursement rate when members use their personal vehicles for organizational-related business.

### 2.12 Minutes

The Board shall keep and maintain regular minutes of its proceedings. Minutes shall be kept indefinitely.

### 2.13 Committees

The Board of Directors may create one or more committees and may appoint members of the Board of Directors and of the community at large to serve them. One such committee will be an Audit Committee which will audit the Clubs financial records, bank statements, Quick books reconciliations, daily reports, expenses and report these findings at the annual meeting each year.

Each Committee must have a committee chairman who will serve at the pleasure of the Board of Directors. The Chair of each committee shall be named by the Board of Directors. The sections of this Article II which govern meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors, and apply to committee and their members. Unless limited by the articles of incorporation, each committee may exercise those aspects of the authority of the Board of Directors which the Board of Directors confers upon such committee in the resolution creating the committee. Provided, however, a committee may not:

- i. authorize distributions
- ii. approve of or recommend to the members the dissolution of the corporation, the merger or the sale of the corporation, or the pledge or transfer of all or substantially all of the corporation's assets
- iii. fill vacancies of the Board of Directors or on any of its committees;
- iv. amend or repeal the articles of incorporation pursuant to the authority of directors to do so granted by Section 10.02 of the Act: or
- v. adopt, amend, or repeal bylaws.

The Board shall also have the power to establish advisory committees, task forces, or equivalent bodies (collectedly "Advisory Committees") to provide non-binding recommendations and guidance to the Board, or the President on specific projects or matters. Each resolution establishing an Advisory Committee shall specify the members of the committee (which may include non-directors) and the charge of such committee. Advisory Committees shall have no power to exercise any authority of the Board, or the President but rather only to conduct the work assigned to it and to report its findings/recommendations to the President, the Club, or the Board, as the case may be. The actions (if any) of the Advisory Committee shall constitute only the provision of providing non-binding input or recommendations and nothing in these Bylaws shall be construed to create any fiduciary duty or other liability on the part of any Advisory Committee or any of its individual members (or of any non-director serving on any other committee) to the Club or third parties; it being expressly acknowledged that the management of the Club shall at all times be exclusively vested in the Board.

### 2.15 Conflict of Interest

To protect the interests of the Club, the Club maintains a conflict-of-Interest policy. The Board of Directors shall complete, sign, and submit and update Conflict of Interest Disclosure Survey annually.

### 2.16 Board Policies

The Board of Directors may, from time-to-time, establish policies and procedures that govern all aspects of the Board and the Club's operations as it deems appropriate, including without limitation, policies that address the recruitment and nomination of director, orientation of new directors, the creation of Board committees and advisory committees, and such matters as the Board may determine to be appropriate. In the event any policy conflicts with these Bylaws, the Bylaws shall control.

## **ARTICLE III**

### **OFFICERS**

#### 3.1 Numbers of Officers of the Club

The Club shall have a President, Vice-President, a Secretary, Treasurer and a Range officer and such other officers as it deems necessary. In addition to serving as one of the above-named officers, an individual may hold any two offices concurrently as a temporary status until a reasonable replacement is voted for in a Special Meeting

#### 3.2 Election and Board Officer Terms

Board officers shall be elected at the Annual Meeting of the Board of Directors by the members for a term of one year.

#### 3.3 Removal and Vacancies of Officers

Any officer may be removed by a majority vote taken at a meeting of the Board. Any vacancy in an office shall be filled by the Board.

#### 3.4 Authority

Officers shall have the authority to perform duties in managing the Club as provided in these Bylaws, or as determined by resolution of the Board, per the Club Purchase Authorizations

#### 3.5 President of the Board

By majority vote of the Members of the Club at the annual meeting shall elect from among its members a President of the Board. The President shall be responsible for

- i. planning and presiding over the Board meetings
- ii. organizing the business of the Board and setting the annual Board calendar)

- iii. serving as principal liaison between the Board and the officers of the Club
- iv. serving as primary spokesperson of the Board.

Further, the President shall be responsible for all the day-to-day business affairs of the Club. The President may sign contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Club, or shall be required by law to be otherwise signed or executed and in general, shall perform all duties incident to the office and such other duties as prescribe by the Board of Directors.

### 3.6 Vice President of the Board

By a vote of the majority of the members of the Club at the annual meeting shall elect from among its members a Vice President of the Board. The Vice- President shall assist the President in discharging his or her responsibilities. The Vice- Presidents shall exercise the functions of the President during the absence or disability of the President and shall have such other powers and duties as may be assigned by the Board.

### 3.7 Secretary

By majority vote of the members of the Club at the annual meeting shall elect a Secretary to the Board. The Secretary shall attend meeting of the Board and keep and maintain minutes of the proceedings. Additionally, the Secretary shall serve as the custodian of the record for Club records, and, when requested or required, authenticate any records of the Club. If the Secretary is unavailable to attend a meeting, the President, the Vice-President, or the director who chairs the meeting in their absence shall designate a director to act as Secretary in his or her absence.

### 3.8 Treasurer

By majority vote of the members of the Club at the annual meeting shall elect a Treasurer to the Board. The Treasurer shall report a full and accurate account of receipts and disbursements of the Club and perform such other duties as prescribed by the Board of Directors including preparing monthly reports, copy of current bank statement and Quick Books reconciliation for the current month. In addition to the monthly report a yearly report shall be presented at the annual meeting.

**ARTICLE IV**  
**INDEMNIFICATION AND INSURANCE**

**4.1 Indemnification**

The Club shall to the full extent of its power to do so provided by the laws of Vermont, indemnify any and all present and former members, officers, directors, employees, committee members and agents of the Club (hereinafter in this Article IV referred to as “Covered Persons”) against expenses, including attorney’s fees, judgements, fines and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of their being or having been member, officers, directors, employees, committee member or agents of the Club; or with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other Bylaw, agreement, or otherwise.

**4.2 Insurance**

The Club shall have the power to purchase and maintain insurance on behalf of any Covered Person of the Club against any liability asserted against such Covered Person and incurred by such Cover Person in any such capacity, or arising out of such Cover Person’s status as such, whether or not the Club would have the power to indemnify such Covered person against such liability under the provision or this Article IV. The Club will carry Fire and Theft Insurance on all Buildings and equipment. The Club will also carry Liability Insurance of at least \$1,000.000.00, (million) dollars.

**ARTICLE V**  
**CONTRACTS, CHECKS, DEPOSITS & GIFTS**

**5.1 Contracts**

The Board of Directors may authorize any officer or officers or agent or agents of the Club, in addition to the officers authorized by these by laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or may be confined to specific instance.

### 5.2 Checks Drafts or Orders

All checks, drafts, or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent, or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors. These actions must be noted to the Treasurer to record the Club's official book of business. An officer may spend per the Club Purchase Authorizations.

### 5.3 Deposits

All funds of the Club shall be deposited to the credit of the Club, in such banks, trust companies or other depositories as the Board of Directors may select. Copies of the daily reports shall be kept together with the bank deposit slip to verify that they match.

### 5.4 Gifts

The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for any purpose of the Club. No member of the Board of Directors may accept any contribution, gift, or tip for their own personal gain in any amount.

## **ARTICLE VI**

### **GENERAL PROVISIONS**

#### 6.1 Books and Records

The Board shall keep correct and complete books and records of accounts of all proceedings of the Board and its Committees for at least seven years.

#### 6.2 Financial Statements

The Board shall ensure the preparation annually of a full and clear statement of all financial activity of the Club in compliance with Generally Accepted Accounting Procedures (GAAP) and in accordance with IRS guidelines for the filing of the Club's 990 form.

#### 6.3 Fiscal Year

The Fiscal Year will begin January 1<sup>st</sup> and ends December 31<sup>st</sup>. A change of the fiscal year shall be determined by the Board with a majority vote.

#### 6.4 Amendment of Bylaws

These Bylaws may be amended by action of members of the Club at any Special Meeting by majority vote of the members present, the notice for which included written notice of proposed amendment(s).

**ARTICLE VII**  
**MEMBERSHIP**

**7.1 Membership Criteria**

Any person may become a member of this organization after subscribing and on payment of the usual initiation fee and annual dues as well as agreeing to and signing the club liability waiver. Memberships are valid for a calendar year, expiring each year on December 31<sup>st</sup>. Members must abide by all Safety and Range Etiquette rules as written or posted by the Club.

**7.2 New Members**

New members are required to contact one of our qualified safety personnel and schedule an orientation and training session on proper gun handling and range safety. They are also required to watch a safety video made by our club.

**7.3 Disciplinary**

Membership and range access may be revoked for improper use of the club's facilities, property, or ranges. Disciplinary action may be verbal or in writing. Two or more Members of the Board must be involved to enact any disciplinary action, up to and including revocation of membership and access to facilities.

**7.4 Volunteering**

The Club relies completely on volunteers to perform the maintenance, repairs, and improvements to URGC buildings, ranges, and access road. Frequently committees identify and complete activities required to upgrade and maintain the facilities in good safe working order. Members may volunteer their time and services to ensure the continued operation via workdays and assistance at training session and shoots. These activities may include but are not limited to:

- i. Recreational or Social Activities & Tournaments
- ii. Workshops, Classes, or Seminars
- iii. Hunter Safety Classes & Education
- iv. Law Enforcement Live Fire Qualifications
- v. Women's Classes
- vi. NSCA Certified Training
- vii. School / University Clubs

Volunteers may, from time to time be provided meals by the club at no cost and PPE Equipment.

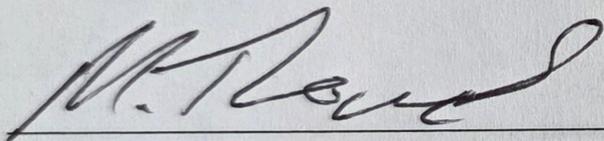
Volunteering and Educational events are communicated to the public through word of mouth, social media, and our club web site (<https://underhillrodandgun.com>). The Club

provides the public and membership information concerning the benefits and responsibilities of membership, club rules, and gun safety.

**ARTICLE VIII**  
**DISSOLUTION**

Upon the dissolution of the Club, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Club, dispose of all assets of the Club in accordance with this Article VII. The assets of the Club shall be transferred to such organization or organizations as shall at the time qualify as a tax-exempt corporation or organizations under Section 501 (c) (3), or 509 (a) (2) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the court of the county in which the principal office of the Club is then located to such organization or organizations, as said court shall determine which qualify as a tax-exempt organization or organizations under Section 501 (c) (3) or 509 (c) (2) of the Code.

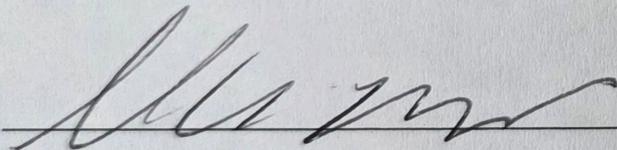
Adopted on January 11<sup>th</sup>, 2026, by the Board of Directors and the Members of the Club. Certified by the Board of Directors below:



Matthew R Thomas, President

1/11/26

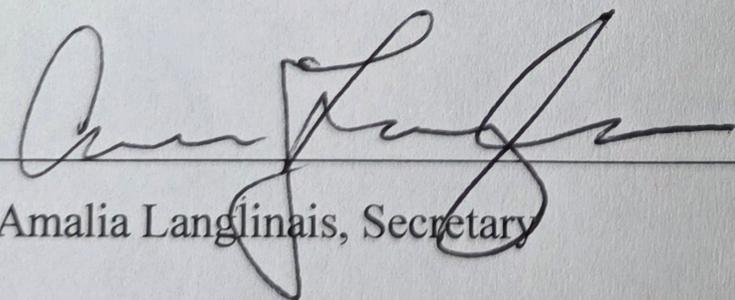
Date



Nicholas Adams, Vice President

1-11-26

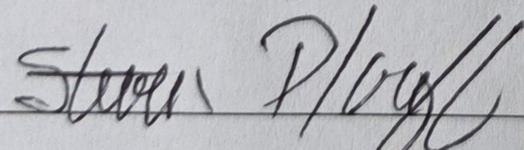
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Amalia Langlinais, Secretary

1/11/26

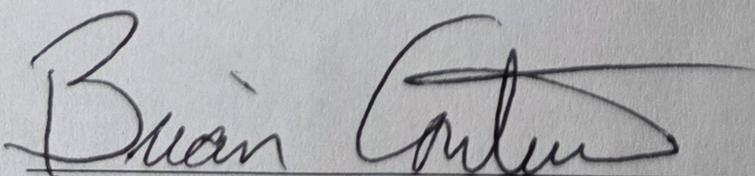
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Steven Plouff, Treasurer

1/11/26

Date



Brian Couture, Range Officer

1/11/26

Date