

BY-LAWS
of
SOUTHERN SKEET AND TRAP CLUB, INC.
Revised and Adopted at the Meeting of the Member
December 15, 2021

ARTICLE ONE

OFFICES

The principal office of the Corporation shall be located at the clubhouse, County of Jefferson, State of Alabama.

ARTICLE TWO

MEMBERS

Section 1. Classes of Members. The members of the Corporation shall be divided into three classes as follows: regular, student and honorary.

(a) Regular members. Regular members shall be citizens of the United States, 19 years of age or over, and of good reputation.

(b) Student members. Student members shall possess all qualifications of regular members with the additional qualification that during the time they shall be student members they shall be regularly enrolled as full-time, undergraduate students in a recognized institution of learning. Student members shall have all privileges of regular members except that they shall not be eligible to hold office or to vote. The dues of individual student members shall be one-half of the dues of a regular member.

(c) Honorary Members. Honorary members shall be persons whom the Corporation desires to recognize for having made a material contribution in time, effort energy or interest to its welfare. Honorary members shall have all privileges of Regular members except that they shall not be eligible to hold office or to vote. Honorary members shall not be required to pay any initiation fee or dues. The membership of an honorary member shall be for a period of one year or such other time as the board of directors may determine, but an honorary member may be reelected for successive terms.

Section 2. Election of Members. Any person interested in becoming a member of the Corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the Club Manager or the Secretary of the Corporation. Each application shall be considered by the Board of Directors at any meeting of the Board and approved by a majority vote of the Directors present at such meeting. Applicants whose applications are so individual approved shall become members of the Corporation on payment of the required initiation fee and dues.

Section 3. Voting Rights. Each regular member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two thirds of all of the members of the board may suspend or expel a member for dangerous or unsportsmanlike conduct or dishonesty after an appropriate hearing by the Board of Directors, provided that any member whose membership shall have been so terminated shall have the right of appeal to the members. The termination of membership shall remain in effect until the members at a duly called and held

membership meeting shall have altered the decision of the Board of Directors on appeal. The Board of Directors, by a majority vote of those present at any regularly constituted meeting may terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues for the period fixed hereinafter.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 6. Reinstatement. On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two thirds of the members of the Board present at the meeting, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE THREE **MEETINGS OF MEMBERS**

Section 1. Annual Meeting. An annual meeting of the members shall be held at the principal office of the Corporation, or such other place as may be designated by the Board of Directors, during the month of December in each year on the day and at the hour designated by the Board of Directors for the purpose of electing officers and Directors and for the transaction of such other business as may come before the meeting. If the election of officers and Directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members within 30 calendar days.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights, at the principal office of the Corporation or such other place as may be designated by the Board of Directors.

Section 3. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with first class postage thereon prepaid. A copy of the notice shall be posted on the bulletin board at the principal office of the Corporation not less than ten days nor more than sixty (60) days before the date of such meeting.

Section 4. Quorum. A Quorum shall be not less than one-tenth of the members having voting rights.

Section 5. Proxies. No voting by proxy shall be permitted.

Section 6. Voting by Mail. Where Directors or officers are to be elected by members, or when by-laws are to be revised, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE FOUR BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall exercise all powers of the Corporation, shall make rules and regulations governing the conduct of members, the conduct of trap and skeet or five stand or other shoots restricted to members, the management of the property of the Corporation, and shall have power to terminate the membership of any member as provided in Article Two, Section 4.

Section 2. Number, Tenure, and Qualifications. Each director shall be a regular member in good standing of the Corporation. The number of Directors shall be eleven, including six at large Directors and the four officers who are ex officio voting Directors. The immediate past president shall be ex officio one of the eleven directors for the term following that in which he served as president; provided that he continues to be a member in good standing. Directors shall be elected at the annual meeting of members; and the term of office of each Director shall be until the next annual meeting of members and the election and qualification of his successor. No member may serve as a Director on the Board with a person related by blood, marriage or other legal action during the same term or time.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without any other notice than these by-laws immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors and shall be held at the principal office of the Corporation or at such other place as the Board of Directors may determine.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

ARTICLE FIVE **OFFICERS**

Section 1. Officers: Qualifications. The Officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary. The officers shall serve as ex officio voting members of the Board of Directors. Each of the officers of the Corporation shall be a regular member in good standing and shall have been a member for four consecutive years or more immediately prior to taking office. No member may serve as an Officer of the Corporation with a person related by blood, marriage or other legal action during the same term or time.

Section 2. Election and Term of Office. The officers shall be elected annually at the regular annual meeting of the members. If the election of officers is not held at such meeting, such election shall be held within 30 calendar days. Each officer shall hold office until his successor has been duly elected and qualifies.

Section 3. Assistant Secretaries and Assistant Treasurers. The Board of Directors may elect or appoint one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 4. Removal. Any officer elected by the members or appointed by the Board of Directors may be removed by the Board of Directors by a two-thirds vote of the Directors present and voting whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be subject to disapproval by the members at the next regular meeting or a special meeting called for such purpose*

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Powers and Duties. The several officers shall have the following powers and shall perform the following duties:

(a) The President. The President shall preside at all meetings of the members, the Board of Directors and the Executive Committee. Except as otherwise herein provided, the President shall appoint all committees, subject, however, to the approval of the Board of Directors, and shall be ex officio a member of each committee except the Nominating Committee. The President shall see that the by-laws are observed, and the orders of the Board of Directors are carried out and shall perform such other duties as usually pertain to the office of president. The President shall execute contracts, conveyances and other instruments having legal significance when such instruments shall have been approved by the Board of Directors.

(b). The Vice-President. In the absence or disability of the President, the Vice-President shall preside at meetings of the members, the Board of Directors, and the Executive Committee, and shall perform the other duties of the President in the event of his absence or disability.

(c) The Secretary and the Assistant Secretary. The Secretary shall keep the minutes of all meetings of the members, the Board of Directors and the Executive Committee and shall attend to the correspondence of the Corporation. He shall give notices of meetings of the members, the Board of Directors, and the Executive Committee, he or she shall have custody of the papers, correspondence and records of the Corporation. He and the Club Manager shall keep the official membership records, conveyances and other instruments having legal significance and to attest the execution by the President or the Vice President when such instrument shall have been approved by the Board of Directors. The Assistant Secretary shall act in the place of the Secretary in the event of his absence or disability.

(d) The Treasurer and the Assistant Treasurer. The Treasurer shall send out all statements for dues, receive all dues and other accounts and money due to the Corporation and keep the same in an account in the name of the Corporation in a bank approved by the Board of Directors and shall pay out such money for labor or materials or services after such bills shall have been approved by the Board of Directors, or, if approval of bills shall be delegated to the Finance Committee, by the Finance Committee. The Treasurer shall keep an accurate account of all financial transactions and render detailed reports on a monthly basis to the Finance Committee and the Board of Directors. The Assistant Treasurer shall act in the place of the Treasurer in the event of his absence or disability.

(e) Other Duties. The several officers shall have such other powers and shall perform such other duties as may from time to time be specified in resolutions or other directives of the Board of Directors.

ARTICLE SIX **STANDING COMMITTEES AND COMMITTEES** **OF THE BOARD OF DIRECTORS**

Section 1. The Executive Committee. The elected officers of the Corporation shall constitute the Executive Committee. The Executive Committee shall exercise all of the powers and perform all of the duties of the Board of Directors when the Board of Directors is not in session, unless otherwise restricted by the Board of Directors. The President shall be ex officio Chairman of the Committee.

Section 2. The Finance Committee. The Finance Committee shall consist of the Treasurer, as Chairman, and two other members to be appointed by the President, with the approval of the Board of Directors. The Finance Committee shall supervise the financial affairs of the Corporation and, when the authority so to do shall have been delegated by the Board of Directors, shall approve for payment from the funds of the Corporation all sums justly due by the Corporation.

Section 3. The House Committee. The House Committee shall consist of three members to be appointed by the President, with the approval of the Board of Directors. The President shall designate the Chairman and Vice Chairman of the House

Committee. The House Committee shall act as liaison between the Board of Directors and the Club Manager. The members will communicate with and direct all criticism concerning the Club Manager, the Club employees, condition of the Club House and like matters to the House Committee. The Chairman of the House Committee and in his absence the Vice Chairman, shall give all instructions to the Club Manager and the club employees.

Section 4. The Nominating Committee. The Nominating Committee shall consist of five members of the Corporation, no more than one of whom shall be a member of the Board of Directors, to be appointed not less than 60 days before the annual meeting of members, by the President, with the approval of the Board of Directors. The Nominating Committee shall hold an open meeting and shall afford an audience at such meeting to any member desiring to present or oppose a nomination or nominations. The Chairman of the Nominating Committee shall cause notice of such open meeting to be posted on the bulletin board at the principal office of the Corporation not less than ten days before such meeting. The Nominating Committee shall submit its nominations for officers and members of the Board of Directors of the Corporation to the Board of Directors at least twenty days before the annual meeting of the members. The Board of Directors shall have the right to nominate any person or persons to any office in addition to those nominated by the Nominating Committee and the report of the Nominating Committee and any supplemental nominations, if any, by the Board of Directors shall be submitted to the members at the annual membership meeting. Such report shall constitute the nomination of each person nominated by the Nominating Committee or by the Board of Directors.

Section 5. The Skeet Committee. The Skeet Committee shall consist of three members to be appointed by the President, with the approval of the Board of Directors. The President shall designate the Chairman of the Skeet Committee. The Skeet Committee shall be in charge of skeet shooting, including contests and registered shoots, and shall see that all skeet equipment is maintained in first class operating condition and that skeet shooting and sportsmanship in skeet shooting are encouraged in every possible way. All registered skeet shoots shall be conducted in accordance with and governed by the rules and regulations of the National Skeet Shooting Association, San Antonio, Texas, provided that such rules and regulations shall not apply to any competition, entrance to which is limited to members, if the Board of Directors shall have adopted different rules for such contests.

Section 6. The Trap Committee. The Trap Committee shall consist of three members to be appointed by the President, with the approval of the Board of Directors. The President shall designate the Chairman of the Trap Committee. The Trap Committee shall be in charge of trap shooting, including contests and registered shoots, shall see that all trap shooting equipment is maintained in first class operating condition and that trap shooting and sportsmanship in trap shooting are encouraged in every possible way. All trap matches shall be governed by the rules and regulations of the National Amateur Trap Shooting Association, Vandalia, Ohio; provided that such rules and regulations shall not apply to any competition, entrance to which is limited to members, if the Board of Directors shall have adopted different rules for such contests.

Section 7. Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more

committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have, and exercise the authority of the Board of Directors in the Management of the Corporation; but the designation, of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed on it or him by law.

Section 8. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The President shall appoint the members thereof subject to the approval of the Board of Directors.

Section 9. Removal of Committee Members. Any member of any committee may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation shall be served by such removal.

ARTICLE SEVEN

Section 1. Contracts and Instruments. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so 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 Corporation, and such authority may be general or may be confine to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or the Assistant Treasurer and countersigned by the President or the Vice-President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for any purpose of the Corporation.

Section 5. No Compensation for Officers or Directors. No officer or director shall receive any salary, compensation or fee for their services as such. Nothing herein contained shall be construed to preclude any director from being reimbursed for money expended in behalf of the Corporation or for serving the Corporation in any capacity other than as an officer or director and receiving compensation therefor.

ARTICLE EIGHT **CERTIFICATES OF MEMBERSHIP**

Section 1. Certificates of Membership. The Board of Directors shall provide for the issuance of cards evidencing membership in the Corporation, which cards shall be in such form as may be determined by the Board of Directors. Such cards shall be signed by the Secretary or his designee. The name and address of each member and the date of issuance of the card shall be entered on the records of the Corporation. If any card is lost, mutilated, or destroyed, a new card may be issued therefore on such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a membership card shall be issued in his name and delivered to him by the Secretary or the Club Manager.

ARTICLE NINE
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE TEN
FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE ELEVEN
DUES

Section 1. Annual Dues. The Board of Directors shall determine from time to time the amount of annual dues and shooting fees payable to the Corporation by members of each class (subject to Article Two, Section 1 of these by-laws), and shall give appropriate notice to the members. No other charges or assessments shall be levied upon members without having been first approved at a meeting of the members, by a two-thirds vote of those present and voting.

Section 2. Payment of Dues. Dues shall be payable annually in advance of the first day of January in each year.

Section 3. Default and Termination of Membership. When any member of any class is in default in the payment of dues for a period of thirty days from the beginning of the period for which such dues became payable, his membership may thereupon be terminated by the Board of Directors as provided hereinabove.

ARTICLE TWELVE
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Alabama Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE THIRTEEN
AMENDMENT OF BY-LAWS

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by a two-thirds vote of a quorum present at any regular or special meeting of the members; provided that the written notice herein required for a special meeting is given and the proposal to alter, amend, or repeal by-laws or to adopt new by-laws at such meeting is included in the statement of the purposes of such meeting.