
Bylaws

of the

Plymouth Rod and Gun Club, Inc.

A true copy of the bylaws of the Plymouth Rod & Gun Club, Inc.,
as adopted at the annual meeting of the Corporation on September 12, 1977,
as amended at the annual meeting of the Corporation on April 9, 1984,
as amended at the annual meeting of the Corporation on April 7, 1989, and
as amended at the annual meeting of the Corporation on April 4, 1995.
as amended at the annual meeting of the Corporation on April 3, 2006

The Bylaws Committee would like to thank all those members who gave so much of their time and effort in helping to amend the bylaws to its present form. The committee also thanks the Executive Board for supporting the amendments that were proposed, and the membership of the Corporation for adopting the changes.

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Bylaws of the Plymouth Rod and Gun Club, Inc.

Section 1. Name, Location, Purposes, Corporate Seal, and Fiscal Year

1.1. Name and Location. The Corporation shall be known as the Plymouth Rod & Gun Club, Inc. and shall have its principal office in the Town of Plymouth, County of Plymouth, Commonwealth of Massachusetts.

1.2. Purposes. To promote conservation of wildlife in our fields, forests, and waters. To foster a spirit of cooperation and good feeling among sportsmen. To provide a forum for the discussion of all matter pertaining to the sports of hunting and fishing, as well as the problems of reforestation and prevention of fire, and to work for the passage of legislation favorable to the purposes generally. To establish and operate facilities and provide instruction for skeet and trap shooting, rifle shooting, muzzle loading, pistol shooting, archery, and any other related sporting activities, for members and guests. To sponsor competitive shooting events for club members and for competitions which are sanctioned by state and/or national organizations with which our club is affiliated. To promote projects which relate to the conservation of natural resources, the protection of the environment, and any other projects as determined to be within the overall purview of the corporation.

1.3. Corporate Seal. The corporate seal shall be circular in form and have inscribed thereon the name of the corporation, year of incorporation and the word "Massachusetts".

1.4. Fiscal Year. The fiscal year of the corporation shall, unless otherwise directed by the executive board, end on December 31 in each year.

Section 2. Membership

2.1. Eligibility. Any citizen of the United States eligible to receive a Massachusetts hunting, fishing, or trapping license. Who also must possess and maintain a Firearms Identification Card and/or a License to Carry Firearms (pistol permit), shall be eligible for membership in the corporation.

2.2. Classes of Membership

A. Regular Member. A member aged 19 and above, who may serve as an officer of the corporation and as a member of the executive board.

B. Senior Member. Any regular or spousal member who has fulfilled the following condition.

1. Is a member of age 65 or above who has maintained their status in the Corporation for a total combined time of 15 (fifteen) years.

A Senior member may serve as an officer of the corporation and as a member of the executive board.

C. Spousal Member. The married or recognized partner of a Regular or Senior member of the corporation. May serve as an officer of the corporation or as a member of the executive board. Shall be exempt from paying any initiation fee.

D. Junior Member. A minor child of under age 19. Shall be exempt from the eligibility requirement of possessing and maintaining a Firearms Identification Card and/or a License to Carry Firearms. May attend meetings of the corporation but has no vote and may not hold office or serve on the executive board. Must be directly supervised by a member in good standing while on corporation property. Years as a Junior member are not to be counted towards Senior member status. Junior members shall be exempt from paying any initiation fee. Upon attaining age 19, a Junior member shall have the option of becoming a Regular member upon showing proof of possession of a Firearms Identification Card and/or a License to Carry Firearms, and upon paying the Regular member dues rate as established by the executive board.

E. Student Member. A member aged 19 or above and who is enrolled full-time in an institution of higher education. Must show proof of enrollment. May attend meetings of the corporation but has no vote and may not hold office or serve on the executive board. Shall be required to possess and maintain a Firearms Identification Card and/or a License to Carry Firearms. Years in status are not to be counted towards Senior member status. Shall be exempt from any initiation fee

F. Honorary Member. A membership status granted by the executive board. May not hold office, serve on the executive board or vote. Time in status shall not count towards Senior member status. Status time shall be for one year and may be renewable by the executive board.

2.3. Application. Application for membership will be submitted in writing on the form as prescribed by the executive board. Initiation fee and first year's annual dues will accompany the application. After a one month waiting period for investigation of his or her qualifications, the applicant shall become a member of the corporation, if so voted by the executive board. Upon approval

or disapproval, the applicant shall be notified of the board's decision in writing. If approved, the new member shall receive a copy of the corporation bylaws, membership card, and any other rules and regulations governing the use of the corporation's facilities, and upon receipt of this material, shall be recognized as a member of the corporation.

2.4. Probation, Suspension, Expulsion

A. Charges against a member of the corporation must be presented to the executive board in writing using the form provided by the board. The charges shall be read and the board shall investigate the same and report the findings at the next board meeting. The executive board shall then notify the accused member by certified or registered mail of the time and place of a hearing and to inform the member of his or her right to appear in his or her defense. The accused member shall have the right to face any person(s) bearing charges against him or her. If the charges against the accused member prove to be true, the board may direct a finding of probation, suspension, or expulsion from the corporation.

B. Any member found to be guilty of theft, fraud, embezzlement, or conduct unbecoming a member of the corporation or who violates the rules and regulations of the corporation may be subject to probation, suspension, or expulsion from the corporation as determined by the executive board.

C. Any member convicted of a violation of any fish and game law or firearms law may be suspended or expelled from the membership as determined by the executive board.

D. A member who has incurred the penalty of expulsion shall not again be eligible for membership in the corporation and shall forfeit all rights in and to the assets of the corporation.

Section 3. Management and Executive Board

3.1. Management. The management of the corporation shall be entrusted to an executive board to consist of a minimum of the corporation officers and at least one member of each standing committee.

3.2. Duties. The executive board shall formulate both the general policies of the corporation and the specific features necessary to put into effect the fundamental concept of the corporation as outlined in Section 1. The executive board shall be responsible to the membership of the corporation to see that its bylaws are executed faithfully and in the best interests of the corporation. The board shall be entrusted with the management and control of the property, and the business affairs of the corporation. All funds generated by the corporation are intended to be used for the maintenance and/or improvement of corporation facilities. The board shall have the right to purchase, lease or ac-

quire in any legal manner any lands, buildings, streams, and ponds together with fishing, hunting, and trapping rights therein for the benefit of the corporation; also any other real or personal property, and to authorize for the payment thereof, or to arrange for the financing thereof, including the placement of a lien on any corporate assets.

3.3. Corporation Officers. The corporation officers shall consist of: President, Vice President, Secretary, Treasurer, and Sergeant at Arms, each to be elected annually. The officers, in the recess between Executive Board meetings, shall be responsible for the general administration of the corporation's business affairs and shall perform all other duties as directed by the executive board. The officers shall assume no powers beyond those established by the bylaws.

A. President. The president shall be the executive officer of the corporation and shall have responsibility for the administration of the corporation's business affairs. He or she shall preside at all meetings of the executive board and of the corporation. The president may call special meetings of the executive board, at his or her discretion. The president shall be an ex officio member of all committees.

B. Vice President. The vice president, in the absence or disability of the president or when requested by the president, shall perform all duties and assume all responsibilities of the president. The vice president shall be responsible for the process of fairly screening and investigating all applicants for membership to the corporation.

C. Secretary. The secretary shall keep accurate records of proceedings at all meetings of the corporation. He or she shall conduct the official correspondence of the corporation and have custody of all reports, records, and files of the corporation. He or she shall have custody of the corporate seal and shall authenticate all acts, orders and proceedings of the corporation. He or she shall notify the membership of all corporation meetings in the manner prescribed by the executive board and shall perform such other duties as directed by the board and as required by him or her by the laws of the Commonwealth.

D. Treasurer. The treasurer shall have custody of all funds and of all contracts and other valuable documents and financial papers of the corporation. He or she shall receive all monies, receipt for and collect all debts, and make all disbursements approved by the executive board. He or she shall deposit the funds of the corporation in such bank or banks as may be specified by the board.

1. The treasurer shall keep or cause to be kept adequate records of all monies received and disbursed by the corporation. His or her monthly report shall give the total amount in receipts and disbursements since the last meeting, and shall include the amount on hand at the begin-

ning of the month, the balance on hand, and any expenditures approved by the corporation officers. A detailed itemization of all receipts and disbursements shall be furnished upon request at any meeting of the executive board. His or her annual report shall give the amount on hand at the beginning of the year, the amount received, the amount disbursed, and the balance. The report need not be itemized.

2. The annual report should be audited by an auditing committee of three members to be appointed by the president, and submitted for approval at the annual meeting. The executive board may, at its discretion, use the services of an independent accountant.

3. The treasurer shall sign and execute all deeds, mortgages, bonds, and other legal instruments, which are authorized by the executive board, all of which are to be countersigned by the secretary.

4. The treasurer shall perform such other duties naturally pertaining to his or her office as directed by the board and/or as required by the laws of the Commonwealth of Massachusetts.

E. Sergeant at Arms. The sergeant at arms shall maintain order at all meetings of the corporation. At such meetings, he or she shall take all roll calls and advise the board of the presence of a quorum. When required, he or she shall take all votes. He or she shall have a copy of the bylaws and shall assist the president, as required, on all concerns pertaining to such. He or she shall perform such other duties as naturally pertaining to his or her office and as directed by the executive board.

3.4. Committees. Committees shall be established by a majority vote of the executive board in order to fill a need within the corporation. Committees shall be of either a Standing or of a Temporary nature.

A. Standing Committees. Standing committees shall be established with the purpose of operating ongoing areas of activity within the corporation. Each committee shall be comprised of no more than three members, to be elected annually, and shall each have one vote per committee member at all corporation meetings of the executive board. Committee members shall be responsible for attending 75% of all monthly business meetings of the corporation. Committees shall keep a record of their areas of activity and a general activities report shall be submitted by each committee at the corporations monthly business meeting. Committees shall have the right to set rules and regulations, establish fees, and maintain those areas of activity within their established control, subject to review by the executive board. All funds collected for ongoing or special activities shall be turned over to the treasurer weekly in the manner provided by the executive board. Any standing committee may be combined with another committee or be abolished, by majority vote of the executive board, should

the need to the corporation for which it was originally established no longer exist, or if the committee fails to have an elected member representing it on the executive board.

B. Temporary Committees. Temporary committees shall be established by a majority vote of the executive board as needs within the corporation arise. Such committees shall be comprised of as many members necessary to accomplish the task to which the committee was formed. Members shall be appointed to such committees on a volunteer basis and shall have no voting powers within the executive board. The executive board shall disband any temporary committee once the task to which it was created has been achieved.

Section 4. Election of Officers and Committee Members to the Executive Board

4.1. Time of Election. All executive board committee members and the corporation officers shall be elected at the Annual Meeting of the corporation as the first order of business during the New Business portion of the meeting.

4.2. Qualifications. Nominees for positions as corporation officers or members of standing committees to the executive board must be active members in good standing of the corporation, and must have been a corporation member for at least one year prior to being nominated. A waiver of the time requirement may be granted, by a majority vote of the executive board, to any member with less than one year seeking a position to the executive board which has no qualified nominees actively pursuing the same position.

4.3. Procedure for Elections

A. Prior to the Annual Meeting, the executive board, acting in the capacity of a Nomination Committee, shall prepare a slate of candidates for election to positions for the coming year prior to nomination.

B. At the time of elections, a majority of the active members present at the meeting shall be required to elect each officer and each member of the executive board. The president may conduct the proceedings if he or she is not a candidate for reelection. If he or she is a candidate, he or she shall ask for nominations from the floor for a member who is not a candidate, to serve as temporary chairman. When such chairman has been duly elected, he or she will take the chair and conduct the elections for the executive board officers. He or she will announce the nominees and ask for nominations from the floor. When nominations are closed, he or she will appoint tellers who will distribute ballots, collect the marked ballots, prepare a count, and present a report to the chairman. The chairman will announce the results and relinquish the chair to the new president. All officers elected to the executive board will assume their duties immediately and take their places next to the president.

C. Following the election of the executive board officers, the new president will conduct the elections for executive board committee members. Elections will be conducted in the same manner as was done for the elections of the executive board officers.

D. Following the elections of the committee members to the executive board, all members will assume their duties upon the executive board immediately. All newly elected board members shall receive from their predecessors any corporation documents, records, receipts, books, or materials required to perform their duties. Such papers and materials to be turned over as soon as possible within the succeeding month prior to the next regularly scheduled business meeting.

4.4. Vacancies. Vacancies within any elective office shall be filled by appointment of the executive board at the next regularly scheduled meeting of the executive board following the vacancy. In case of failure of the board to fill a vacancy in the manner provided, the president may appoint a member of the corporation for the unexpired term.

4.5. Tenure. The term of office for executive board members shall be for one year or until their successors are elected.

4.6. Resignations and Removals

A. Resignations

1. Any officer or committee member of the executive board may resign his or her position upon the board at any time by delivering or mailing his or her written resignation to the corporation in care of the secretary.

2. Any member may resign his or her membership in the corporation at any time by delivering or mailing his or her written resignation to the corporation in care of the secretary.

3. A written resignation of an officer, committee member, or a member shall be effective upon its receipt by the secretary, without the formality of acceptance by the corporation.

B. Removals

1. The voting members of the executive board, by a two-thirds ($\frac{2}{3}$) majority vote of those present and voting at any monthly business meeting or any special meeting of the corporation may:

a. Remove any officer or committee member of the corporation's executive board from his or her office for malfeasance, misfeasance, or nonfeasance.

b. Suspend the privileges or expel any member for misconduct detrimental to the interest of the corporation.

2. No removal of an officer or committee member of the executive board or suspension or expulsion of a member of the corporation shall be voted unless written charges have been made in writing by a regular member, stating the facts relied on to support the charges. The written charges shall be filed with the corporation's secretary, who shall promptly send a copy of the charges to the president and to the officer, or member against whom they are made.

3. The secretary shall give notice to all executive board members including the member making the charges and the officer or member against whom they are made, not less than fourteen (14) days before the meeting at which they are to be heard. The notice shall state the name of the person making the charges and of the officer or member against whom they are made, and that the charges will be heard at the meeting. At the meeting, the member making the charges and the officer or member against whom they are made shall have fair and equal opportunity to examine witnesses, to present evidence, and to be heard in an orderly manner.

Section 5. Meetings

5.1. Annual Meeting. The annual meeting of the corporation shall be held on the first Monday of April and shall consist of a minimum of fifty percent (50%) of the executive board present and all other corporation members in attendance. A quorum for the meeting will constitute those members in good standing who attend the meeting and are eligible to vote or those members represented by proxy which is written and signed for by an executive board member. A decision on any motion at the annual meeting shall be by majority vote of the members voting either in person or by proxy unless otherwise provided for in these bylaws or as required by the laws of the Commonwealth. The board shall be required to provide a report of the corporation activities at the annual meeting.

5.2. Monthly Business Meetings. The monthly business meeting of the executive board shall be held on the first Monday of each month. When this is precluded, the meeting shall be scheduled for the next succeeding Monday until held. These meetings shall be open to the general membership. Any member of the corporation may present a question or opinion at a regular monthly meeting of the executive board. Any Regular, Senior, or Spousal member, may make a motion or second a motion presented to the executive board; however, only executive board members shall be eligible to vote. The board shall be required to provide a report of the corporation activities at each monthly business meeting. A quorum for the meeting shall constitute not less than fifty percent (50%) of the executive board members present and voting. A majority vote of the executive board members present at the meeting shall be required to transact any business.

5.3. Special Meetings. Special meetings of the corporation may be called by the president, in conjunction with the executive board, when deemed appropriate with at least fifty percent (50%) of the executive board present.

5.4. Decisions. A decision on any motion at any monthly business meeting or special meeting of the executive board shall be by majority vote of the board members voting either in person or by proxy unless otherwise provided for by these bylaws or as required by the laws of the Commonwealth.

5.5. Notices. The secretary shall give reasonable notice of all meetings of the corporation to the executive board or membership as is deemed appropriate.

5.6. Order of Business. Robert's Rules of Order will govern all proceedings.

- A.** Reading of the minutes of the previous meeting.
- B.** Treasurer's report.
- C.** Committee reports.
- D.** Old business.
- E.** New business.
- F.** Adjournment.

Section 6. Dues

6.1. Amounts. The executive board shall establish the amount of the current initiation fee and of the annual dues.

A. Applicants applying for Regular member status shall be assessed the current initiation fee and annual dues which will be paid at the time of making application. Applicants applying before June 30th of the year shall be assessed full dues. Those applicants applying between July 1st and September 30th of a year shall be assessed a rate equal to fifty percent (50%) of the annual dues. Those applicants applying after October 1st shall be assessed at the full dues rate and shall receive credit for any time remaining in the year that the application is made and all of the next year.

B. Applicants applying for Spousal member, Junior member, or Student member status shall be assessed at the full dues rate established by the executive board for their classifications. The established rate will be effective for the entire year and will be paid when application for membership is made. Applicants for Spousal, Junior, or Student member status shall be exempt from paying the current initiation fee.

C. Any applicant who has his or her application for membership rejected by the executive board shall be refunded the total amount which he or she had paid.

6.2. Time of Payment. Annual dues become due between January 1-31 each year. Dues not paid by January 31 shall be assessed a ten percent (10%) surcharge. Dues not paid by the last day of February shall result in removal from the membership roster.

6.3. Reinstatement. Reinstatement of membership to Regular member status will require a payment of the current initiation fee plus the full dues for the calendar year.

6.4. Officer Exemption. Any member elected or appointed as an officer of the corporation to the executive board shall be exempt from paying annual dues for the year following his or her election or appointment as a corporation officer.

6.5. Senior Member Exemption. Any member who is classified as a Senior member of the corporation shall be exempt from paying the annual dues.

Section 7. Hardships

7.1. Hardships. Any Regular member of the corporation, who has been a member for at least one year, may request an extension of time for the payment of his or her annual dues for reasons of hardship. Such request will be made on the form provided and shall be signed by the President, Secretary, and Treasurer of the corporation, and the member making the request. The member shall abide by all the terms and conditions as set forth in the request. Final payment shall be made by June 30th. Failure to abide by the terms of the agreement or failure to make final payment by the time deadline shall result in removal of the member from the membership roster.

Section 8. Books and Records

8.1. The books and records of the corporation shall be open for inspection by the members at any reasonable time.

Section 9. Amendments to the Bylaws

9.1. A vote of the majority of the voting membership of the corporation shall be required to alter, amend, or repeal these bylaws.

Section 10. Notices and Waivers

10.1. Notices. Whenever notice is required under these bylaws, such notice will be given in the regular mail, or by such median as voted by the executive board, unless otherwise set forth herein.

10.2. Waiver of Notice. Any officer or member may waive any notice required to be given him or her under these bylaws.

Section 11. Indemnification

11.1. Indemnification. To the extent legally permissible the corporation may indemnify each of its officers against all expenses and liabilities incurred by or imposed upon the officer in connection with any proceeding in which the officer may become involved by reason of serving or having served in that

capacity. No indemnification shall be provided for any reason, however, with respect to any matter in which he or she is adjudicated not to have acted in good faith on behalf of the corporation.

For the purpose of this Section:

- **Officer** includes all persons holding the position of executive board member, officer, or chairman of an authorized corporation event
- **Expenses and liabilities** include but are not limited to counsel, fees, judgements, fines, excise taxes, penalties, interest, and settlement payments
- **Proceeding** means any threatened, pending, or completed action, suit, or other type of proceeding and includes civil, criminal, administrative, and investigative proceedings; but **Proceeding** does not include a proceeding voluntarily initiated by the officer seeking indemnification unless he or she is successful on the merits and the proceeding was authorized or ratified by a majority vote of the executive board.

11.2. Payments. A payment of indemnification may be made if it is authorized in one of the following ways:

- A.** A payment may be made if it is approved or ratified by a majority vote of a quorum of the executive board who are not parties to the proceeding at the time of the vote.
- B.** A payment may be made if it is approved or ratified by a majority vote of a quorum of those members of the corporation present and voting who are not parties to the proceeding at the time of the vote.

Any payment properly authorized as provided above shall be conclusively considered authorized by the corporation and each officer of the corporation approving it shall be wholly protected from liability for doing so.

Section 12. Dissolution

12.1. Upon dissolution of the corporation, the executive board shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954, as the executive board shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.