

# **BYLAWS OF THE OCMULGEE RIVER GUN CLUB**

169 Marcar Road, Macon, Georgia 31216

## **Article 1 – Name**

The name of this organization shall be Ocmulgee River Gun Club, Inc. It is a private, non-stock, nonprofit corporation created under the provisions of O.C.G.A § 14-3-101, et seq. of the Georgia Nonprofit Corporation Code, which shall function as and adopt the bylaws for a shooting club (hereinafter referred to as "ORGC" or "the Club"). The official address of the corporation shall be 169 Marcar Road, Macon, Georgia 31216.

## **Article 2 - Purpose**

(a) The purpose of this Club is to encourage shooting sports among its members and patrons generally, and specifically, to promote shotgun sports; to encourage youth programs and provide support for youth shooting teams; to promote good citizenship, good sportsmanship, honesty, self-discipline, team-play, community service, and humanitarian services; to educate members and patrons about the safe handling and proper care of firearms and to promote marksmanship and competitive shooting.

(b) ORGC shall maintain an affiliation with the GSSA, GSCA, NSSA, and the NSCA and own and operate a sport shooting range. A sport shooting range, as defined under Georgia law, means an area designated and operated by a person or

corporation for the sport shooting of firearms and not available for such use by the public without payment of a fee, membership contribution, or dues or by invitation of an authorized person, or any area so designated and operated by a unit of government, regardless of the terms of admission thereto. ORGC will own and manage a sports shooting range designed exclusively for shooting skeet, trap, and sporting clays.

### **ARTICLE 3 – MEMBERSHIP**

(a) Any individual eighteen (18) years of age or older may become a Family or Regular Member of ORGC, provided a vacancy exists, after:

- (1) Completing a membership application.
- (2) Agreeing to be bound by all applicable Club Rules and Regulations.
- (3) Be a citizen of the United States or be lawfully in this country and state.
- (4) Present a copy of a Georgia Weapons Carry License or other proof or certification that the applicant can lawfully own and possess a firearm in the state.
- (5) Payment of annual membership dues and any other applicable fees.
- (6) Attend a safety and facilities briefing given by an ORGC Range Safety Officer, either live or by video recording.

(b) Membership in ORGC shall not be restricted by an applicant's race, religion, sex, or country of origin.

(c) It will be the responsibility and duty of each Member in good standing to promptly keep the Club informed of any changes in mailing address, email address, phone number changes, or any other changes in information that is no longer accurate contained in the Member's original membership application.

(d) There are four membership levels: Family Member, Regular Member, Junior Member, and Senior Member.

i. Family Member meets all the criteria in Article 3, paragraph (a) (1-6) above. A Family Member is two or more persons who live in the same household. A family member, who is over the age of 18 years old, enjoys all the rights and privileges of the club membership and is entitled to vote.

ii, A Regular Member meets all criteria in Article 3, paragraph (a) (1-6) above. A regular member enjoys all the rights and privileges of club membership and is entitled to vote.

iii. A Junior Member is a person under 18 years of age or attending high school . A Junior Member may attend club functions and utilize any club ranges with permission and direct supervision by a parent or other responsible adult. A junior member is not a voting member of the Club. A Junior Member's dues will be set by the Board of Directors.

iii. A Senior Member is a member who is 65 years or older and has all the rights and privileges of a Regular Membership, except that a Senior Member's dues are set by the Board of Directors.

iv. The Board of Directors may create a corporate membership if the Board believes such a membership would be beneficial to the Club. The Board would be responsible for defining the parameters and the annual cost of a corporate membership. If the Board creates such a membership, the Secretary shall cause an official Notice containing the details of a Corporate Membership to be posted on the Club's official website and sent to all Members in good standing via email. Members will have 30 days to submit comments on the proposed Corporate Membership to the Board. After consideration of the comments, the Board will act on the proposed Corporate Membership by accepting the proposal as presented, a modified proposal based on comments received, or a rejection of the proposed Corporate Membership.

#### **ARTICLE 4 –CLUB DUES**

(a) The Board of Directors of ORGC shall set the amount of the annual membership dues at its annual meeting and any assessments that each Member of the Club must pay to be considered a member in good standing of the Club. The Annual Membership period runs from August 1<sup>st</sup> until July 31<sup>st</sup> of each calendar

year. Annual dues must be paid by each member by July 31<sup>st</sup> to be in good standing for the following calendar year. Only Family, Regular and Senior Members who are in good standing will be eligible to vote, or run for any office(b) The Board of Directors may suspend the acceptance of membership applications once a maximum membership level has been reached. The general membership may establish and approve a maximum membership level at a regularly scheduled meeting. After approval by the general membership, a majority vote of the Board of Directors shall be required to adopt a maximum membership level. If a maximum membership level is established, the Board of Directors shall develop a procedure for processing applications once the maximum membership level is reached to create a "waiting list."

(c) Members of the Board of Directors and Officers are not required to pay dues.

## **ARTICLE 5 – MEETINGS**

(a) Annual meeting. The annual meeting of ORGC shall be held on the second Thursday in July of each calendar year, or if deemed necessary, at a date and time to be determined by the Board of Directors. Notice of the date, time, location of the Annual Meeting and matters to be covered will be posted on the official Club website at least 30 days prior to the annual meeting. The Club Secretary shall cause an email to be sent to each member in good standing no less than 15 days prior to the Annual

Meeting, providing the same notice published on the website. The Club Officers and Directors shall be elected at the annual meeting. If the annual meeting does not occur at the time and date set by the Board, it shall be held within a reasonable time thereafter. Each Member is responsible for providing the Club with their valid addresses for electronic mail (email) and reviewing notices on the Club website.

(b) Special Meetings. A special membership meeting may be held at any time upon the call of the President, upon the call by a majority of the Board of Directors, or upon demand in writing, signed by a minimum of ten Club members in good standing. Any demand for a Members meeting must state the reason for the proposed meeting and the meeting's proposed time, place, and subject. Notice of a special meeting shall be given to all Club Officers and Board Members and Club Members in good standing in writing by electronic mail (email) and posted on the official Club website not less than seven days before the date fixed for the holding of the special meeting. The place of any special meeting shall be at the ORGC clubhouse.

(d) Quorum. Ten percent (10%) of the current club members in good standing shall constitute a quorum at any members meeting to conduct Club business.

(e) Parliamentary Procedure. Meetings shall be conducted under the parliamentary procedures of Roberts Rules of Order, Newly Revised. The President may serve as a parliamentarian or may appoint an Officer or Director to serve as parliamentarian.

(f) Participation by Electronic Means. Except as required by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting by using any means of communication, including in-person, internet video meeting, or telephonic conference call. An appearance by video or telephonic conference call shall be considered appearing "in person." While it is preferred that Directors meet and hold in-person, video, or teleconference meetings, the President, in his or her discretion, may allow the Board to discuss and vote on matters by email. Issues for discussion and vote shall be provided to each Member of the Board by email, and a message directing the Board to participate in a discussion and vote by email. The Chair determines when the discussion period will begin and end, providing all Directors with a sufficient opportunity to participate. Before any vote by email, any Director has "veto power" over email discussion and voting. When a Director exercises veto power, the email discussion shall end immediately, requiring an in-person, video, or teleconference meeting.

## **ARTICLE 6 – OFFICERS and BOARD OF DIRECTORS**

(a) The Club Officers shall be a President, Vice-President, Secretary, and Treasurer. The President, Vice President, Secretary, and Treasurer shall automatically be members of the Board of Directors of the Club. Four other directors shall be elected from the membership at large. Any Family, Regular or Senior

Member in good standing may run for the position of Officer or Director. At-large directors shall be elected in staggered terms so that there will be an election for an at-large director at every annual Members meeting. All Officers and Directors shall be elected by a majority vote of the members in good standing at the annual meeting of the Club. Directors shall hold office for four years and remain Directors until their successors have been elected, even if that exceeds the four year term. Officers are to be elected annually at the annual Members meeting. All Officers and Directors may succeed themselves if approved and voted on by the members at the annual Members meeting.

(b) The Board of Directors shall have general supervision and control of all the activities of the Club and, in furtherance of these responsibilities, may take whatever actions are needed and promulgate whatever rules and regulations that are appropriate and form or appoint whatever committees they in their best judgment find to be necessary to achieve the objectives of the Club, to include making agreements with other organizations and individuals, whether or not such agreements involve expenditures of Club funds or encumbrance of Club assets.

(c) Meetings of the Board of Directors shall be held in conjunction with any members' meetings of the Club and at regularly scheduled monthly meetings. The Board of Directors will establish a meeting schedule for the Club at the beginning of every membership year. The President shall cause the meeting dates, times, and

locations to be posted on the official website of ORGC. The Board of Directors shall meet no less than six (6) times per year. The President may cancel any regular meeting of the Board of Directors if the President or Secretary determines that there will not be a quorum present to conduct business or in the event of an emergency, such as inclement weather or other events making a meeting inadvisable or dangerous.

(d) Decisions of the Board of Directors shall be made by a simple majority vote and, in some cases, a supermajority of 2/3 of the Board of Directors. A majority vote of the Board shall be sufficient to approve action respecting regular Club business. However, the encumbrance of Club assets or the sale or transfer of Club assets requires a two-thirds (2/3) majority vote of the Board of Directors.

(e) The Board may accept the resignation of any Officer or Director at any meeting of the Board. If an Officer or Director is absent from three (3) consecutive meetings without a legitimate excuse provided to and accepted by the Board, that position may be declared vacant by the Board by a majority vote.

(f) A vacancy for an Officer shall be filled by the Board of Directors. Any Officer appointed by the Board of Directors shall serve until the next annual meeting of the Club, when officer elections typically occur.

(g) A vacancy in the Board of Directors shall be filled by the remaining Directors. Any appointed Director shall serve until the next annual meeting of the

Club, when Board of Directors' elections typically take place. However, should more than two vacancies exist of either Board members or Officers or both, a special members meeting of the Club shall be called, and new Officers or Board members shall be elected to fill the unexpired terms of the vacancies.

(h) To preserve past knowledge and reasoning behind decisions made by the corporation and Board in the past, the immediate past President of the ORGC shall be considered an *ex officio* member of the Board of Directors. *Ex officio* Board members may participate in ORGC Board meetings but may not vote. *Ex officio* members shall not be included in determining a quorum for voting in Board meetings.

#### **ARTICLE 7 – DUTIES OF OFFICERS and BOARD MEMBERS**

(a) President. The President shall preside at all Club and Board of Directors meetings. The President shall notify the Board of Directors and Club members in good standing of the annual meeting, any special meetings, and all regular meetings of the Club. The President, or his or her designee, shall be a voting member *ex officio* of all regular and special committees of the Club and shall perform such other duties required by the office. The President may not encumber the Club or spend non-budgeted Club funds over \$500.00 without Board approval.

At his or her discretion, the President may appoint an Officer or Director to serve as a voting *ex officio* member of any regular or special committee. No regular or special committee shall have more than one *ex officio* member.

In addition to Directors serving as range officers as described below, the President may appoint various Members of the Club to serve as range officers to ensure a safe and enjoyable experience for Members, their guests, and patrons of the Club.

(b) Vice-President. The Vice-President shall perform the duties of the President in the absence of, or at the request of, the President and, as requested by the President, shall assist in the performance of the duties of the office of the President.

(c) Secretary. The Secretary shall perform or cause to be performed all activities necessary, including maintaining an up-to-date membership roll, the preparation and forwarding of reports required of the Club by the National Skeet Shooting Association, the National Sporting Clays Association, or any other state or national organizations of which the Club maintains a membership. The Secretary shall also be responsible for re-affiliating the Club annually with the National Skeet Shooting Association, the National Sporting Clays Association, or any other state or national organizations to which the Club maintains a membership. The Secretary shall keep an accurate record, either in handwritten, typed, or electronic format, of

all meetings of the Board of Directors and the Club and shall provide minutes of all meetings for consideration by the Board or the members. The Secretary shall have custody of the books and papers of the Club, except the Treasurer's book of accounts. The Secretary shall present a membership report at the annual meeting. All applications for membership in the Club shall be made to the Secretary, who shall provide the President and Board of Directors with all information necessary for an applicant's membership consideration.

(d) Treasurer. The Treasurer shall maintain all funds of the Club and will place the same in such bank or banks as may be approved by the Board. Such monies shall be withdrawn only by check signed by the Treasurer, the President, or the Vice President to pay all regular expenses incurred by the Club. The Treasurer shall be responsible for the collection of all dues and fees. The Treasurer shall keep an accurate account of all Club financial transactions, render a detailed report with vouchers or receipts at all meetings of the Board of Directors, and present an annual financial report to the Club at the annual meeting.

(e) Any two officer positions may be combined except President and Vice President.

(f) Other than the usual responsibilities of a board of directors member as defined by law and these bylaws, Board members shall take turns acting as range officers and assist with running the range when needed. Board members are

encouraged to become certified as range safety officers. The Board of Directors will ensure that the Club regularly sponsors a range safety officer training. Any such course will be open to Officers, Directors, and Members of the Club.

(g) A range officer is different from a range safety officer. A range officer acts as an ambassador to the Club and assists participants in maximizing their enjoyment of the ranges. A range safety officer is responsible for the safe operation of the range and ensures that all participants in any shooting event act safely and courteously while on Club property.

#### **ARTICLE 8 – DISCIPLINE**

(a) Upon establishing a quorum as set forth in Article 5(d), no Officer or Director may be removed except by a two-thirds (2/3) vote of Club members in good standing present at a special meeting called expressly for that purpose. Any voting to remove an Officer or Director shall be by secret ballot. Any special called meeting to remove an Officer or Director must be preceded by at least fifteen (15) days Notice in writing to the Officer or Director and the entire membership in good standing of ORGC. Notice shall be provided to the Members and the Officer or Director being voted on for removal, providing in detail the reasons for the proposed removal, including the time and place of the special meeting at which a vote on the Officer's or Director's removal or suspension is to be taken. At the special meeting, the Officer or Director shall address the Club members and present any defense to the charges

for removal. The Club President or his or her designee shall address the Members and present evidence supporting the charges for removal. Any vote taken by the Members shall be final, with no further action or hearing allowed.

(b) Any Club member may be suspended or expelled from the Club for any cause deemed sufficient by the Board of Directors by a two-thirds (2/3) vote of the Board at any regular or special meetings. At any such meeting of the Board where a suspension or expulsion will be considered, there must be a minimum of five Board members present and voting. No vote on suspension or expulsion may be taken unless at least fifteen (15) days notice in writing has been given to the Club member of the charges preferred and the time and place of the meeting of the Board of Directors at which such charges shall be considered. At such a meeting, the Member under charges to be suspended or expelled from the Club will be allowed to address the Board of Directors.

(c) Charges against any Officer or Member of the Club seeking disciplinary action, including expulsion or suspension, may be brought before the Board of Directors by any Club member in good standing. Any Officer or Director facing disciplinary action shall be automatically recused and excluded from any Board discussions or voting concerning the charges pending against said Officer or Director. All charges requesting disciplinary action by the Board shall be in writing and clearly state the facts relied upon to support the charges. The charges must be

accompanied by any evidence to be used in support of the charges. Such charges shall be filed with the Secretary, who will immediately notify the President. The President will promptly call a meeting of the Board of Directors to hear the charges. The hearing shall be held within thirty days of filing the charges with the Secretary. The Secretary will give at least fifteen days notice in writing of the meeting to each Member of the Board and the accuser and the accused, which notice will be in writing and will include a copy of the charges as filed and any supporting evidence.

(d) Any dues or fees paid by any Officer, Director, or Member suspended or expelled from membership are forfeited and non-refundable.

#### **ARTICLE 9 – MATCH RULES AND CLUB CHAMPIONSHIP**

(a) All formal shotgun competitions held by the Club will be governed by the rules and regulations established by the sanctioning body for such competitions. The Match Director for any event is in charge of the event and is responsible for all decisions concerning the event. The Match Director shall ensure there is no compromise of any safety regulation or requirement.

(b) Competing in the annual Club Championship is available to any Member in good standing.

#### **ARTICLE 10 – RULES and REGULATIONS**

The Board of Directors shall adopt, publish, and maintain a set of Rules and Regulations that all members and their guests must follow to participate in Club

activities. These rules shall be in addition to the bylaws and provided to all members and prospective applicants. A copy of the Rules and Regulations shall be posted on the Club website and in the Clubhouse. Any violation of the published Rules and Regulations may result in expulsion from the Club property, banishment from Club property, or forfeiture of membership.

### **ARTICLE 11 – AMENDMENTS**

Any amendment to these Bylaws may be proposed by the Board of Directors or by any Club member in good standing. Any such proposed amendment must first be approved by the Board of Directors at a Board of Directors meeting and approved by Club members in good standing at a regular or special Members meeting called for that purpose. Notice of a proposed amendment to the bylaws shall be sent by the Secretary to all Members in good standing at least thirty days before the meeting. The Notice will include a copy of the proposed amendments, which may be sent by email to those who have provided an electronic mail address or United States mail to those who do not have email or whose electronic mail was returned. A two-thirds (2/3) vote of the Club members in good standing present at such a meeting will be required to adopt any change to the bylaws.

### **ARTICLE 12 – OTHER PROVISIONS**

- (a) Conflict of Interest. The Board shall adopt a policy regarding transactions between the Club and interested persons, including but not

limited to the sale, lease, or exchange of property to or from interested persons and the Club, the lending or borrowing of monies to or from interested persons by the Club or the payment of compensation by the Club for services provided by interested persons. For the purposes of this Article, "interested person" means any director, officer, or member of a committee with Board delegated powers or any person in a position to exercise substantial influence over the affairs of the Club who has a direct or indirect financial interest.

(b) Prohibition Against Private Inurement.

(1) Net Earnings. No Director, Officer, employee of the Club, member of a committee of the Club, or any other private individual shall receive at any time any of the net earnings or financial earnings of the Club, except that the Club can pay reasonable compensation for services rendered or verified out of pocket expenses.

(2) Dissolution. The club and corporation may be dissolved only with the authorization of its membership given at an annual meeting or a special meeting called for that purpose. Dissolution of the club and corporation requires the approval of no less than three-fourths (3/4) vote in favor of dissolution by all the current members in good standing. In the event of a dissolution, the Directors shall collect all corporate assets and give over to

any creditor or creditors the corporate property that secures such debt. After doing so, any remaining property shall be sold at public or private sale, and the amount shall be distributed, pro-rata, to any unsecured creditors. Any remaining proceeds or unsold property shall be distributed to one or more nonprofit organizations with similar public concern tax-exempt purposes within the meaning of section 501(c)(7) of the Internal Revenue Service as amended or shall be distributed to a state or local government for public purposes.

(c) Fiscal year. The fiscal year of the Club shall commence on January 1st of each calendar year and end on December 31st.

(d) Contributions. Contributions of any type may be made to this Club by organizations and individuals. The Board may accept on behalf of the Club any donation or gift for the general purposes of the Club or any specific purpose consistent with the purposes of the Club. The Board may reject any contribution inconsistent with the Club's purposes. The Treasurer shall establish a permanent record of each contribution as necessary to make a memorial and substantiate the Club's tax records. A permanent record shall be kept of all transactions of funds received and spent by the Club.

(e) Scrivener's Errors. The Board of Directors may approve changes to these bylaws without prior approval of the membership, provided that the

changes are non-substantive and only to correct typographical errors. Any change to these bylaws due to a scrivener's error will be reported to the membership at the next annual meeting following any such change.

So approved by the Board of Directors and Members, this \_\_\_\_\_ day of \_\_\_\_\_ 2025.

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Douglas W. Trautman, President

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Jody Bentley, Secretary