

BYLAWS  
OF  
CHEHALEM VALLEY SPORTSMAN CLUB, INC.

A non-profit corporation organized under the laws of the State of Oregon and affiliated with the National Rifle Association of America.

Adopted this 19th day of October, 2011 to supersede and replace those by-laws revised and adopted September 18, 2010.

ARTICLE I

NAME

The name of this organization shall be “CHEHALEM VALLEY SPORTSMAN CLUB, INC.”

ARTICLE II

OFFICES

The corporation shall maintain in the state of Oregon a registered office and a registered agent. The Board of Directors may, at anytime, change the location of the registered office and the person designated as the registered agent. The corporation may also have other offices at such places as the Board of Directors may fix by resolution.

ARTICLE III

PURPOSE

Section 301. Primary Purpose

The primary purpose of this organization shall be the encouragement of organized

rifle and pistol shooting among lawful firearms owners of the United States residing in our community, the furtherance of their knowledge of the safe and proper handling and care of all firearms, and the improvement of their marksmanship. It shall be our further object and purpose to help the development of those characteristics of honesty, good fellowship, self-discipline, team play and self-reliance which are the essentials of good sportsmanship and the foundation of true patriotism.

## ARTICLE IV

### MEMBERSHIP

#### Section 401. Membership Requirements

Any individual who may lawfully possess a firearm may become a member of this organization upon payment of the current dues, fees, successful completion of a current orientation, and any other conditions set forth in this document and is a member in good standing of the National Rifle Association.

#### Section 402. Membership Classes

There shall be three (3) classes of membership in this club.

1. Regular - Any individual 18 years or more of age and meeting qualifications described herein.
2. Life - The candidate must have performed outstanding service to the Club, and be nominated by any regular member. The board shall review and approve the nominations and announce the nominations at two (2) consecutive general meetings before being voted on by the General Membership at the second meeting.
3. Associate - A spouse of a member who completes an orientation. Associate members are non-voting members.

## ARTICLE V

### DUES

#### Section 501. Membership Dues

Annual dues shall be determined by the Board of Directors and recommended to the General Membership. Changes in the dues shall be proposed at two (2) consecutive general meetings before being voted on by the General Membership at the second meeting.

#### Section 502. Membership Renewal

To renew membership, each member must have:

1. Paid the annual dues and fees in full at time of renewal.
2. Paid any other debts owed the Club.

#### Section 503. Prorated Dues

Any new applicant accepted for membership after the annual meeting shall have the annual dues prorated on a quarterly basis.

#### Section 505. Life Members Dues Exemption

Life Members shall be exempt from payment of annual dues.

## ARTICLE VI

### INITIATION FEES

#### Section 601. Initiation Fees

Initiation fees shall be determined by the Board of Directors. Changes in initiation fees shall be proposed at two (2) consecutive general meetings before being voted on by the General Membership at the second meeting.

## ARTICLE VII

### MEETINGS

#### Section 701. Annual Meeting

The January General Meeting shall be considered the Annual Meeting of this corporation.

#### Section 702. General Meetings

The Club shall schedule no fewer than four (4) general business meetings per year. All regular business of the Club will be transacted at these meetings. An agenda specifying any decisions to be made by the vote of members present shall be given before each general meeting using the same procedures as providing notices in Section 705. All votes must be on items specifically set forth in the agenda.

#### Section 703. Special Meetings

A special meeting of the Members of this corporation may be held at any time upon the call of the President, upon the call of the Board of Directors, or upon demand in writing which states the reason for the proposed meeting and is signed by not fewer than 30 Members entitled to vote. Notice of meetings to be done in accordance with Section 705. Only matters within the purpose(s) described in the meeting notice may be conducted at special Club meetings.

#### Section 704. Board of Directors Meetings

Meetings of the Board of Directors shall be held regularly at such time and place as may be determined by the Board. Special meetings may be held at any time upon the call of the Board of Directors, President or upon demand, in writing to the Secretary, by three (3) or more members of the Board. Notice of meetings to be done in accordance with Section 705

#### Section 705. Notice of Meetings

Notice of all meetings of the Members shall be given to each Member at the last

e-mail address of record and posted at the range. Notification of all meetings shall be given at least 7 days before the meetings. The notice shall include the date, time, place and purpose of the meeting as required. Notice of meetings of the Board will be provided to Board members with at least two days notice unless all Board members waive said notice.

#### Section 706. Recording of Meetings

No unauthorized digital or electronic recording or transmitting devices shall be allowed at any Club meeting. Minutes of the meeting shall be prepared and be available to the Members upon request.

### ARTICLE VIII

#### QUORUM

#### Section 801. Requirement of Quorum

A quorum is required for the legal conduct of business at any meeting.

#### Section 802. Quorum for Members

Members present in any properly noticed meeting constitute a quorum.

#### Section 803. Quorum for Board of Directors

A quorum for the Board of Directors shall be four (4) members of the board. .

### ARTICLE IX

#### VOTING

#### Section 901. Eligibility to Vote

Only Regular Members and Life Members shall be eligible to vote at General Meetings and Special Meetings of the Members. Only Board members may make motions and vote at Board Meetings.

#### Section 902. Method of Voting

All voting shall be exercised individually and not by proxy.

## ARTICLE X

### OFFICERS

#### Section 1001. Club Officers

The Officers of this Club shall be a President, Secretary, Treasurer, and four (4) directors who, acting together shall constitute the Board of Directors. They shall be elected by a majority vote by ballot of the Members present at the Annual Meeting of the Club. Each member of the Board of Directors must be a member in good standing of the Club for at least the previous 24 months.

#### Section 1002. Terms of Office

The term of office of all Officers and Directors shall be two (2) years. For only the 2012 elections the Treasurer and two (2) directors shall serve initial one (1) year term and subsequent terms will be two years. The terms of President, Secretary and two (2) Directors shall commence following their election at the Annual Meeting in even-numbered years. The terms of Treasurer and two (2) Directors shall commence following their election at the Annual Meeting in odd-numbered years.

#### Section 1003. Vacancy of Office

A vacancy of a club officer or member of the Board of Directors with a remaining term of 6 months or less may be filled by a majority vote of the remaining members of the Board for the remainder of the term of the vacated office. If a vacancy of an office of the Board of Directors with a remaining term in excess of six months is vacated, a notice of election pursuant Section 705, of a regular or special meeting to hold an election shall be given. A replacement to finish the term shall be elected by a majority vote by ballot of the members present at that meeting.

## ARTICLE XI

### DUTIES OF OFFICERS

#### Section 1101. President

The President shall preside at all meetings of the Club and Board of Directors meetings. He or she may appoint committees as needed, and shall perform all such duties as usually pertain to the office. The President shall retain one of the two keys to the Club's safe deposit box. The President shall be authorized to sign checks in the Treasurer's absence. President shall only vote as tie breaking vote in General Business Meetings.

#### Section 1102. Secretary

The Secretary shall conduct all official correspondence pertaining to the proper preparation and forwarding of all reports required of the Club by the National Rifle Association, the Civilian Marksmanship Program (CMP) and any other national sanctioning organizations as may be deemed appropriate. He or she shall notify all club members of general and special membership meetings. He or she shall keep a true record of all meetings of the Board of Directors and of the Club, including records of attendance of Board members. All minutes and attendance records shall be hard copy and kept in a book or binder. Further, the Secretary shall maintain the custody of all records of the Club, except those financial records maintained by the Treasurer. He or she is also charged with annual renewing of the Club's affiliation with the NRA and other appropriate organizations

#### Section 1103. Treasurer

The Treasurer shall have charge of all the Club funds and shall place same in such bank or banks as may be approved by the Board of Directors. Such money shall be withdrawn only by the Treasurer (or the President in the Treasurer's absence) for expenditures authorized by the Board of Directors. The Treasurer shall oversee the preparation of an annual budget. The Treasurer shall keep an accurate account of all transactions, including supporting documents. All such records and supporting documents shall be surrendered to the Board of Directors for

inspection at its request. Each month, he or she shall present a report to the Board of Directors. He or she shall provide an annual report to the Club at the Annual meeting. An Audit Committee appointed by the President shall perform the annual audit and submit its findings to the Board of Directors. The Treasurer shall retain one of the two keys to the Club's safe deposit box. The Treasurer shall be responsible for the filing of the Annual Report with the Secretary of State, for the State of Oregon. The Treasurer shall also coordinate with a licensed tax preparer for the timely filing of the Club's Federal Tax Return.

#### Section 1104. Authority of the Board of Directors

The powers of the Club shall be exercised, its properties controlled and its affairs managed by the Board of Directors, in conformance with these Bylaws. The Board or their designee within the current Board membership shall perform the duties of the President in his or her absence or at his or her request.

#### Section 1105. Contracting of Bills

No single Director or Member of the Board of Directors may contract any bill against the Club without approval of the Board. The Board may authorize specific members to make purchases with constraints and limitations as set by the Board. Any unauthorized expenditure by club member, officer or Board member shall not be reimbursed.

#### Section 1106. Board Appointed Positions

The Board may appoint a Program Director, Range Officer, Range Safety Officer and such other Project Managers as they deem appropriate, and establish duties and reporting requirements for such positions. A member to the Board of Directors may serve in these capacities. The Board shall appoint an Environmental Stewardship Plan Administrator,

## ARTICLE XII

### SUSPENSION OR EXPULSION

#### Section 1201. Charges against Officer or Member

Charges against any Officer or Member may be lodged by any Member. Charges shall be in writing, clearly stating the allegations, and accompanied by all affidavits or exhibits which are to be used in their support. Such charges shall be filed with the Secretary who will immediately notify the President. The President may call a meeting or add it to the agenda of the next regular meeting of the Board of Directors to hear the charges and determine if the charges warrant a formal hearing.

If a formal hearing is warranted, the Secretary shall give at least fifteen (15) days notice of the meeting to each member of the Board of Directors and to the accuser and the accused, which notice shall be in writing and will include a true copy of the charges and of the supporting affidavits and exhibits. If the charges are found to have merit, the Board shall then act in accordance with Section 1202 or 1203 in the event the accusation pertains to membership or the Board shall convene a special meeting to consider suspension or removal from office in accordance with Section 1204 if the accusation pertains to the person's position in the board or directors. If the Board does not find merit in the charges against an Officer, the preferring Member retains the right to request a special meeting be convened and his charges be heard by the Membership in accordance with Section 1204.

#### Section 1202. Suspension of a Member

Any Member may be suspended from the Club for reasons of safety or other cause that is fair and reasonable taking into consideration all of the relevant facts and circumstances by a two-thirds vote of the Members of the Board present at any regular or special Board meeting. The Member will be notified at least fifteen (15) days prior to the meeting of the Board where said meeting could result in a vote on a suspension and the Member shall have the right to appear before the Board at that time to present their case. Suspensions shall only be imposed for a fixed period of time, not to exceed the remaining portion of a membership year, or

pending notification of intent to expel and the completion of expulsion proceedings. The Board reserves the right to impose an immediate suspension pending the next regular board meeting or special board meeting for situations of gross safety violations or gross negligence.

#### Section 1203. Expulsion of a Member

Any Member may be expelled from the Club for any cause deemed sufficient by the Board of Directors by a two-thirds vote of the Members of the Board present at any regular or special Board meeting. No vote on suspension or expulsion may be taken unless the Member shall have been given at least fifteen (15) days written notice of the charges preferred and of the time and place of the meeting of the Board at which such charges shall be considered. At such meeting, the Member's case shall be accorded a hearing whether or not he or she is present.

#### Section 1204. Suspension or Removal of an Officer from Office

Any Officer may be suspended or removed from his or her office by a two-thirds vote of the General Membership present at any special meeting called for this purpose. No vote on suspension or removal may be taken unless the Officer shall have been given at least fifteen (15) days written notice of the alleged reasons for the proposed action and of the time and place of the special meeting at which such ballot on his or her suspension or removal is to be taken. At such special meeting, the Officer shall be given a hearing. Notice of meeting to be done in accordance with Section 705.

#### Section 1205. Appeal of Suspension

Any Member suspended by the Board of Directors may appeal to the General Membership of the club at one of the next two regularly scheduled general meetings. The Member shall at least five (5) days prior to the General Meeting submit in writing to the Secretary their intent to appeal a suspension. The Secretary will then add the Member's appeal request to the meeting agenda. Suspensions shall remain in effect pending outcome of an appeal.

## Section 1206. Appeal of Expulsion

Any Member expelled by the Board of Directors may appeal to the General Membership of the Club. The Member shall at least five (5) days prior to the General Meeting submit in writing to the Secretary their intent to appeal an expulsion. The Secretary will then add the Member's appeal request to the meeting agenda. Expulsions shall remain in effect pending outcome of an appeal. At that meeting of the General Membership, the Secretary shall read or display the accompanying exhibits and shall read the minutes of the special meeting of the Board of Directors at which charges were heard and action taken. A hearing shall be given the accuser and the accused. A vote shall be taken by secret ballot of all the Members present, and a two-thirds vote shall be required to reverse the action of the Board.

## ARTICLE XIII

### COMMITTEES OF THE BOARD OF DIRECTORS

#### Section 1301. General Authority

Subject to these Bylaws, the Board of Directors may appoint such committees as may be necessary from time to time, consisting of such number of its members and having such powers as it may designate. Each such committee will have two (2) or more members who serve at the request of the Board of Directors.

#### Section 1302. Action of Committees

All actions of a committee will be reflected in minutes to be kept of such meeting and reported to the Board of Directors at the next succeeding meeting thereof. The provisions of ARTICLES VII, VIII and IX of these Bylaws governing meetings, notice, and quorum and voting requirements of the Board of Directors apply to committees and their members as well.

## ARTICLE XIV

### INSURANCE

#### Section 1401. Responsibility

The Club shall provide and maintain such property, accident and public liability insurance as may be required in the opinion of the Board of Directors for the protection of the property and the interest of the Club.

## ARTICLE XV

### CORPORATE INDEMNITY OF OFFICERS AND DIRECTORS

#### Section 1501. Indemnification

This corporation will indemnify its Officers and Directors to the fullest extent allowed by Oregon law.

## ARTICLE XVI

### STANDARD OPERATING PROCEDURES (SOP)

#### Section 1601. Purpose

The Board shall establish a set of Standard Operating Procedures (SOPs) for the safe and orderly operation of each range. A new procedure or change in existing procedures may be suggested by any Member but should go through the Secretary for consideration by the Board.

#### Section 1602. SOP Content

The contents of the Standard Operating Procedures shall be determined by the Board.

#### Section 1604. Compliance

Members who fail to abide by the contents of the SOPs, bylaws, or other

materials published and available to the membership may be subject to disciplinary action up to and including suspension or expulsion.

## ARTICLE XVII

### AMENDMENTS TO BYLAWS

#### Section 1701. Approval of the Bylaws or Amendments

Any Bylaws or amendments must be approved by the Club members at a regular meeting or a special meeting called for this purpose.

#### Section 1702. Introduction of Amendments

Amendments to the Bylaws may be introduced by any Member. The proposed changes shall be submitted to the Secretary, who will proceed in accordance with Section 1704. The Board may request that proposed amendments be deferred and the revisions made in a batch, if the membership agrees.

#### Section 1703. Passage of Amendments

Passage of any amendment to the Bylaws requires a two-thirds vote of the Members present at a regular meeting or a special meeting called for this purpose.

#### Section 1704. Readings of the Bylaws or Amendments

Copies of all proposed amendments will be made available to the membership. All Bylaws or amendments must be read at two (2) consecutive meetings of the Club before being acted upon. However, if the Bylaws or amendments are emailed to the Members and posted at the range not less than fifteen (15) days prior to the meeting in which action upon them is to be taken, then this will be considered as the first reading. The second reading will be conducted at the meeting prior to the voting on proposed changes.

#### Section 1705. Notice of Bylaws or Amendments

A copy of the bylaws will be available to each new member at the time of their new member orientation. Notice of new bylaws and amendments will be made by appropriate means as determined by the Board of Directors.