

NORTH AMERICAN ROD & GUN CLUB, INC.
BY-LAWS

ARTICLE I
NAME

Section 1. Under date of September 9, 1940, the State Corporation Commission of the state of Maryland ordered that a document entitled "Articles of Incorporation of the North American Rod and Gun Club, Incorporated, be issued as a certificate of incorporation with authority as is conferred upon it by law and directed that said articles and a copy of said order be filed in the office of the said commission and that upon completion of said filing the said order and articles be filed in the office of the circuit court, county of Caroline. That the said articles and order were so filed in said circuit court on September 9, 1940, that for the purpose of these by-laws of said corporation is hereinafter referred to as the "Club" and this document shall constitute the by-laws of said club bearing the named herein above referred to or such other name as shall be authorized by any duly authorized and filed amendment to said articles.

ARTICLE II
AIMS AND PURPOSES

Section 1. To promote the proper use of land and water resources for the propagation and preservation of fish, game and for other recreational purposes.

Section 2. To endorse and promote the enactment and enforcement of legislation designed to protect and preserve all species of game and wildlife habitat.

Section 3. To safeguard and perpetuate the right of every law-abiding citizen to keep and bear arms and ammunition for self-defense and other lawful purposes and to oppose all forms of gun registration and other restrictions on the purchase and ownership of guns and ammunition by law-abiding citizens.

Section 4. To sponsor hunter education courses and other programs designed to educate gun owners and the public with respect to the non-renewal aspects of land and water resources and the need to preserve such resources against overuse, waste, pollution and exploitation.

Section 5. To aid and abet the Department of Natural Resources Police in their efforts to enforce laws and regulations designed to protect and preserve all species of fish and game protected by law.

Section 6. To provide an atmosphere of wholesome fun and fellowship for members, families and their guests.

Section 7. To promote all shooting sports.

ARTICLE III JURISDICTION AND LIMITATION OF POWERS

Section 1. The primary purposes of this organization shall be to perform such acts as may be necessary and proper to accomplish the aims and purposes set forth in ARTICLE 1 & 2 of this Constitution and by-laws.

Section 2. No business of this organization may be conducted for personal gain. Official representatives of the organization may, however, collaborate with commercial and/or other individuals or groups in matters relating to conservation, fish and game management, the shooting sports and/or other matters of mutual interest judged to be consistent with the aims and objectives of the club.

Section 3. Except for conducting of routine business of the club, any action taken and any position or policy endorsed shall be approved by majority vote of the membership at a regular or special meeting of the club, provided that the Board of Directors may take further or continuing action on any matter on which a position or policy is authorized by this constitution and by-laws or has been previously adopted by the membership.

ARTICLE IV MEMBERSHIP

Section 1. The membership of this club shall be composed of individuals of good moral character whose interest tend toward the promotion of the purposes of this club as outlined under Article II, Aims and Purposes, and such membership shall carry with it an obligation to obey the letter and spirit of all wildlife and fish laws, to encourage, by personal conduct, and influence the general public regard for wildlife, fish and conservation protection.

ARTICLE V

CLASSES OF MEMBERSHIP

There shall be four (4) classes of membership.

Section 1. Regular membership shall be open to any individual who has attained the age of twenty-one (21) years.

Section 2. Regular life membership – any regular member, who meets the following requirements, shall become a Life Member:

- a. must have been a regular member for ten (10) years.
- b. must have attained the age of sixty-five (65) years.
- c. must have been a member at the time of the adoption of this amendment. (Any member who joins the North American Rod & Gun Club after May 17, 2007, shall not be eligible for Regular Life Membership.)
- d. any life member shall have no further liability to pay dues, but shall be responsible for assessments.

Section 3. Bestowed life membership may, from time to time, be bestowed by the Board of Directors upon individuals whose dedication to the club and its purposes has been deemed eligible.

Section 4. Junior membership shall be open to any child who has attained the age of ten (10) years and is recommended by any member in good standing and applies to the Board of Directors for such membership. Upon application and meeting the requirements associated with said application, the Board of Directors may vote to grant this class of membership. Upon the attainment of age twenty-one (21) years, said membership shall cease. The junior member may apply for regular membership at this time as outlined in Article V or Article VI.

ARTICLE VI MILITARY EXCLUSION

Section 1. Any member serving in the active military service of the United States shall not be required to pay yearly, dues, assessments or fees to maintain their membership.

Section 2. Any member, upon receiving an honorable discharge from military service shall notify the Board of Directors and shall begin paying dues, assessments and fees at the start of the following dues year.

ARTICLE VII APPLICATION PROCEDURES

Section 1. Club members may sponsor an individual (s) for membership in the club at any time.

Section 2. A club member and the prospective member will identify themselves to a club employee or a member of the Board of Directors. The sponsoring member will identify himself/herself by showing their membership card and secure an application form for the prospective member. The prospective member will fill out the application form.

Section 3. The prospective member and the sponsoring member will turn in the completed application form to a club employee or a member of the Board of Directors. The application form will be accompanied by the current initiation fee and yearly dues paid by cash, check or money order. The club employee or a member of the Board of Directors will turn in the application and fees by the end of the business day. The application form will be forwarded to the Membership Committee.

Article 4. The application form will be voted on at the next membership meeting after consideration and approval by the Membership Committee. A majority vote is required for approval.

Section 5. If for any reason, the applicant is rejected, any and all fees and dues submitted by the applicant shall be returned to the applicant. The applicant will not be reconsidered for one (1) year.

Section 6. New members when accepted shall be sworn in by receiving a membership card. New members not attending the next scheduled membership meeting to be sworn in must make arrangements to be sworn in. The applicant will have full membership rights, except range privileges, after being sworn in. Range privileges will be granted after the applicant attends the range safety training.

Section 7. The Board of Directors may establish New Membership Days during the year by advertising in the local media and placing a notice in the club newsletter.

ARTICLE VIII DUES

Section 1. Dues shall be established from time to time by the Board of Directors. Final voting on said change shall be held at a regular monthly membership meeting requiring a majority vote.

Section 2. Membership dues are payable, either in person or by mail, on or before April 30th of each year. Mail must be postmarked no later than April 30th to be accepted.

Section 3. Applications for membership must be accompanied by an initiation fee in an amount set by the Board of Directors and annual dues in an amount determined by the Board of Directors.

ARTICLE IX MEETINGS

Section 1. A general membership business monthly meeting of this club shall be held on the third Monday of every month at the clubhouse; however, the day of the meeting may be changed if agreed upon by a majority of the members at the membership meeting. This change must be posted on the bulletin board and advertised in the monthly newsletter before this change can be voted into effect at the meeting following its proposal. This meeting shall start at 7:00 p.m. A quorum for a membership meeting shall consist of the President or Vice-President, Treasurer or Assistant Treasurer, Secretary or Assistant Secretary, and ten (10) members in good standing.

Section 2. A Board of Director's monthly meeting of this club will be held on the first Monday of every month at the clubhouse; however the day and time of the meeting may be changed if agreed upon by a majority of the members of the Board of Directors.

Section 3. Special meetings of the club may be called by the President or by at least five (5) members of the Board of Directors at any time provided the Secretary provides at least three (3) days' notice by inserting same in one of the local

newspapers stating the date, time, location, and purpose of said meeting. The Secretary may also provide notice of special meetings by mail provided there is ample time for the notice to arrive prior to said meeting.

Section 4. The President, upon receiving a written request stating the reason for requesting the meeting and signed by ten (10) members in good standing shall schedule a special meeting for the purpose of conducting the specified business of the request.

Section 5. The only business that may be conducted at any special meeting is the business for which the meeting was called.

Section 6. Any member in good standing shall have a voice and vote at any general membership or special meeting of the club.

Section 7. Roberts Rules of Order shall be used as a guideline in the process of conducting any meeting held by the club. The business segment of any meeting may be suspended upon the affirmative vote of two-thirds of the membership present.

ARTICLE X OFFICERS

Section 1. Any member running for office in the North American Rod & Gun Club must meet the following qualifications:

- a. Must be a member in good standing for at least six (6) months.
- b. Must have attended at least three (3) meetings in the last twelve (12) months.
- c. Must have volunteered for a least one (1) function in the last twelve (12) months.

Section 2. The officers of this club shall be a President, a Vice-President, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer and twelve (12) Directors.

Section 2. The President, Vice-President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer shall constitute the Executive Committee.

Section 3. The Executive Committee and the twelve (12) Directors shall comprise the Board of Directors.

Section 4. In the event of a tie vote on any issue, the President shall cast the deciding vote. This will be the only time the President shall vote.

ARTICLE XI TERM OF OFFICE

Section 1. The President, Vice-President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer shall be elected every year. Six (6) Directors shall be elected on the even numbered years and six (6) directors shall be elected on odd numbered years. Each Director will serve two (2) year terms. A member may not hold more than one office during any given term.

Section 3. The President shall select four (4) members that are not holding office or not running for an office, to serve as a Nominating and Election Committee, also he/she will appoint a chairperson not holding office or running for office of the Nominating and Election Committee. The officers of the club shall be nominated, either by the Nominating and Election Committee or from the floor or absentee nominations can be submitted in writing signed by two (2) officers. Members can be nominated for only one office at the February general membership meeting and the election shall be held on the third Sunday in March. Voting will be by secret ballot. The results of the election will be posted immediately following the completion of the voting. Ballots must be maintained for thirty (30) days by the chairperson of the Nominating and Election Committee.

Section 4. In the event of a tie ballot for any office, a runoff election shall be held at the April general membership meeting. Voting will be by secret ballot.

Section 5. Any Board of Directors' member missing three scheduled Board of Directors' meetings without just cause shall be considered to have vacated the office held.

Section 6. Any member of the Board of Directors who resigns during the term to which he/she was elected shall be prohibited from seeking any other elected office in the club for a period of two (2) years.

Section 7. Any Board of Directors' member shall be eligible to run for any office at any time during any election year.

ARTICLE XII

DUTIES OF THE OFFICERS

Section 1. The President:

- a. Shall preside at all regular and special meeting of the club.
- b. Shall have, under the direction of the majority of the Board of Directors, general and active charge of the day to day activities of the club.
- c. Shall appoint, under the direction of a majority of the Board of Directors, committees as necessary for the operation and perpetuity of the club.
- d. Shall serve a one year term as an ex-officio member of the Board of Directors following the expiration of his/her term of office.

Section 2. The Vice President:

- a. The Vice President shall perform duties as assigned by the President.
- b. The Vice President shall act as and perform duties of the President in the absence of the President.

Section 3. The Secretary:

- a. The Secretary shall attend all meetings, regular and special, and shall record all minutes of the said meetings.
- b. The Secretary shall give notice of all meetings, verbal or written, to the Board of Directors and the membership, and shall perform other duties as prescribed by the President, or the Board of Directors.
- c. The Secretary shall be responsible for all record keeping functions for the club with the exception of those records that are kept by the Treasurer.
- d. The Secretary shall keep a separate ledger into which these by-laws shall be entered and where a record of changes and amendments shall be kept. The ledger shall be open to the membership at large.

Section 4. The Assistant Secretary:

- a. The Assistant Secretary shall assist the Secretary in the performance of duties and shall act as Secretary in the absence of the Secretary.
- b. The Assistant Secretary shall be responsible for the monthly newsletter.

Section 5. The Treasurer:

- a. The Treasurer shall have custody of all funds and securities of the club, and deposit same in the name of the club in such banks as the Board of Directors may select.
- b. The Treasurer shall sign all checks, drafts, notes and orders for the payment of money, which shall be countersigned by the President or Vice

President and shall pay out and dispose of same under the direction of the President.

c. Over and above the daily operation of the club, any additions, alterations or expenditures over ten thousand dollars (\$10,000.00) must be approved by a majority vote at a meeting attended by no less than 50 (fifty) active members for passage.

d. In case of emergency, the Board of Directors shall conduct any necessary business.

e. Two (2) quotes or bids must be required before a purchase can be made or work to be performed.

f. Actions that are not in compliance with the financial requirements as stated in these by-laws will be brought before the Board of Directors and membership.

Section 6 The Assistant Treasurer:

a. The Assistant Treasurer shall assist the Treasurer in the duties required of the office and shall act in place of the Treasurer when the Treasurer is absent.

Section 7. All officers, with the exception of the Treasurer and Secretary shall serve without compensation.

ARTICLE XIII

GENERAL DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall serve as the governing body of this organization and shall be responsible for the day-to-day operation of the club's business.

Section 2. The Board of Directors may, at its discretion, enter into contracts, employment agreements, or secure outside professional services such as accounting or legal services for club related matters. Members shall be advised of the nature of any such agreement entered into on behalf of the club.

Section 3. The members of the Board of Directors shall attend both regular and special meetings as called and scheduled by the President.

Section 4. All decisions by the Board of Directors shall be based upon a majority vote by the Board of Directors' members present at any given meeting.

Section 5. The Board of Directors shall employ a Certified Public Accountant who will review the club's records on a month to month basis. The Certified Public Accountant's report will be read at each monthly meeting. Any discrepancies concerning the financial affairs of the club will be reported to the membership immediately.

Section 6. An outside review shall be done every two years, during the month of January. A report of the results shall be made to the membership and posted.

Section 7. The Board of Directors shall appoint three (3) members who will comprise the Financial Committee. Members for this committee will be appointed annually. The Finance Committee will monitor all expenditures and money received for all gambling, food and bar sales. The Financial Committee will also be responsible for setting up a budget as well as anticipating long term capital needs and establish funds for these capital improvements or replacements. A report will be made at the monthly membership meetings.

Section 8. The Board of Directors shall provide a separate set of rules and regulations which shall serve as guidelines for the conducting of business and general conduct of the membership.

Section 9. The Board of Directors, as it sees fit, may appoint a committee or committees for the purpose of serving the general needs of the membership. This committee or these committees shall answer directly to the Board of Directors.

Section 10. If a vacancy should occur in the office of the Executive Committee, that is, President, Vice-President, Secretary, Assistant-Secretary, Treasurer, or Assistant Treasurer of the North American Rod and Gun Club, the President shall appoint a replacement with the approval of the Board of Directors.

Section 11. If a vacancy should occur within the Board of Directors, the membership shall select a replacement from the membership body. If more than one person is selected, the individual who receives the highest vote tally will be awarded the position.

Section 12. The North American Rod & Gun Club Inc. shall indemnify and hold harmless the Officers and Directors, employees, agents and volunteers from and against all claims, actions, causes of actions, liabilities, suits, expenses (including reasonable attorney's fees) which may be related to, arise out of, or in any way

connected with acts or duties undertaken on behalf of the club. Such indemnification shall not apply to malfeasance of criminal conduct.

Section 13. All or any meetings, accounts, or expenditures must be approved by the officers and Board of Directors of the North American Rod & Gun Club, Inc.

ARTICLE XIV DISPOSITION OF ASSETS

Article 1. In the event the North American Rod & Gun Club should cease to operate or be dissolved due to unforeseen circumstances, all cash accounts and other assets in excess of substantiated liabilities shall be disposed of by the general membership at a special meeting of the general membership called for that purpose.

ARTICLE XV AMMENDMENTS

Section 1. These by-laws may be amended through the following procedures:

- a. Any member in good standing may propose a change to these by-laws.
- b. Proposed amendment (s) must be conveyed in writing to any club officer for presentation to the Board of Directors.
- c. The Board of Directors shall review and research the proposed amendment (s) to insure that it does not/they do not conflict with any other provisions of these by-laws. Following this review, the proposed amendment (s) will be presented to the membership at the next scheduled membership meeting, along with the Board of Directors' recommendation (s) to adopt or reject the proposed change.
- d. The club Secretary shall read the article and section to be amended and the proposed change (s) thereto. A club officer or the proposing member shall explain the reason for the proposed change (s).

e. Following the presentation of the proposed change (s) the presiding officer shall call for a motion and a second on the question. Following a second, the motion shall be tabled, without further discussion, until the next general membership meeting.

f. The Secretary shall post, in a conspicuous place, the proposed change (s) for the review of the general membership, and shall place a copy of same notice of vote in the newsletter prior to the next general membership meeting.

g. The proposed change (s) shall be brought from the table during the old business portion of the next general membership meeting, and arguments for and against said motion shall be heard.

h. Following the close of arguments, the presiding officer shall call for a vote on the motion, either for or against the proposed change (s) requiring a two-thirds (2/3's) vote in the affirmative for the motion to pass. The Secretary shall post the results of said ballot and shall enter the changes into the permanent records of the club.

ARTICLE XVI SPECIAL FUNDS

Section 1. Special funds may be established by the Board of Directors to serve specific purposes.

Section 2. Money raised through these funds shall be used only for the purpose for which the fund was established.

Section 3. A fixed amount of ten percent (10%) of all monthly profits generated by this club shall be placed into a special fund designated as the emergency fund.

Section 4. Monies established for the emergency fund shall not be spent unless agreed upon by a two-thirds (2/3's) vote in the affirmative. Voting shall take place after a thirty (30) day posting period. If a voting member is unable to attend, a proxy or mail vote will be permitted.

Section 5. Providing funds are available, the Board of Directors shall award a scholarship yearly to any student of a member who has been accepted by, or is

enrolled in, an accredited college or university, and is pursuing a career in conservation, environment, wildlife, fish biology, wildlife police, or as approved by the Board of Directors.

ARTICLE XVII

LADIES AUXILIARY

Section 1. The primary purpose of the Ladies Auxiliary is to support and enhance the aims and purposes of the North American Rod & Gun Club, Inc.

Section 2. Membership in the Ladies Auxiliary of the North American Rod & Gun Club, Inc. shall be determined by the Board of Directors of the North American Rod & Gun Club, Inc. and the Ladies Auxiliary of the North American Rod & Gun Club, Inc.

Section 3. The Ladies Auxiliary shall only collect dues and expend funds in such a manner as may be determined by the Board of Directors of the North American Rod & Gun Club, Inc. The President or a designated member of the Ladies Auxiliary must submit a monthly report in writing of all monies raised and expenditures of said funds to the Treasurer of the North American Rod & Gun Club, Inc. at the monthly Board of Director's meeting.

Section 4. Any fund-raising activity or other activity other than the routine conducting of Ladies Auxiliary business must be approved by the Board of Directors of the North American Rod & Gun Club, Inc.

Section 5. All expenses for the Ladies Auxiliary shall be submitted for approval by the North American Rod & Gun Club's the Board of Directors.

Section 6. Any monies made by the Ladies Auxiliary shall be turned over to the Treasurer of the North American Rod & Gun Club, Inc. at the close of the last business day of the month.

ARTICLE XVIII

NOTICE

Section 1. To all regular members, Ladies Auxiliary members, and junior members of the North American Rod & Gun Club, Inc.

Section 2. These by-laws must be adhered to, and violation of these by-laws may result in suspension or termination from the North American Rod & Gun Club, Inc. and/or the Ladies Auxiliary. The violations resulting in suspension or termination will be determined by the Board of Directors of the North American Rod & Gun Club, Inc. Suspension or termination must have the approval of a majority of the Board of Directors of the North American Rod & Gun Club, Inc. Accused member (s) summoned before the Board of Directors may be represented only by a member (s) in good standing of the North American Rod & Gun Club, Inc. and /or the Ladies Auxiliary.

Section 3. No organization, committee or person will represent the North American Rod and Gun Club, Inc. without the Board of Directors' approval.

By-Laws Revised
January 18, 2016