

BYLAWS OF
CHESHIRE COUNTY FISH & GAME CLUB, INC.



Adopted 2008

ARTICLE I NAME AND OBJECT

Section 1. Name. The name of this corporation shall be Cheshire County Fish and Game Club, Inc. and may be referred to as “CCF&G,” “the Club,” or “the Corporation.”

Section 2. Non-Profit Status. This corporation shall be formed under the laws of the State of New Hampshire and, specifically, NH RSA 292:1 *et seq.* It is not intended as a profit-making corporation, nor is it founded with the expectation of making a profit. This corporation shall use its funds only as set forth in these bylaws.

Section 3. Purpose/Objectives. The Corporation is organized and shall, at all times, be operated exclusively for purposes consistent with NH RSA 292:1 *et seq.* and Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code law, referred to as “the Code.”) Within these restrictions, the Corporation is organized for the following specific purposes:

- A. To foster amateur sports competition;
- B. To educate the membership and the general public in the safe handling of firearms and the wise use of fish and game resources;
- C. To promote excellence in marksmanship;
- D. To promote a more friendly feeling among those interested in these sports;
- E. To provide a safe facility for those interested in shooting;
- F. To better the hunting and fishing conditions of this State and, especially, of Cheshire County;
- G. To perpetuate and promote management of wildlife for the enjoyment of all sportsmen, present and future; and
- H. To engage in any and all other lawful purposes, activities, and pursuits that are substantially similar to the foregoing, that are or hereafter may be authorized by Section 501(c)(7) of the Internal Revenue Code, and that are consistent with those powers described in the Act, as amended or supplemented.

Section 4. Location. The place in which this corporation is to carry on its business shall be headquartered at 19 Ferry Brook Road in Keene, in the County of Cheshire, and in the State of New Hampshire.

ARTICLE II MEMBERSHIP

Section 1. Qualifications. Membership may be granted to those who support the objectives of the Club after all membership requirements set by the Board of Directors are fulfilled, including new-member orientation and payment of dues, and who qualify under one of the following categories:

- Individual – This is a person aged at least 18. An individual is entitled to one vote at a general membership meeting.
- Family – Defined as an individual and spouse living in the same household and any children under age 18. A family is entitled to one vote at a general membership meeting.
- Professional – Defined as any employing agency. The agency is entitled to one vote at a general membership meeting.

Section 2. Term and Dues. The term of membership is January 1 to December 31 of each year. Membership dues shall be set annually by the Board of Directors by each November for the following calendar year.

Section 3. Rights and Privileges. Members who are in good standing shall be entitled to vote, to hold office, and to enjoy all privileges and activities of the Club. All members are encouraged to participate in all activities and programs sponsored by the Club. No member may transfer to another person a membership or any right arising from membership without approval of the Board of Directors. No member shall have any property right by virtue of membership. Any member may resign by giving notice in writing to the President.

Section 4. Proof of Membership. The Board of Directors may issue proof of membership, which shall be in such forms as may be determined by the Board. Such proof shall be signed by an officer of the Club or by a representative of the Membership Committee. This proof must be carried each visit to the CCF&G property. If any membership proof becomes lost, mutilated, or destroyed, a new proof may be issued on such terms and conditions as the Board of Directors may determine.

Section 5. Expulsion. Any member whose conduct is deemed unbecoming to the best interest of the Corporation may be expelled by a two-thirds ($\frac{2}{3}$) vote of the full Board of Directors. If expulsion is not appropriate, the Board may impose other such discipline as it sees fit. This action may be taken by the Board of Directors only after such member has had ten (10) days' written notice of the charges against the member. Such member shall have the right to be heard before any vote is taken; however, such right must be exercised at the next regular or special meeting of the Board of Directors succeeding the ten (10) days' written notice.

After one (1) year, on written request signed by a former member, the Board of Directors may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate if such action is approved by the vote of two-thirds ($\frac{2}{3}$) of the members of the full Board.

Section 6. Guests. Visitors may accompany a member in good standing for one visit unless attending an open event. The conduct of visitors is the responsibility of the member bringing them on club property.

Section 7. Safety. Safety is of primary importance. All members shall follow generally-accepted firearms handling safety rules, as well as house rules posted throughout the facility, on membership cards, and on the Club website. Violations of safety rules may result in suspension, probation, suspension with probation, or termination of membership. It is every member's, director's, and officer's obligation and responsibility to act and to report to the Board of Directors any safety concerns that may arise during his/her visit.

ARTICLE III MEETINGS

Section 1. Board Meetings. The Board of Directors shall meet on a monthly basis at a time and place designated by the Board. All members shall be notified about the meetings of the Board of Directors. Members are urged to attend meetings of the Board of Directors and shall be allowed to speak. However, only members of the Board of Directors shall have voting rights at Board meetings, and a simple majority shall decide unless otherwise provided for in these bylaws.

Section 2. Special Board Meetings. The President or, in his absence, the Vice President may call a special meeting of the Board of Directors at any time he/she may deem appropriate. A special meeting of the Board of Directors shall be called by the President or President Pro Tem when so requested in writing by five (5) members or by three (3) directors. Notice of special meetings shall state the business to be transacted at such meeting.

Section 3. Board Quorum. A simple majority of directors shall constitute a quorum for the transaction of business at regular and special meetings of the Board of Directors, which must include at least two (2) of the four (4) officers. If a quorum is not present, the presiding officer shall adjourn the meeting to a date and hour fixed by him/her.

Section 4. Telephone and/or E-mail Discussions. The President may use the telephone and/or e-mail to determine the consensus of the Board members before taking presidential action in an emergency situation. However, that action shall be recorded in writing and must be confirmed by vote of the Board of Directors at the next regular or special meeting of the full Board.

Section 5. General Membership Meetings. At least once each year, there shall be a meeting of the general membership. No business, other than that stated in the notice of the meeting, shall be transacted without a majority vote. A written notice of such meeting, including the place, day, and hour of the meeting, shall be mailed to the member's last known address at least fourteen (14) days prior to said meeting. Additional notice shall be given by as many methods as possible, including by CCF&G web site posting, electronic mail, club newsletter and, at the option of the Board of Directors, advertised in a local newspaper.

Section 6. Special General Membership Meetings. A special meeting of the general membership may be called by a petition of fifty-one percent (51%) of the full membership or by a two-thirds ($\frac{2}{3}$) majority of the full Board of Directors, which must include at least two (2) of the four (4) officers. No business other than that stated in the notice of the meeting shall be transacted without a majority vote.

Section 7. General Membership Meeting Quorum. Ten percent (10%) of the members in good standing shall be present to constitute a quorum for the transaction of business at general membership meetings. Because quorum means the number of members of a group or organization required to be present to transact business legally, absentee ballots shall not count toward the quorum. If a quorum is not present, the presiding officer shall adjourn the meeting to a date and hour fixed by him/her.

Section 8. Agenda. The order of business for all Board of Directors and all General Membership meetings shall follow a prepared agenda, which may include:

- Secretary's report, including Minutes of previous meeting.
- Treasurer's report.
- Correspondence.
- Committee reports.
- Unfinished business.
- New business.

Section 9. General Membership Voting. Voting by the general membership should be in person, and members are encouraged to attend all meetings. However, all members designated as such under Article II, MEMBERSHIP, Section 1, shall have the right to vote in person or by absentee ballot on any matter duly presented for vote at any general membership meeting.

While it is important that members be at the meeting to cast their votes, if a member shall not be available to vote in person, he/she may vote using signed and sealed absentee ballots. For the absentee ballot to count, these guidelines must be followed:

- Any individual desiring to exercise his/her vote by absentee ballot shall notify the President in writing in advance of the meeting to receive an official absentee ballot.
- The sealed ballot shall be returned to the Secretary—in person or mailed by first class post to the address provided—to be received by the time designated in the material sent with the notice of meeting.
- The Secretary shall tabulate at the general membership meeting the results of the matters on which a vote is taken. To be included in the tabulation of the vote, a vote by absentee ballot must be received by the time designated in the material sent with the notice of meeting.
- The votes by absentee ballot for and against each item shall be presented at the general membership meeting.

The Board of Directors is empowered to interpret and otherwise administer this Section and, in the case of any dispute or controversy, a decision of the Board shall be final.

ARTICLE IV OFFICERS AND ELECTIONS

Section 1. Offices. The officers of this corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Term. All officers shall be elected from the Board of Directors for a term of two (2) years by the Board of Directors at its November meeting of each even-numbered year. It is recommended that all officers should not serve more than two (2) consecutive terms.

Section 3. Requirements. Any regular member in good standing is eligible for election. Each officer shall serve on the Board of Directors during his/her entire term in office. Officers shall serve without receiving any wages, salaries, or other financial benefits or compensation, although expenses may be reimbursed. At the expiration of each officer's term, any club property associated with the office shall be turned over to the Board.

Section 4. Attendance. Absences of an officer from any Board or General Membership meeting may be excused by the presiding officer. Any officer who shall have two (2) consecutive unexcused absences or a total of three (3) unexcused absences in a calendar year, after an investigation has been instituted by the Board of Directors, may be relieved of his/her duties by a majority vote of the full Board. An Officer also may be removed for conduct deemed unbecoming to the best interests of the Club.

Section 5. Vacancies. Any officer may resign by giving notice in writing to the President. Any vacancy, for whatever reason, between bi-annual elections may be filled by election by vote of the majority of the remaining Board of Directors, and the person so elected shall serve the remainder of the term of the outgoing officer.

ARTICLE V BOARD OF DIRECTORS

Section 1. Membership and Term. Any regular member in good standing is eligible for election and service to the Club. The Board of Directors shall consist of a minimum of nine (9) directors and a maximum as set by the Board, elected for three (3) year staggered terms, elected by the membership by secret ballot at any general meeting. Staggered shall mean terms arranged in alternating or overlapping time periods.

The Board may elect by majority vote new Directors at its discretion, after the nominee has attended three (3) consecutive Board meetings. All members in good standing are welcome to apply for Board membership after attending three (3) consecutive Board meetings. Directors are subject to confirmation at the next general membership meeting, at which the Board will present its slate of candidates on the ballot.

Section 2. Requirements and Responsibilities. The general management and control of the affairs and the property of the Corporation shall be by the Board of Directors, in accordance with these bylaws and the votes of the Corporation. Directors shall serve without receiving any

wages, salaries, or other financial benefits or compensation, although expenses may be reimbursed. The Directors' duties shall include carrying out the objectives of the Club; making rules for the conduct of members and guests of the Club and their use of the Club property; determining whether the conduct of any members is detrimental to the welfare of the Club and taking steps to correct conduct; overseeing all committees; determining the expenditure of money as the Board deems necessary or advisable; making temporary appointments to vacant offices; protecting and maintaining the property of the Club; serving as public relations liaisons; accepting gifts on behalf of the Club; and making recommendations to and carrying out the decisions voted by the general membership. At the expiration of each director's term, any club property associated with the directorship shall be turned over to the Board.

Section 3. Board Removal. Absences of a Director from any Board or General Membership meeting may be excused by the presiding officer. Any director who shall have two (2) consecutive unexcused absences or a total of three (3) unexcused absences in a calendar year, after instituting an investigation by the Board of Directors, may be relieved of his/her duties by a majority vote of the full Board. A Director also may be removed by the Board for conduct deemed unbecoming to the best interests of the Club.

Section 4. Vacancies. Any director may resign by giving notice in writing to the President. Any vacancy, for whatever reason, between annual business meetings may be filled by election by vote of the majority of the remaining Board of Directors, and the person so elected shall serve until a successor is elected by the members at the next annual corporation business meeting.

Section 5. Bonds. The Board of Directors may require bonds to its satisfaction of any of the officers of the Corporation. Said bonds are to be furnished by a surety company, the expense of same to be borne by the Corporation.

ARTICLE VI PRESIDENT AND VICE PRESIDENT

Section 1. President's Duties. The President or, in his absence, the Vice President shall preside at all meetings of the Corporation and of the Board of Directors. He/she shall appoint committees as necessary, subject to approval of the Board of Directors. Unless otherwise required, upon the authorization of the Board of Directors, the President is empowered to execute and deliver contracts and other instruments in the name of and on behalf of the Club. He/she shall perform such other duties as may be described by the Board of Directors from time to time. He/she shall cast a vote only in the event of a tie.

Section 2. Vice President's Duties. If the President be inaccessible for any reason, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President also shall perform such other duties as, from time to time, may be assigned by the President or by the Board of Directors or when the President refuses to act.

Section 3. President *Pro Tempore*. In the absence of both the President and the Vice President, a temporary President may be chosen by the Board of Directors from among Board members

who, when so acting, shall have all the powers of and be subject to all the restrictions upon, the President.

ARTICLE VII SECRETARY

Section 1. Secretary's Duties. The Secretary shall keep a written record of all meetings of the Corporation and of the Board of Directors, conduct correspondence on behalf of the Corporation, serve as the custodian of the corporate records in a place to be designated by the Board; ensure that all notices are given in accordance with the provisions of these bylaws; and prepare ballots for use at the annual meeting. The Secretary also shall perform such other duties as, from time to time, may be assigned by the President or by the Board of Directors.

Section 2. Secretary Pro Tempore. In the absence of the Secretary, the Board of Directors may choose a temporary Secretary.

ARTICLE VIII TREASURER

Section 1. Treasurer's Duties. The Treasurer shall have charge and custody of and be responsible for all funds of the Club; shall receive and give receipts for all monies from all sources due the Corporation; shall deposit promptly all monies in the name of the Club in a banking institution(s) approved by the Board of Directors; and disburse, with proper vouchers, said monies by check on said financial institution(s) as directed by the Board of Directors. The Treasurer may lend assistance to any committees responsible for their own funds. The Treasurer also shall perform such other duties as, from time to time, may be assigned by the President or by the Board of Directors.

Section 2. Financial Practices. The Treasurer shall keep all accounts of the Corporation in accordance with generally accepted accounting practices. At each monthly meeting of the Board of Directors and at each annual meeting of the Corporation, and when so requested by the President or the Board of Directors, he/she shall submit a complete statement of the accounts for their information.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be signed by such officer or officers, or committee member or members, and in such manner as shall, from time to time, be determined by the Board of Directors. Signatories on all accounts shall be updated immediately upon new officers assuming their duties.

Expenditures from the Club's general fund other than general operating expenditures determined by the Board in any amount over \$500.00 shall require Board approval.

The Board of Directors may authorize the placement of funds in excess of the working needs of the Club in a securities fund.

The Board shall ensure that an annual income tax returned is filed.

ARTICLE IX COMMITTEES AND THEIR FUNCTIONS

Section 1. Standing Committees. Standing committees shall be empowered by the Board of Directors, shall be maintained continually, and shall include the following:

Membership Committee: Responsible for maintaining a current list of members, which shall be shared with officers at least quarterly, and for devising ways and means of maintaining and expanding club enrollment.

Programs Committee: Responsible for planning and implementation of the annual meeting and other special events.

Maintenance/Grounds Committee: Responsible for the repair and maintenance of the real property of CCF&G Inc. to provide safe and problem-free operation of the facility.

Newsletter Committee: The newsletter committee shall produce a regular newsletter, including pertinent information such as the dates of future meetings and events. A copy shall be sent to each member.

Section 2. Special Committees. The Board of Directors shall empower committees for whatever purposes it deems necessary for the benefit of the Corporation and its members. Special committees shall fulfill the same requirements as standing committees. Special committees may include committees such as:

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| Archery | Finance | Shotgun |
| Black Powder | High-Power Rifle | Small-Bore Rifle |
| Buildings/Range Development | Junior Program(s) | Wildlife |
| Concession | Pistol | |
| Cowboy | Professionals | |

Section 3. Committee Funds. Under the direction of the Board of Directors, each committee shall be responsible for establishing and maintaining a budget, devising ways and means of raising funds, and making regular financial reports. Those committees responsible for their own financial records shall bear the same responsibilities as the CCF&G Treasurer and shall report event incomes, including practices, to the Board on at least a quarterly basis. They may purchase operational supplies to maintain their programs and events but must obtain the Board of Directors' approval for major purchases and for events other than those normally scheduled. The Board may request an accounting from any committee at any time. They shall comply with the Club's income tax filing requirements, as set by the Board.

Section 4. Committee Practices. All members are encouraged to participate on any committee. All committees shall adhere to all bylaws and club rules. Each committee shall designate at least one representative as liaison to the Board of Directors. An individual officer or member of the

Club shall not infringe upon the authority of any committee. All committees should be represented at work-party days unless excused by the board.

ARTICLE X RESTRICTION ON ACTIVITIES

Notwithstanding any other provisions of these bylaws, no director, officer, member, employee, agent, or any other representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken by an organization organized pursuant to NH RSA 292:1 *et seq.* and exempt under Section 501(c)(7) of the Internal Revenue Service Code, as it now exists or may hereafter be amended, or any corresponding section of future tax code.

ARTICLE XI CORPORATE SEAL

The corporate seal of the Corporation shall consist of two concentric circles, between which shall be inscribed, "Cheshire County Fish and Game, Inc., Keene, New Hampshire."

ARTICLE XII INTERPRETATION OF AND CHANGES TO BYLAWS

Section 1. Interpretation of Bylaws. On any questions as to the meaning of these bylaws, the decision of the Board of Directors shall be final, unless rescinded by a two-thirds ($\frac{2}{3}$) vote of the general membership.

Section 2. Changes to Bylaws. These bylaws shall not be altered, amended, added to, or repealed except by a two-thirds ($\frac{2}{3}$) vote of the members present at any regular or special meeting of the general membership, provided that, in the call for such meeting, at least fourteen (14) days' notice of such intended alterations be given.

ARTICLE XIII REAL PROPERTY

No real estate of the Corporation shall be sold, leased, rented, mortgaged, transferred or otherwise disposed of by the Board of Directors without a special meeting of the general membership. Approval requires a two-thirds ($\frac{2}{3}$) majority vote.

ARTICLE XIV DISSOLUTION

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as otherwise provided by law, after the payment of all of the Corporation's just debts and obligations, transfer all of the assets of the Corporation in such a manner as the Directors, in the exercise of their discretion, may by majority vote determine; provided that any such distribution of assets shall be calculated to carry out the objectives and purposes of the

Corporation; and provided, further, that all such distributions shall be made to one or more organizations that are exempt from tax as organizations described in Section 501(c)(7) of the Code, or in Section 501(c)(3) of the Code.

ARTICLE XV HOLD HARMLESS

The Corporation agrees to hold harmless and indemnify any officer or member of the Board of Directors for any liability action brought against him/her individually, provided that such officer or director shall be acting clearly within the scope of these bylaws, at the direction of the Board of Directors, or in good faith with reasonable belief that his/her conduct was not opposed to the best interests of CCF&G and had not reasonable cause to believe that the conduct was unlawful. No member shall be personally liable for any debts, liabilities, or obligations of the Corporation; and any and all creditors shall look only to the assets of the Corporation for payment.

ARTICLE XVI STANDARDS OF CONDUCT

Serving in a position of leadership is a privilege that can be lost either by ignoring the duty of loyalty expected of all club leaders or by violating the following standards of conduct. CCF&G leaders have an obligation to meet these standards and to hold other leaders accountable to them as well, in all interactions with others, including in person, in writing, by email, or by telephone.

- Communicate and work together with common courtesy and respect; disagree without being disagreeable by treating everyone with whom he/she comes in contact as he/she would expect to be treated.
- Create a welcoming environment for members and volunteers; avoid both language or behavior that may offend others.
- Always represent the Club and its objectives in a positive and professional manner; keep disagreements within the Club.
- Accurately present the Club's policies and positions when communicating on behalf or the Club; don't use a club leadership role or title to advance personal views that are not the Club's position.
- Respect his/her obligation to the Club's members; use member lists and information about members for club purposes only.
- Use club resources wisely and in keeping with the fiduciary responsibility of all leaders.
- Foster an open decision-making process; respect decisions once they are made.
- Within the Club, praise publicly and criticize privately and tactfully.
- Respect the policies and procedures that have been established by and for volunteer participants engaged in specific club activities; when in doubt, ask.

ARTICLE XVII CONFLICT OF INTEREST

Every person in an organization has a duty of loyalty to, and must act in the interests of, that organization. A conflict of interest is a situation that exists when someone's loyalty may be divided between the first organization and a second organization or a person.

No one ever should engage in deliberations or decisions, nor have a financial or other personal interest (direct or indirect), that is incompatible with the proper discharge of his/her duties in the Club's interest or that would tend to impair his/her independence of judgment or action as a club member, officer, director, or committee member. Personal interest, as distinguished from financial interest, includes an interest arising from blood or marriage relationships or close business or political association.

Each officer, director, or member of the CCF&G has an obligation and responsibility 1) to disclose any conflict or potential conflict of interest on any issue promptly as such conflict arises; 2) to abstain from participation in deliberations and decisions concerning that issue; and 3) to disclose any reasonable grounds that another member, officer, director, or committee member participating in any decision relating to official duties has a conflict of interest.

ARTICLE XVIII NON-DISCRIMINATION

It shall be the policy of the CCF&G to provide equal membership for all eligible persons without regard to race, color, religion, sex, sexual orientation, or national origin.

This corporation is formed and shall be operated pursuant to NH RSA 292:1 *et seq.*, IRS Code Section 507(c)(7), and regulations promulgated by the U.S. Department of the Treasury pursuant thereto. No action shall be permitted by the Corporation or its officers during its existence or thereafter that shall be contrary to said New Hampshire statute or U.S. Code sections and regulations.
