

# South Bay Rod and Gun Club By-Laws

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# South Bay Rod and Gun Club By-Laws

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## 1. Name of Organization

- 1.1 The name is ***South Bay Rod and Gun Club, Inc.***, and is referred to in these By-Laws as "the CLUB."
- 1.2 The CLUB is and shall be registered with the Internal Revenue Service as a 501(c)(7) Social Club; and exists pursuant to California law as a non-profit, mutual-benefit corporation.

## 2. Mission and Objectives

- 2.1 The CLUB's mission is to operate a properly managed, non-profit shooting Club that is efficiently designed, constructed, and safely operated with diligently maintained shooting ranges, support structures, and facilities so that all authorized members and guests may use our facilities with pride, confidence and satisfaction. We endeavor to ensure that future members will inherit a well-managed, top quality shooting venue and a legacy of marksmanship, sportsmanship, and friendship.
- 2.2 In furtherance of its Mission, the CLUB shall have the following Objectives:
  - a. Develop a club membership base in sufficient numbers to sustain necessary operating manpower and financial stability.
  - b. Encourage enthusiastic club membership by providing programs and facilities that shooters of many disciplines and styles will enjoy.
  - c. Promote and encourage the safe handling and use of firearms.

- d. Maintain sound and effective fiscal management that will ensure sufficient funds to meet operational and developmental requirements.
- e. Build, operate and maintain a range complex consistent with the fiscal status of the CLUB that is in harmony with all applicable laws, NRA and NSSF range standards and good environmental stewardship.

### **3. Membership and Dues**

#### **Membership**

- 3.1 Membership in this corporation shall consist of the following classes:
  - a. Voting Member, which includes Annual and Life
  - b. Auxiliary (non-voting)
  - c. Junior (non-voting)
- 3.2 Any person who has reached 18 years of age and who agrees with the Mission and Objectives of the CLUB may be eligible to become a Voting Member.
  - a. Membership is accomplished by completing the CLUB's membership application and paying the appropriate dues.
  - b. Life membership is available at 10 times the annual dues for Annual Member.
  - c. An annual member may upgrade to life membership within the first 90 days on any membership year by paying the difference between annual and life memberships.
  - d. Memberships of any class may be given to those whose outstanding service to the CLUB shall merit such

consideration by a vote of 2/3 of the Board of Directors. No more than 2 life memberships per year may be given.

- e. Auxiliary members shall be limited to the legal spouse of a Voting member.
- f. Junior Memberships are available to any child 7 through 17 years of age. A junior's parent or legal guardian must sign the application form.

3.3 A Member of any class may have their membership revoked, and range use privileges suspended due to conduct determined to be injurious or dangerous to the CLUB, its property, or other members or guests. The procedure for such action is found in Section 11. In the event a Voting Member's status is revoked the Voting Member shall not be entitled to vote, nor be entitled to a refund of any dues.

3.4 Except for a security interest, no member of any class shall have any vested interest, beneficial or otherwise, in any real property of the CLUB.

### **Dues**

3.5 The Board of Directors is authorized to determine the amounts for membership dues, and what benefits members receive in addition to those granted by these by-laws. Changes in dues shall require no less than 60-day notice in the Club newsletter before taking effect.

3.6 Annual members shall be notified 30 days prior to the expiration of their membership that their annual dues are due and payable.

## **4. Meetings, Quorums, Notice**

There are two types of meetings which will regularly occur: Membership Meetings and Board Meetings.

### **Membership Meetings:**

- 4.1 Notice of all membership meetings of the CLUB shall be published in the CLUB newsletter in the month of occurrence.
- 4.2 Membership meetings, occurring 4 times per year, normally occur in the months of January, April, August and November, at such a time and place as may be deemed suitable by the Board of Directors. The purpose of these meetings includes subjects of general interest, programs, sales, and general CLUB business. These meetings are also for the taking of nominations for CLUB directors and officers (the November meeting), for elections (the January meeting) or notified special purposes. No votes of the Members on any issue without prior notice of the issues shall be binding on the Board of Directors unless prior notice of the issue is given to all Members as required in these By-Laws.
- 4.3 The Annual Meeting of the CLUB shall be the January Membership meeting, during which Members' votes for Officers and Directors shall be determined.
- 4.4 A special membership meeting of the CLUB may be called by the Board of Directors, or on written request to the President whenever 10% of the Voting members of the CLUB shall make a written request to the President for the same, specifying the object of the meeting, and provided that not less than 15 days notice of such a special meeting shall be given to the members.
- 4.5 Quorum for Membership Meetings: The members present at any properly noticed meeting shall constitute a quorum.

## **Board of Directors' Meetings:**

- 4.6 The Board of Directors shall meet at least monthly for the transaction of business at such time and place as the Board may designate. These meetings will be one of the following three categories of meetings:
- a. Regular monthly meetings: Board Meetings shall be open to the public. Executive sessions may be held for topics such as personnel, salaries, employment, discipline of members, litigation, etc. No persons, except the board or those granted permission by the board, may attend an Executive Session.
  - b. A Special Meeting of the Board may be called by the President, or upon request by two or more other members of the Board upon notice not less than three days before the appointed time and place of the meeting. Special Meetings are limited to issues specifically addressed in the notice, which should not be matters which can reasonably be discussed and determined at the next scheduled regular meeting of the Board.
  - c. An Emergency Meeting of the Board of Directors may be called by the President, or upon request by two or more other members of the Board. An emergency is a situation that poses an immediate risk to health, life, property, or environment. requiring urgent intervention to prevent a worsening of the situation. Emergency Meetings shall be limited in scope to only the immediate emergency.
- 4.7 Meetings shall be conducted with Roberts Rules of Order as an informal guide. Open discussion from the floor shall be permitted and encouraged.
- 4.8 A quorum at Board of Directors meetings shall consist of at least half of the then-existing Board members.

## **Notice**

- 4.9 Where any provision of these By-Laws require notice, such notice may be sent by regular mail, to the Member's record address, and shall be deemed received on the business day following the post-mark date.
- 4.10 The CLUB may send or receive notice by electronic transmission from the corporation or electronic transmission to the corporation by email to an email address registered by any person with the records of the CLUB for that person. Any notice sent by email shall be deemed received at 9:00 am on the first business day following transmission.

## **5. Management**

- 5.1 The management of the CLUB shall be vested in the Board of Directors.
- 5.2 The Board of Directors of the CLUB shall ordinarily consist of 15 members. These members shall be the President, Vice-President, Secretary, Treasurer, Sergeant-At-Arms, nine Directors, and the immediate Past President. The office of Past President is not elected, and shall be limited to one 2-year term. Thereafter, the Board of Directors shall consist of 14 members until a new President is elected.

## **6. Officers and Elections**

- 6.1 Those persons who are qualified to hold elective office in the CLUB shall be a Voting Member, shall fully support the CLUB'S stated Mission and Objectives, and shall have the interest and time to devote to leadership of the CLUB.
- 6.2 The Voting Members present at the August Membership Meeting shall select a Nominating/Election Committee consisting of 5 Voting Members or, if no Nominating Committee is selected at

that meeting then the Board shall select a Nominating/Election Committee at the next scheduled regular Board meeting. The names and contact information of this Committee shall be published in the next CLUB newsletter.

- 6.3 The Nominating/Election Committee shall solicit names of candidates qualified to hold office and shall prepare a slate of qualified officers and directors. This Committee shall then make its written report to the Secretary during the November Membership Meeting. Nominations of qualified candidates may be taken from the floor at the November Membership Meeting and a qualified Voting Member may self-nominate for any position on the Board, provided that any nomination from the floor shall be seconded by at least one other Voting Member. Thereafter, nominations shall be closed. No person shall be nominated for elective office without their consent.
- 6.4 The Secretary shall prepare the official ballot for publication in the January CLUB newsletter.
- 6.5 The election of Officers and Directors shall be held at the Annual Meeting in January.
  - a. Votes shall be cast by Voting Members who have been members for at least 60 days prior to the election, and the vote must be on the official ballot or valid copy thereof as determined by compliance with (c), below.
  - b. All ballots must be received prior to the commencement of the Annual Meeting, either by mail or electronic transmission to the corporation received not less than one day before the Annual Meeting, or in person. Voting Members who do not attend the Annual Meeting are responsible for ensuring timely receipt of their official ballot by the CLUB.
  - c. A valid ballot must have the Voting Member's name printed legibly on the reverse side, and be validated against the



current membership list prior to the ballot being counted. In the case of ballots sent by electronic transmission to the CLUB the Voting Member must be identified by name in the same electronic transmission in order to constitute a valid ballot.

- d. Each Voting Member is entitled to cast only one ballot upon which only one vote per elective office or ballot issue is allowed.
- e. No proxy voting shall be allowed.
- f. The Board shall create rules and procedures for campaigning and handling of ballots consistent with California law. In the event election issues arise which are not covered by then-existing rules or procedures the Nominating/Election Committee is designated to make such findings and determinations as may be required to ensure the integrity and fairness of the election.

- 6.6 Upon commencement of the Annual Meeting, the Nominating/Election Committee shall:
- a. review each ballot to determine whether it is a valid ballot.
  - b. count the votes.
  - c. Upon completion of the count, report the results to the President, Secretary and members present.

- 6.7 In the event of a vacancy in any office for any reason, except the Presidency, the Board of Directors shall appoint a qualified Voting Member to fill the office until the next regular election. If the office is that of a Director, the election for the directorship will be for the balance of the un-expired term of the vacated position. No member shall hold more than one office at a time.

- 6.8 Officers and Directors shall serve the following terms of office:
- a. The President, Vice-President, Secretary, Treasurer, and Sergeant-At-Arms shall serve two-year terms of office

beginning February 1 following their election. CLUB Officers shall be elected at the Annual Meeting occurring on even numbered years, unless an office must be filled because of vacancy.

- b. The nine Directors shall each serve a three-year term. Their election shall be staggered so that at each annual meeting, one-third of the Directors shall be elected, thus providing continuity in leadership.
- c. The Past President shall be limited to one two-year term, immediately following the election of a new president.

6.9 Officers and Directors shall not be paid for the services they perform in their capacity as elected officials of the CLUB. CLUB Officers, Directors, or members retained to perform services for the CLUB shall not be prohibited from holding an elective office coincidental with their retention, subject to full disclosure of the transaction, and compliance with the Conflict of Interest policy established in these By-laws. Any payment of CLUB funds during any calendar year to any member of the Board of Directors shall be disclosed to Voting Members at the Annual Meeting.

#### 6.10 Removal of Officers or Directors

- a. Removal by the Membership: Any Officer or Board of Directors member may be removed from office by a 2/3 majority of the Voting members present at a Special meeting called for that purpose. A 15-day notice must be given to the Board member advising him/her as to the reason for removal, and the time and place of the meeting at which the vote for removal is to be taken. At such a meeting, the Board Member shall be given a hearing in the presence of the membership, with both sides having an equal opportunity to make their case, before the vote is taken.

- b. Removal by the Board of Directors: Any officer or Board of Directors member may be removed from office by a 2/3 majority of the Board of Directors present at a Board Meeting provided a quorum is attained. A 15-day notice must be given to the Board member advising him/her as to the reason for removal, and the time and place of the meeting at which the vote for removal is to be taken. At such a meeting, the Board member shall be given a hearing in the presence of the Board of Directors, with both sides having an equal opportunity to make their case, before the vote is taken.
- c. In no event may any Board member be removed from office solely or primarily as a result of opposition to any CLUB business issue before the Board.

6.11 Reasons for removal of an Officer or Director may include, but are not limited to the following:

- a. Behavior by the member that becomes so obstructive that it prohibits the board from functioning effectively.
- b. Behavior that consistently disrupts meetings or prevents the organization from working well.
- c. Conflict of interest not properly presented to and waived by the Board
- d. Unethical Behavior
- e. Unwillingness to constructively support the CLUB's Mission and Objectives,
- f. Fraud or Dishonesty
- g. Consistent failure to fulfill the duties of the office to which the member was elected

## **7. Duties of Officers and Directors**

### **Spending and Contract Authority**

- 7.1 All checks, debits or other charges issued in the name of the CLUB shall be signed by one of the following; the Treasurer, the President, or other designee as authorized by the Board of Directors.
- 7.2 All written contracts or other written obligations of the CLUB shall be signed by one of the following: the President, the Treasurer, or other designee as authorized by the Board of Directors.

### **Board of Directors**

- 7.3 The Board of Directors shall have the power to manage all affairs of the CLUB on any and all questions relating in any manner whatsoever thereto, and to make all legal contracts necessary for the proper transaction of all business. They shall have the entire jurisdiction over all matters pertaining to the care, conduct, control, supervision, and management of the CLUB, including care and protection of its property.
- 7.4 It shall be the duty of the Board of Directors to prescribe and publish rules regulating the use, care and protection of the CLUB's property.
- 7.5 At the annual meeting of the CLUB, the Board of Directors shall make a report of their proceedings during the preceding calendar year.
- 7.6 The Board of Directors shall have the following specific powers in addition to those vested in the Board of Directors by operation of law:

- a. To make rules for the conduct of members and non-members while on CLUB property and to make rules for the use of CLUB property.
- b. To expel or suspend a member for conduct in violation of the rules or behavior improper or prejudicial to the interests of the CLUB.
- c. To fix and enforce penalties for violations of rules.
- d. To retain persons for the purpose of performing services as required by the Board of Directors for the safe, effective, proper and efficient operation of the CLUB, except that no person may be retained to perform duties specifically within the responsibility of any Officer in these By-Laws.
- e. To prescribe rules for guest use of the ranges.
- f. To make, alter, and amend rules for the Board's own governance.
- g. To prescribe additional duties for any of the officers, in addition to those herein set forth, provided that no duties in addition to those listed herein may be assigned without agreement of the affected member of the Board.
- h. To appoint Committees for the investigation of any issue, provided that the majority of members of any such Committee shall be Voting Members of the CLUB, and that at least one member of the Board of Directors shall be on such Committee.

7.7 The Board of Directors is authorized to determine and set:

- a. Dues for membership,
- b. Fees for non-member range use,
- c. Fees for activities of members that are not included in their dues payment.

7.8 For Special or Emergency Meetings of the Board, the Board of Directors may take action and vote on motions online, via email, or telephone, or by any other electronic means. Such actions will be deemed legally sufficient as if the vote had been taken at an actual Board Meeting. A copy of the action taken and the responses of the Board Members shall be recorded and maintained by the CLUB Secretary. For Regular Meetings, the Board may take action and vote with members of the Board present via telephone or other method of instantaneous communication such that full and complete participation by all Board Members is possible. Actions taken during Special or Emergency Meetings of the Board must be acknowledged and affirmed at the next Regular Meeting. No member of the Board may cast a vote on any issue by proxy given to another Board Member.

### **President**

7.9 The President shall:

- a. Preside at all meetings of the CLUB and Board of Directors.
- b. Be responsible for enforcement of all rules and regulations of the CLUB.
- c. Have the authority, or may delegate the authority, to appoint committees, delegates, and CLUB Program Directors as required, subject to approval of the Board of Directors.
- d. Perform such other duties as shall be determined by the Board of Directors, subject to the approval of the President.

### **Vice-President**

7.10 The Vice-President shall:

- a. Perform the duties of the President during a temporary absence of the President.

- b. Succeed to the office of President when the office is vacant due to the death, disability, resignation or removal of the President, until the next scheduled election for officers.
- c. Be responsible for CLUB awards management.
- d. Perform such other duties as shall be determined by the Board of Directors, subject to the approval of the Vice-President.

### **Secretary**

7.11 The Secretary shall:

- a. Keep the minutes of all meetings.
- b. Keep a record of voting and Board of Directors discussion.
- c. Maintain the records until deposited in the CLUB Archives.
- d. Ensure the timely filing of any regulatory submissions required by law.
- e. Perform such other duties as shall be determined by the Board of Directors, subject to the approval of the Secretary.

### **Treasurer**

7.12 The Treasurer shall be the Chief Financial Officer of the CLUB and be responsible for:

- a. Ensuring the accurate accounting of all CLUB funds in accordance with generally accepted accounting principles.
- b. Participating in any financial audit.
- c. Ensuring the deposit of all monies received by the CLUB in such bank or banks as is fitting, subject to the approval of the Board of Directors.
- d. Ensuring the paying of all bills of the CLUB in a timely and responsible manner.

- e. Ensuring the receipt of all vouchers or requests for expenses, the accuracy of same and, within guidelines approved by the Board of Directors, and issuance of prompt and proper payment.
- f. The submittal of periodic financial statements for review by the Board of Directors at or before each Regular Meeting.
- g. Ensuring the preparation and timely filing of all local, state and federal tax returns on behalf of the CLUB.
- h. Ensuring the receipt and deposit of membership dues, maintenance of the CLUB membership roster and ensuring that timely renewal notices are sent to members.
- i. Ensuring timely receiving and reviewing of all range, match, and activity reports to ensure accuracy and to account for funds submitted with those reports.
- j. Securing and maintaining of all ownership papers, titles, deeds, etc. for CLUB property or assets.
- k. Securing and maintaining of an inventory of all firearms owned by the CLUB and the names and addresses of the custodians of those firearms. All firearms must be stored in a manner consistent with state law and best practices
- l. Performing such other duties as shall be determined by the Board of Directors, subject to the approval of the Treasurer.

7.13 The Treasurer shall be authorized to retain such administrative assistance as deemed necessary to accomplish the required duties of this office within budget limits set by the Board of Directors.

### **Sergeant-At-Arms**

7.14 The Sergeant-At-Arms shall:



- a. Be the official greeter of guests attending membership meetings and insure that the designated meeting place is in proper order for the meeting.
- b. Assist in maintaining order at membership meetings.
- c. Perform such other duties as shall be determined by the Board of Directors, subject to the approval of the Sergeant-At-Arms.

## **8. General Provisions**

### **Bylaws Amendment and Revision**

8.1 These bylaws may be amended, revised, repealed, or new bylaws may be adopted by the Voting Members. Changes in the bylaws shall require a 2/3 majority of ballots cast at a properly noticed Meeting and the following procedures have been followed:

- a. Proposed bylaws changes shall be proposed in writing and shall either be approved by a majority of the members of the Board of Directors or upon written request by 10% of the Voting Members of the CLUB.
- b. Such proposed changes will then be published in the CLUB newsletter in the next regular publication cycle and on the CLUB web site. Following the publication of the proposed changes, the vote on the changes will then be taken at the next properly noticed Meeting of Voting Members not less than 30 days later.
- c. Bylaw changes that have been approved shall take effect on the first day of the month following their approval, or as specified in the bylaw amendment or change.

### **Standing Rules**

8.2 The Board of Directors may pass Standing Rules from time to time to assist in effectively managing the CLUB and its business.

8.3 Standing Rules may be adopted, amended or rescinded at any Board of Directors meeting via a majority vote with 10 days prior notice.

8.4 Standing Rules may be adopted, amended or rescinded at any Board of Directors meeting via a 2/3 majority, without prior notice.

### **Financial Audits**

8.5 The Board of Directors shall require an audit of the financial records of the CLUB, when there is a change in Treasurer and periodically as deemed appropriate or necessary.

### **Club Programs**

8.6 The Board of Directors may authorize training, matches, shooting activities or other events that promote the shooting sports.

8.7 Use and scheduling of range facilities is subject to approval of the Board of Directors

8.8 Training, match or activity directors and the programs they oversee are subject to the approval of the Board of Directors.

### **Standard Operating Procedures ("SOP")**

8.9 The Board of Directors may adopt Standard Operating Procedures for the operation of CLUB ranges or other property.

## **9 Indemnification of Officers and Directors**

9.1 The CLUB may, in the sole discretion of the Board of Directors, indemnify members of the Board of Directors, and those Members of the CLUB conducting CLUB business, against any loss or risk, to the fullest extent allowed by law. Anyone requesting indemnification by the CLUB must present that

request to the Board of Directors at a Regular Meeting, which shall be discussed in Executive Session. The Board may establish Standing Rules for the reimbursement of expenses incurred by Members conducting CLUB business.

## **10 Conflict of Interest**

- 10.1 Whenever a member of the Board of Director has a financial or personal interest in any matter coming before the Board of Directors, that member shall:
  - a. fully disclose the nature of the interest, in writing, and this disclosure shall become part of the Minutes; and,
  - b. shall not participate in any voting on the matter.
- 10.2 Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Club to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
- 10.3 The Board of Directors, in its discretion, may delay or table any discussion regarding a conflict of interest so that disclosure and informal comment may be received from members.
- 10.4 Should the Board of Directors subsequently determine that the nature of the conflict was not fully disclosed, it may, in its sole discretion, reverse its approval of the transaction in which the conflict of interest occurred. In this event, the parties shall be placed as near as possible to their position before the waiver of the conflict was approved, with any loss or risk assumed by the member failing to completely disclose the conflict.

## **11 Removal or Suspension of Members**

- 11.1 MEMBERS RIGHT TO NOTICE: A member must receive notice of the conduct which is argued to support suspension or expulsion with enough time before the hearing to mount a defense. This notice should be at least two weeks.
- 11.2 MEMBER'S RIGHT TO HEARING: The Board should have an impartial adviser on the procedure to ensure that it is properly followed. The member shall have no less than five minutes for a concluding statement.
- 11.3 MEMBER'S RIGHT TO LEGAL OR OTHER ASSISTANCE: A member of the Board will advocate in favor of suspension. The member or his legal representative may advocate against.
- 11.4 MEMBER'S RIGHT TO OFFER EVIDENCE: Information may be received subject to the usual rules of administrative hearings or Small Claims Court trials. That is, the general rules of evidence will be relaxed so as to provide as much information possible, and hearsay will be admissible subject to the weight it may be granted by the individual listener. The authenticity of documents or other exhibits will be presumed, subject to objection. The burden of proof as to exclusion of evidence will rest with the challenger of the evidence. Any documentary evidence must be exchanged no less than two days before the meeting, or may be subject to exclusion on timely objection.
- 11.5 MEMBER'S RIGHT TO PRIVACY: The Board's meeting will take place in open session, but may be closed at the member's sole discretion. The member shall advise no less than two days before the meeting if he would like to proceed in closed session.

- 11.6 **MEMBER'S RIGHT TO KNOW EVIDENTIARY BURDENS:** The burden of proof for suspension rests with the Board member advocating suspension. The standard of proof for suspension shall be a preponderance of the evidence, i.e., the standard found in CACI 200 "More Likely True Than Not True." Should the Board choose to expel a member, rather than suspend, the standard of proof shall be clear and convincing evidence.
- 11.7 **MEMBER'S RIGHT TO STATEMENT OF FINDINGS:** Deliberations of the Board will be conducted in closed session. A decision to suspend or expel a member shall be reported with findings of specific conduct which, in the Board's opinion, require suspension or expulsion. A majority vote is required to suspend and a two-thirds majority is required to expel.
- 11.8 **MEMBER'S RIGHT TO KNOW PERIOD OF SUSPENSION:** The term of suspension shall be to a date certain, not more than 12 calendar months, subject to being renewed a single time for the same charges and without prejudice to being renewed as a motion to expel.
- 11.9 **MEMBER'S RIGHT TO CONTINUANCE WITHOUT CAUSE:** A member subject to suspension or expulsion may request additional time to locate, secure and present evidence in his defense. A single continuance to the next regularly scheduled Board meeting, and not less than one calendar month, is available without cause. A shorter continuance may be requested, but any continuance requested is subject to the Board's decision that the best interests of the CLUB require the member's interim suspension. In the event that an interim suspension is proposed or implemented, such suspension shall be without prejudice to assistance of the Board or its representatives in obtaining evidence within the control of the Board.