

The Tonawandas Sportsmen's Club, Inc.

5657 Killian Road
North Tonawanda, New York 14120

BY-LAWS

ARTICLE I . MEMBERSHIP

Section 1 . Qualifications. Any person, a citizen of the United States or Canada, of good moral character and with a suitable interest, may become a member of the Club, providing they are of the age of eighteen years.

Section 2 . Election of Members. Persons may become members only after favorable action by the Board of Directors of the Club after making application therefor upon the form prescribed by the Board of Directors. The application must be endorsed with the approval of at least one member of the Board of Directors and one additional member in good standing for at least one year, and must be delivered to the Membership Secretary for investigation. After due investigation and approval, the Board of Directors, at a meeting duly called, shall act upon the application. Election shall be oral or written ballot. Three negative votes by directors shall be required to reject an applicant from membership. All proceedings regarding election of members shall be strictly confidential.

Section 3. Closed Membership. The number of members in the Club may be limited or controlled by the Board of Directors when, in their judgment, the limit of capacity has been reached for the Club's facilities.

Section 4. Members in Good Standing. Members in good standing shall be those dues paying and life members who have not been dropped from the rolls for arrearage in the payment of dues. Only members in good standing shall be privileged to vote or hold office.

Section 5. Life Members. Life membership shall be granted to a member who shall reach his 62nd birthday prior to July 31st and who shall have completed fifteen (15) years of uninterrupted membership immediately prior thereto. No dues shall be required of Life Members.

Section 5A. Life Membership. For membership granted after 6/1/89. Will require 20 years of uninterrupted membership and have reached their 62nd birthday prior to July 31st. For membership granted after 6/1/97, a member who shall reach their 65th birthday prior to July 31st and who shall have completed 20 years of uninterrupted membership prior thereto. Approved 1/8/98.

Section 5B. Life membership also may be conferred upon unanimous nomination by the Board of Directors and approval by a majority of the votes cast at a regular meeting of members. Approved 1/8/98.

Section 5C. One third of the current regular membership dues, would be due on the First day of June of each year for Life Memberships granted after 6/1/97. Approved 1/8/98.

Section 6. Honorary Members. Upon unanimous approval of the Board of Directors, any deserving person may be granted annual Honorary Membership in the Club. No dues or initiation fee shall be required of any Honorary Member. Honorary Members shall not be privileged to vote or to hold office, but shall be entitled to all other privileges or regular members.

Section 7. Expulsion. A member may be suspended for a period or expelled for cause such as violation of any of the by-laws or rules of the Club, or for conduct prejudicial to the best interests of the Club. Suspension or expulsion shall be by a two-thirds vote at a regular or specially scheduled meeting of the Board of Directors, provided that a statement of the charges shall have been mailed by registered or certified mail to the member under charges at his last recorded address at least fifteen (15) days before such meeting; and further provided that the said member shall have been given an opportunity to present a defense at the time and place mentioned in such notice.

Section 8. Auxiliary and Junior Groups. To promote the objects of the Club, there shall be sponsored a Women's Auxiliary and a Junior's Group. The activities of these groups shall be supervised by the Board of Directors of the Club. By-Laws for the said groups and any amendments thereto must be approved by the Board of Directors of the Club prior to adoption by the respective groups. The Board of Directors may rescind any action of the said groups which they consider detrimental to the interests of either the group or the Club. The Board of Directors reserve the right to establish membership qualifications and procedures for said groups and also the right to expel any member of said groups whom they consider does not meet the standards for membership in the Club itself. Members of the Juniors group may apply for membership in the Club, upon attaining the age of eighteen years, under the same rules, which apply to any new applicant, except that if accepted for membership the initiation fee otherwise required shall be waived.

Section 8A. Young Adult Membership: Adults between the ages of 18 . 25 may apply for a young adult membership. Young adult members will not be eligible to vote or hold office. Their term will not apply to life membership. A young adult member may, at any time, become a regular member by paying regular member dues, all fees, and assessments. Dues shall be 1/3 the cost of a regular membership.¹

ARTICLE II

DUES AND FEES

Section 1. Dues. Except as herein otherwise provided, the annual dues for members shall be \$252.00 per annum for the year commencing June 1, 2008 and are due on the first day of June of each year, or as the Board of Directors shall otherwise designate Amendment. For years commencing June 1, 1995 and there from the Board of Directors, in its sole discretion, and by a 2/3 vote of a quorum, there of, shall have the sole right to impose a cost of living (COLA increase on dues not to exceed 5% in any year.)

Section 2. Arrears. A grace period shall be allowed for the payment of dues, which shall expire thirty (30) days from the due date. Members who shall fail to pay their dues within the thirty (30) day grace period shall be automatically dropped from the membership rolls and thereupon forfeit all rights and privileges of membership. Persons so dropped from the membership rolls, who shall apply for reinstatement within two (2) months from the date they were so dropped from the rolls, may be reinstated upon favorable action by the Board of Directors, after payment of the dues in arrears accompanied by a suitable written explanation for the cause of arrearage. After the period for reinstatement has expired, persons so dropped from the rolls may be readmitted to membership only by due application and payment of initiation fee as in case of new member.

Section 3. Military Service. Dues shall be waived for all members while serving on active duty with the military forces for the United States, providing the Club is notified within ninety (90) days of separation from service.

Section 4. Initiation Fee. An initiation fee of 2/3 to 1 times the Annual Dues (to be determined by the Board of Directors) shall be charged to all new applicants. This charge will be due before the applicant can be sworn in as a new member.⁴

Section 5. New Members. The initiation fee and a prorated payment of annual dues must be paid before an applicant may be sworn in as a new member. All applications for membership must be accompanied by the initiation fee, which shall be refunded if the applicant is denied acceptance for membership. Any member who drops out of the Club in the fiscal year where an assessment was due without having paid the assessment, shall not be readmitted until all past due obligations are paid.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The annual meeting of the members of the Club shall be held at the Clubhouse on the second Thursday of January in each year at 7 o'clock P.M.⁴ The Annual meeting shall be held for the purpose of

receiving annual reports of the President and all committee chairmen, the election of directors in accordance with ARTICLE IV hereof, and the transaction of such other business as may properly come before said meeting.

Section 2. Regular Meetings. Regular meetings of members of the Club shall be held at the Clubhouse on the first Thursday of each month at 7 o'clock P.M.⁴ However, the time of any such monthly meeting may be changed or the meeting dispensed with at the discretion of the Board of Directors upon prior notification to the membership.

Section 3. Special Meetings. A special meeting of the members of the Club may be called by the President at any time on his own initiative, or by the President or Secretary upon the written request of five (5) members of the Board of Directors or upon the written request for the same signed by one-third of the members in good standing of the Club.

Section 4. Guests. Only members shall be present at the annual meeting. No person not a member of the Club shall be present at other meetings of members unless he shall be specially invited by a member of the Club.

Section 5. Quorum. At all meetings of members, the presence in person of fifty (50) members in good standing shall be necessary to constitute a quorum for the transaction of business.

Section 6. Parliamentary Procedure. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 7. Voting. Votes may be cast in person only and may not be cast by proxy.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers and Duties. The property affairs, business and Management of the Club shall be vested in a Board of Directors, normally consisting of fifteen (15) regular Directors. They shall have full power and it shall be their duty to carry out the purposes of the Club according to its Certificate of Incorporation and By-Laws. The Board of Directors may hold meetings at such times and places as they deem proper, admit members and suspend or expel them, appoint committees on particular subjects from the members of the Board or from other members of the Club, audit bills and disburse the funds of the Club, print and circulate documents and publish articles, carry on correspondence and communicate with others, employ agents and appoint delegates to associations or organizations of which the Club may be a member or for the purpose of conferring with any association or organization respecting any matter in which the Club may be concerned, make all contracts necessary for the proper transaction of the business of the Club, establish rules of conduct for the members and guests of the Club and for the use, care, and protection of the Club property and establish, impose and enforce or remit penalties for the violation of such rules, and devise and carry into execution such other measures as they deem proper and expedient to promote the objects of the Club and to best protect the interests and welfare of the members.

Section 2. Election and Term of Directors. At each annual meeting of members, a total of five (5) regular Directors shall be elected from among the nominees therefore for a term of three (3) years. The membership shall also elect Directors to fill any unexpired terms caused by death, resignation or otherwise occurring since the last annual meeting. Directors shall be elected by a plurality of the votes cast at each annual membership meeting. The five (5) Directors with the highest plurality shall serve for the three (3) year terms, the unexpired terms shall be filled by having the longest unexpired term going to the Director with the next highest plurality. In addition, the outgoing President shall remain on the Board as an additional Director for one additional year if his term as a regular Director expires with the President's term of office. The newly elected Directors shall enter upon the performance of their duties immediately upon their election. Except as hereinafter provided, Directors shall continue in office until their successors shall be duly elected and shall have assumed office.

Section 3. Meetings. Regular meetings of the Board of Directors shall be held at the Clubhouse on the third Thursday of each month at 8 o'clock P.M. Special meetings of the Board of Directors may be called by the President on his own initiative, or by the Secretary upon request of any three (3) members of the Board on five (5) days notice

to all Directors. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten (10) days later.

Section 4. Removal of Directors. Any Director may be removed with cause, at any time, by a vote of two-thirds of the members of the Board present at any special meeting of the Board of Directors, who shall absent himself from three (3) consecutive meetings of the Board of Directors, of membership meetings, or any combination thereof, unless he shall offer at the next regular meeting of the Board of Directors an excuse satisfactory to said Board, shall be deemed to have resigned as a member of the Board of Directors and shall forthwith cease to a member thereof.

Section 5. Vacancies. Whenever any vacancy shall occur in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay from among the members in good standing, by a majority vote of the remaining of the Board present at a regular meeting of the Board of Directors or at a meeting specially called for that purpose. A Director so chosen to fill a vacancy shall hold office until the next annual meeting, at which time the membership shall elect a Director for the unexpired term.

Section 6. Nominations. During the month of October of each year, the President shall appoint a Nominating Committee of three (3) members, none of whom shall be a member of the Board, which shall nominate candidates for Directors to be elected at the next annual election. At least twenty (20) days prior to the date of the annual meeting the names of the candidates selected shall be reported to the Secretary. Nomination of the candidates for Directors may also be made by submission to the Secretary prior to the call to order of the annual meeting of a nominating petition signed by ten (10) or more members in good standing. Only members in good standing for at least two years shall be eligible for nomination as a Director. Only members in good standing for at least three years shall be eligible for nomination as an Officer of the club. If the Board of Directors falls below fifteen members, the Board of Directors can appoint up to two interim Board of Directors, from all the members in good standing, to serve on the Board until the next election. At any time, the Board of Directors cannot consist of more than four members in good standing with less than three years of membership.³ An exception to the Bylaw change allows all current members have been grandfathered into the previous bylaw at the time of the bylaw change.

ARTICLE V

OFFICERS

Section 1. Number. The officers of the Club shall be the President, Vice-President, Secretary, Treasurer, Financial Secretary, and Membership Secretary.

Section 2. Election . The officers of the Club shall be elected from the members of the Board of Directors by a majority of the votes cast at each annual membership meeting. Officers shall assume office immediately upon election and shall hold office for one year or until their successors are duly elected and have assumed office.

Section 3. Powers and Duties of Officers. The powers and duties of officers of the Club shall be as follows:

- A. President. The President shall preside at all meetings of the Club and the Board of Directors and shall appoint such committees as he or the Club shall consider expedient or necessary. He shall be a member *ex officio*, with right to vote, of all committees except the Nominating Committee. The President shall execute all contracts made on behalf of the Club and shall perform such other duties and have such other powers as are necessarily incident to the office of President of the Club or shall be imposed or delegated upon him by the Board of Directors.
- B. Vice-President. In the absence of the President, the Vice-President shall perform his duties and for such purpose he shall be vested with all the powers of the President. In the event of the death or resignation of the President, the Vice-President shall so act until the Board of Directors shall fill the vacancy.
- C. Secretary. The Secretary shall keep the minutes of all meetings of the Club and of the Board of Directors. He shall conduct all correspondence and carry into execution all orders, votes, and resolutions not otherwise committed: he shall notify the officers of the election and notify members of their appointment to committees, and he shall generally devote his best efforts to forwarding the business and advancing the interests of the

Club. In case of absence or disability of the Secretary, the President may appoint a Secretary pro temp. The Secretary shall be the keeper of the Seal of the Club and of all its official records.

- D. Treasurer. The Treasurer shall keep an account of the monies received and expended for the use of the club, and shall make disbursements only as authorized by the Board of Directors, and approved by the Financial Secretary. He shall deposit all receipts in such bank or banks as shall be designated by the Board of Directors. At each regular meeting of the Board of Directors and at the annual meeting of the members of the Club, he shall make a report of the financial condition of the Club. The Treasurer shall furnish to the Club such bond as the Board of Directors may require, the cost of which bond shall be Borne by the Club.
- E. Financial Secretary. The Financial Secretary shall investigate, study, and examine all transactions of the Club involving money. His approval shall be required prior to the payment of any bill by the Treasurer.
- F. Membership Secretary. It shall be the duty of the Membership Secretary to keep a record showing the names and addresses of all Club members and the dates of payment of initiation fees, annual dues, and any special assessments. He shall instruct and swear in all new members after approval by the Board of Directors.

Section 4. Vacancies. If a vacancy occurs among the officers of the Club, the vacancy shall be filled for the unexpired term by the Board of Directors from among its members.

Section 5. Compensation. Officers shall receive no salary or compensation, with the exception that if it shall be deemed by the Board of Directors that the services actually rendered to the Club by the Secretary, Treasurer, Financial Secretary, or Membership Secretary shall become so burdensome as to require payment to such officers in order to secure a member to perform such services, then in such event the Board of Directors may provide for payment of such salary or compensation as it may deem reasonable for the services actually performed by such officers.

ARTICLE VI

AMENDMENTS

Section1. Method. These By-Laws may be amended, repealed, or altered in whole or in part by a two-thirds vote at any duly called meeting of the members of the Club, provided that the proposed change shall have been E-mailed to each member at his/her last recorded E-mail address or mailed to each member that does not have a recorded E-mail address at his last recorded mailing address at least ten (10) days prior to the date of the meeting at which such change is to be considered. ² Amendments to the By-Laws may be proposed either by the Board of Directors or by members in good standing. If proposed by members in good standing all proposed amendments must first be submitted to the Secretary in writing and signed by twenty-five (25) or more members in good standing.

Article VII ⁵

UNUSUAL INCOME, BEQUESTS AND GIFTS

Section 1. From time to time the Club may be in receipt of unusual income, bequests and/or gifts (hereinafter referred to as ~~%Additional Income+~~). Receipt by the Club of Additional Income (in a single tranche) of less than \$25,000 shall be treated as ordinary income and deposited into the Club's general operating account. If the Club receives Additional Income (in a single tranche) in excess of or equal to \$25,000, then 40% of such funds shall be deposited into a common savings account (~~%Saved Funds+~~) and the remaining 60% (~~%Capital Project Funds+~~) shall be deposited into a bank account separate from the general funds of the club.

Section 2. Treatment of Saved Funds. The Saved Funds will be invested by the Board of Directors at their sole discretion. Any investments (other than common savings accounts or certificates of deposit) will be managed by certified investment professionals at the direction of an independent financial committee appointed by the Board of

Directors. Accrued income from the Saved Funds will be swept into the general operating account. Access to the Saved Funds will be limited to legally mandated spending only in the event that there is an inability of the Club to meet its regular and ordinary obligations from its general operating funds. Any access to the Saved Funds will require a majority vote of the then current Board of Directors.

Section 3. Treatment of Capital Project Funds. Capital Project Funds shall be earmarked for spending on capital improvement projects and/or necessary repairs of the Club. Proceeding with a capital improvement project and/or necessary repairs shall be determined by a majority vote of the then current Board of Directors. A special meeting of the Members shall be called for the specific purpose of presenting the project for approval of the Members by a majority vote of a quorum of the Members entitled to vote. If the project is not approved, the board may choose to modify, change and re-introduce at a later time. If a project is approved, it shall proceed in the normal course of business.

Reprinted 2/02/2009 to record amendments approved thru 5/1/08

Amendments approved:

1 1/12/2012

2 1/10/2013

3 1/10/2013 amendment approved that supersedes the amendment approved 3/2/06

4 1/9/2014

5 8/3/2017 added section VII