

KAYADEROSSERAS FISH AND GAME CLUB. INC.

CONSTITUTION and BY-LAWS

2021

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ARTICLE I Name, Principal Offices, Mailing Address, Corporate Seal, Emblem or Badge

SECTION 1. Corporate Name.

This corporation shall be known and designated as KAYADEROSSERAS FISH AND GAME CLUB, INC.

SECTION 2. Principal Offices.

The principal offices of this corporation shall be located at 706 Geyser Road, PO Box 30, Ballston Spa, New York 12020.

SECTION 3. Mailing Address.

The mailing address of this corporation shall be Kayaderosseras Fish and Game Club, Inc., PO Box 30, Ballston Spa, New York 12020.

SECTION 4. Corporate Seal.

The seal of the corporation shall contain the name of the corporation, the state and year of incorporation, and shall be affixed to all documents and contracts in the option of the corporation or as otherwise required.

SECTION 5. Emblem or Badge.

The Emblem or Badge of the corporation shall be a bird and fish with a crossed rod and gun on a yellow shield.

ARTICLE II Objectives

SECTION 1. Objectives.

The objectives of this corporation shall include but no be limited to the advancement of the following: the protection, propagation and conservation of fish, game and insectivorous birds in both State and Nation, and procure the enactment of laws for the preservation of fish, game and forests, to do everything possible to eliminate pollution of our water courses, from the standpoint of public health, scenic beauty, and as an economic measure, as well as to restore fish and game life, to prevent the malicious destruction of property by hunters and fishermen, to assist in the prevention of forest fires, to interest and educate the general public in the sportsmanlike methods of taking fish and game, to interest and educate the general public in the vital necessity for reforestation and to bring about more friendly relations between sportsmen and landowners. To promote interest in hunting, fishing, trapping, trap and skeet shooting, pistol and rifle shooting, archery and other lawful sports. Encouragement of organized rifle and pistol shooting, trap shooting and archery among the residents of our community with a view toward a better knowledge on the part of such citizens of the safe handling and proper care of firearms, as well as improved marksmanship. To instruct junior club members in the proper handling of firearms and to also educate the true meaning of sportsmanship. To support sound legislation pertaining to the ownership and use of firearms and to oppose restrictive legislation regarding their ownership and use which may be detrimental to the interest of this corporation. To maintain an active range in support of the above-mentioned activities.

ARTICLE III Organization

SECTION 1. Organization.

The officers of this corporation shall consist of a President, Vice-President, Secretary, Treasurer and Chief Range Safety Officer. A Board of Trustees shall consist of at least nine (9) members.

ARTICLE IV Duties of Officers

SECTION 1. President.

It shall be the duty of the President to preside at all meetings of the corporation and Board of Trustees. He/she shall make an annual report of the activities of the corporation. He/she shall appoint all standing and special committees, enforce the observance of the constitution and by-laws, call special meetings whenever he/she shall deem it necessary, or at the request of five members in writing. In the absence of the Secretary he/she shall appoint a Secretary *Pro Tempore*. He/she shall also appoint a Membership Director.

SECTION 2. Vice-President.

In the absence of the President, the Vice-President shall perform all duties pertaining to the office of President.

SECTION 3. Secretary.

It shall be the duty of the Secretary to keep a complete record of the proceedings of the corporation, to ensure notice of meetings and conduct correspondence. The Secretary shall within 72 hours following the conclusion of a meeting at which minutes were taken provide a draft copy thereof to be furnished to the appropriate member for posting of the Club's website for the membership to review prior to the next meeting at which such minutes are subject to review, correction, addition and modification prior to being accepted by the membership. He/she shall perform such other duties as the Board of Trustees may require.

SECTION 4. Treasurer.

The Treasurer shall have charge of all funds and securities of the corporation, and shall keep accurate account thereof, subject at all times to the inspection of the Board of Trustees, or any member of the corporation. He/she shall submit at each meeting of the Board of Trustees a statement of the financial condition of the corporation, showing all receipts and disbursements during the preceding period. He/she shall receive all money collected for the corporation by the Trustees and deposit the same in such bank as the Board of Trustees may designate. Such money shall be withdrawn only by checks signed by the Treasurer and countersigned by the President or Vice-President, or their designees as determined by the Board of Trustees, in payment of authorized expenditures.

SECTION 5. Chief Range Safety Officer.

The Chief Range Safety Officer shall have full charge of the range and shall appoint a sufficient number of Deputy Range Safety Officers upon approval of the Board of Trustees, to safely supervise all range activities. She/He shall give a report at each meeting and turn over all monies to the Board of Trustees to be turned over to the Treasurer. She/he shall be responsible for preparing a Range Operations Guide for use by the Club, subject to the approval of the Board of Trustees.

SECTION 6. Deputy Range Safety Officer.

The Deputy Range Safety Officers shall report directly to the Chief Range Safety Officer. The Deputy Range Safety Officers shall assist the Chief Range Safety Officer in the responsibility of maintenance and safe operation of range activities. The Deputy Range Safety Officers shall be in charge of the following: archery, trap, skeet, shotgun, rifle and pistol ranges. The Deputy Range Safety Officer can assume the responsibility of the range activities in the absence of the Chief Range Safety Officer.

SECTION 7. Membership Director.

The Membership Director shall process all applications for membership and shall be responsible for the transfer to the Treasurer of all dues collected for and on behalf of the corporation. He/she shall be responsible for keeping a list of members, including their addresses, provide a current list of members names to the Board of Trustees and maintain the waiting list.

ARTICLE V Board of Trustees

SECTION 1. Members.

The Board of Trustees shall consist of nine members, as follows: five (5) trustees presently serving staggered terms of three (3) years; two (2) additional trustees each designated "Trustee-At-Large" which positions shall commence upon the election immediately following the adoption of this Constitution and By-Laws and each of which terms shall be for three (3) years each, two (2) *Ex Officio* officers of the Board of Trustees to be the elected President and elected Chief Range Safety Officer who shall only serve as *Ex Officio* members of the Board of Trustees during said Officers' respective terms of office as President and Chief Range Safety Officer, as provided below.

SECTION 2. Term.

Members shall be elected for 3-year term, except the President and Chief Range Safety Officer each of whom shall be *Ex Officio* members of the Board of Trustees, which positions shall be immediately effective upon the adoption of this Constitution and By-Laws. Said terms as *Ex-Officio* members of the Board of Trustees shall be served during said Officers' respective terms of office as President and Chief Range Safety Officer.

SECTION 3. Quorum.

A quorum for a Board of Trustees meeting shall be at least five (5) members thereof.

SECTION 4. Authority and Funds.

The Board of Trustees shall have charge of the business affairs of the corporation and collect all monies due the corporation and turn same over to the Treasurer.

SECTION 5. Standards and Procedures for Membership.

The Board of Trustees shall set the standards and procedures for accepting new members, including, but not limited to, the application process and any training or orientation, as necessary.

SECTION 6. Suspension of Member.

The Board of Trustees shall have the power to suspend the membership of any member for any conduct which, in their judgement may endanger the welfare, interests, good order or characters of the Club as provided herein.

SECTION 7. Member Code of Conduct – Procedure.

Any member found guilty of unsportsmanlike conduct or of any conduct detrimental to the welfare of the organization or of willfully not adhering to the Range Operations Guide, after being made aware of the violation(s), may be suspended or expelled from the Club by the Board of Trustees after being represented before the Board of Trustees and given the opportunity to be heard.

SECTION 8. Audit and Finance Committee.

There shall be an Audit and Finance Committee consisting of any three (3) members of the Board of Trustees which shall approve all payments made by the Treasurer and which will audit the Treasurer's books at the February Trustees meeting.

SECTION 9. Attendance Requirement.

Any member of the Board of Trustees, except *Ex Officio* members thereof, who shall absent herself/himself from three (3) consecutive meetings of such board, unless she/he shall offer at the next meeting an excuse for her/his absence, which is acceptable to the President, shall be deemed to have resigned as a member of said board and ceased to be a member thereof.

ARTICLE VI Standing Committees

SECTION 1. County Council.

A County Council committee shall be appointed at each annual meeting.

SECTION 2. County Council - Delegate and Alternate Delegate.

There shall be a Delegate and an Alternate Delegate to the County Council, each position shall be elected at the annual meeting for one-year terms.

SECTION 3. Event, Activity and Venue Committees and other Standing Committees.

The following Event, Activity and Venue Committees and other Standing Committees, none of which shall exercise the authority of the Board of Trustees, shall be appointed by the President, as needed, at each Annual Meeting or as soon thereafter as practicable:

- 1) Action Pistol Shooting Committee;
- 2) Archery Committee;
- 3) Cowboy Action Shooting;
- 4) Fish Committee;
- 5) Game Committee;
- 6) A Girl and a Gun
- 7) Publicity Committee;
- 8) Bulls-Eye Committee;
- 9) Range Safety Officers Committee;
- 10) Equipment;
- 11) Five-Stand Shotgun;
- 12) Grounds;
- 13) House;
- 14) Hunter Safety;
- 15) Kitchen;
- 16) Legal;
- 17) Legislative;
- 18) Membership;
- 19) MPRC Range;
- 20) NRA Membership;
- 21) Pistol;
- 22) Plinking;
- 23) Rifle;
- 24) Saratoga Advanced Pistol Course;
- 25) Saratoga County Basic Handgun Safety Course;
- 26) Skeet;
- 27) Training;
- 28) Trap;
- 29) Website;
- 30) Wild Bunch Cowboy Action Shooting;
- 31) Youth Activity.

Event and Activity Committees – Purpose/Operation

SECTION 4. Event, Activity and Venue Directors.

- 1) Designation of event, activity and venue committees shall be formed by the President and approved by the Board of Trustees consistent herewith from time to time as to the needs of the Club and members interest dictate. Titles may include but are not limited to those designated herein.
- 2) Event, Activity and Venue Directors (and co-Directors) as deemed necessary will be designated each year by the President and a list of the persons so designated shall be filed with the Board of Trustees and filed by the Secretary.
- 3) Event, Activities and Venue Directors will select other members of the Club to act as committee members for their event, activity and venue. The names of such members shall be reported to the Board of Trustees at the next meeting of the Board of Trustees after appointment and filed by the Secretary.
- 4) An Event, Activity and Venue Director shall be the primary point or contact within the Club for their event/activity/venue and be responsible for the safe conduct and beneficial effects of each event/activity/venue and participants thereof which occurs upon the Club's property or if held elsewhere at that venue.
- 5) An Event/Activity/Venue Director shall work cooperatively with other Event/Activity/Venue Directors (as a group) to formulate the activity scheduling for the use of Club resources, including ranges, meeting area and outdoor environs.
- 6) An Event/Activity/Venue Director shall work cooperatively within the structure of the Club to promote the activity for which they have been appointed to represent. This should include the scheduling of events which will provide a source of revenue for the Club and the enhancement of their event/activity/venue among membership and among the general public.
- 7) An Event/Activity/Venue Director shall be the spokesperson for their event/activity/venue within the structure of the Club, and as such be in regular attendance at the various meetings of the Club, pertaining to schedule dates for activities usage, i.e.: league involvement, tournaments, instructions, etc.
- 8) An Event/Activity/Venue Director shall maintain in cooperation with the Club's Treasurer a record of the receipts, if any, and all income and other funds received credited the event, activity or venue committee for which they are the Director, (or Co-Director) and maintain records for the purchase of such goods and services as may be necessary for the continuation of their event or activity. Each Event/Activity/Venue Committee Director shall prepare an annual budget and submit it for approval at the October Board of Trustees' meeting.
- 9) An Event/Activity/Venue Director shall make regular reports to the membership on the status of their Event, Activity/Venue Committee and its finances, submit a full written report, and make a brief oral report, at the Annual Meeting.
- 10) An Event/Activity/Venue Director may hold elective positions in the Club as well as multiple positions as Event, Activity and Venue Committee Directorships.

ARTICLE VII Membership

SECTION 1. Application.

Application for Membership may be made by any person who is a permanent resident of the United States of America, 18 years or more of age.

SECTION 2. Balloting.

All candidates shall be balloted for.

SECTION 3. Life Members.

Any member with 25 years continuous service shall be deemed a Life Member free of dues.

SECTION 4. Junior Membership – Age.

A Junior Membership shall be open to persons between and inclusive of the ages of 12 through 18. A junior member must have a sponsor who is a member of the Club.

SECTION 4A. Junior Membership – Sponsor.

A sponsor of a junior member must be certified by a range official, before use of the range shall be allowed by the junior member.

SECTION 5. Family Membership.

A Family Membership shall consist of a member and any members of his or her immediate family, (spouse or domestic partner) children under 18 years of age residing in the same household. An additional fee of one-half (½) of the normal membership rate will be required.

SECTION 6. No Discrimination.

Other than the age limitations set forth herein, an applicant for membership's creed, race, color, sex, sexual orientation, national origin, marital status, disability, military status or predisposing genetic characteristics shall not have a bearing on the applicant's eligibility for Membership.

ARTICLE VIII Administration

Financial Provisions

SECTION 1. Budget.

At or prior to the October Trustees meeting each year, the budget numbers will be presented by the Treasurer to start the budget process. At the November Club Membership Meeting each year, the Trustees budget should be presented to the members for discussion. The budget should then be tabled until the December Annual Club meeting where it will be voted upon by the membership.

SECTION 2. Appropriations and Expenditures - Majority Vote Required.

All appropriations and expenditures of money shall require a majority vote of a quorum of the membership present at a regular membership meeting, which meeting shall be conducted in-person, electronically, or by a combination thereof.

SECTION 3. Emergency Purchases/Services over \$150.00.

All purchases and services costing over \$150 need prior approval from the Trustees by majority vote, with the following exceptions: if it is deemed an emergency, it would result in more damage, it would result in a significantly higher cost, it is needed immediately for an event/venue activity or it is a life/safety issue, then and in such event the President shall authorize the expenditure. The standard is would a reasonable person expect the Trustees to approve the purchase under one of the enumerated exceptions.

SECTION 4. Purchases/Services over \$1,000.00.

All purchases and services costing over \$1,000 need two bids/quotes presented to the Trustees. If only one company or person actually provides a bid/quote then the names of the other companies/persons that declined to bid/quote will be provided so that the Trustees can verify, if need be, that an attempt was made to provide more than one bid/quote.

SECTION 5. Purchases Within Pre-Approved Budget.

Any club event or activity with an approved expense budget may operate within that expense budget without additional approvals until the event or activity exceeds the pre-approved expense budget in which event the Trustees are to be notified if additional funds exceeding the pre-approved budget are sought.

SECTION 6. Contracts and Other Instruments.

All contracts, leases, agreements, and other instruments shall be approved in advance as provided herein and thereafter, signed and sealed on behalf of the Club by the President.

SECTION 7. Maintenance and Filing of Contracts, Etc.

The Sectary shall maintain originals and/or duplicities of all contracts, leases, agreements, or other such instruments which have been executed on behalf of the Club, in the Club's files located at the clubhouse.

SECTION 8. Capital Reserve Account - Creation.

By Resolution, dated July 9, 2018, heretofore duly adopted by the Board of Trustees, a separate Capital reserve Account has been established known as the Capital Reserve Account. The provisions of said Resolution shall be deemed continued and incorporated herein by reference as if fully set forth at length.

SECTION 9. Capital Reserve Account - Donations.

Donations to the Capital Reserve account may be earmarked by the donor for specific projects/items.

Dues

SECTION 10. Dues.

1) Dues - Payable in Advance.

The dues for membership in this corporation shall be payable in advance. Yearly dues shall cover the period from time of payment to the next succeeding annual meeting plus any period of time in which payment of dues is deferred by the Board of Trustees.

2) Dues - Calendar Year Membership.

Membership year shall be from Jan. 1 to Dec. 31.

3) Dues - Application After October 1.

Dues shall be payable at full rate for applicants applying after October 1 of the calendar year and shall be considered payment in full for the following year.

4) Dues – Amount.

The dues shall be as recommended by the Board of Trustees and approved by the membership.

5) Dues - Initiation Fee.

An initiation fee as recommended by the Board of Trustees and approved by the membership shall be charged each new member.

6) Dues - Junior Member.

The dues for a junior member as recommended by the Board of Trustees and approved by the membership shall be per year with no initiation fee.

Meeting Provisions

SECTION 11. Trustees' Meetings – Postponement/Cancellation.

Trustees' meetings that fall on nationally recognized holidays will automatically be moved to the following Monday. Any regularly scheduled Trustees' monthly meeting can be postponed to the following Monday by a majority vote of the Trustees. Only a majority vote of the Trustees can cancel a Trustees' meeting altogether.

SECTION 12. Membership Meetings – Regular, Annual and Special Meetings.

The Kayaderosseras Fish and Game Club, Inc. shall hold a regular meeting on the third Monday of each month and the December meeting shall be called the annual meeting. At this meeting the officers shall make their annual reports. Officers, Trustees, and County Council delegates shall be elected for the ensuing year.

SECTION 13. Meetings –Special Meetings - Call by Members or President.

- 1) Special Meetings - Call of The President - Call of Five Members.
Special meetings may be held at any time at the call of the President or upon written request of five members in good standing.
- 2) Business to Be Transacted At Special Meeting.
At a special meeting no business shall be transacted except that for which the said meeting was called.

SECTION 14. Meetings – Place of Meeting.

Unless exigent circumstances appear to exist or in fact exist, all meetings shall take place in the Clubhouse or grounds thereof (weather permitting).

SECTION 15. Meetings – Exigent Circumstances – President May Designate Alternate Place.

In the event of an emergency or likely overcrowding at a meeting or other event scheduled to occur in the Clubhouse (in excess of occupancy permitted by applicable Town Code or other applicable rules and regulations), the President upon notice to the Board of Trustees may designate an alternate location to hold such event within the Town of Milton, New York (in the community of Ballston Spa) for the meeting/event provided reasonable notice is transmitted to the membership by electronic means and posting of the details of the same on the KFG's website as soon as a determination is made of the alternate location. Persons present may be restricted to Voting Members in Good Standing dependent upon the legal capacity of the alternate facility occupancy.

SECTION 16. Meetings – Postponement of Membership Meetings That Fall on National Holidays.

Any regular membership or annual meeting that falls on a nationally recognized holidays shall automatically be moved to the following Monday.

Election Provisions

SECTION 17. Election - Ballot – Acclamation.

All elections of officers, trustee's county council delegate and alternate and county council delegate shall be by ballot except when there is but one candidate, in which he/she is elected by acclamation.

SECTION 18. Election – Inspectors – In-Person Voting.

At the election of officers held in-person only, or at that part of an election or meeting at which an in-person vote is to be taken, there shall be three inspectors appointed who shall receive and count all votes cast in the presence of members as provided by law.

SECTION 19. Elections – Only Members in Good Standing Eligible to Vote.

Only members in good standing shall be eligible to vote in any member elections for any elective position or be eligible to vote on any other issue/question. A member in good standing is defined as follows: 1) a member who is 18 years of age or older and 2) has not been suspended or otherwise disciplined by the Board of Trustees; and 3) has not been deemed to have resigned due to non-payment of dues; and 4) has remitted all dues, fees, or assessments due the Club.

SECTION 20. Member Voting Rights – Identification.

Each Member in good standing shall be entitled to one vote on each matter submitted to a vote of the Members. Members at in-person meetings, may be required to produce a Club identification card and to sign an attendance sheet with such Member's name and Membership number in order to attend a regular, special or annual in-person meeting at which such meeting Members are eligible to vote.

SECTION 21. Elections – Quorum – In-Person Only Voting.

Fifteen (15) members shall constitute a quorum for the transaction of any business at in-person regular monthly meetings, annual meeting and special meetings, which members shall consist of not less than three officers and three trustees.

SECTION 22. Conduct of Election - On-Line Voting and Paper Ballot Voting.

All election for position to be chosen by the membership shall be conducted principally via electronic on-line ballot with the option for members to cast a paper ballot at or prior to the annual meeting.

SECTION 23. Conduct of Election - Paper Ballot or Voting – Presiding Officer.

The President, as presiding officer will conduct and preside over elections when held in person.

SECTION 24. On-Line Voting – Commencement.

On-line voting will commence three (3) days prior to the Annual Meeting which Annual Meeting is scheduled for the third (3rd) Monday in December each year.

SECTION 25. Conduct of Election - Paper Ballot Voting – Written Secret Ballot.

Any in-person voting at the Annual meeting shall be done by written secret ballot if there is more than one candidate for the position, otherwise the secretary shall cast one (1) unanimous vote for the member running unopposed for said position.

SECTION 26. On-Line Voting – Closing of List of Candidates for Elective Office.

A list of candidates for elective office shall close upon the thirtieth date preceding the date fixed for the Annual meeting as provided for herein.

SECTION 27. All Elections - All Voting Issues - One Member – One Vote.

No member shall vote more than once for any elective office or such member shall face expulsion from membership in the Club for violation of Club rules, should it appear that said member voted more than one time for any elective position or on any issue submitted for vote of the Membership.

Administration

SECTION 28. Electronic Voting or a Combination of Electronic and In-Person Voting - Quorum Requirements at Annual or Special Meeting for Voting Purposes to Elective Office.

A quorum for the purpose of an annual election for elective office or for special meetings conducted by electronic voting or a combination of electronic and in-person voting at which there shall be conducted an election for office shall be votes cast by at least twenty per cent (20%) of

the membership entitled to vote by electronic ballots or in the event that electronic voting does not occur, the quorum for such vote shall be 20 members. Art. VI Sec. 6.1).

SECTION 29. Failure to Have a Quorum - Electronic Voting or a Combination of Electronic and In-Person Voting

If less than a total of twenty per cent (20%) of the membership entitled to vote by electronic ballot and by paper ballot at or prior to the Annual Meeting or Special Meeting convened for such purposes said election shall not be valid and the prior member holding said office shall continue to serve in said elective position until the successor is chosen by special election or at the next annual meeting as provided herein.

SECTION 30. Majority Vote Required

All persons running for elective office shall be elected by majority vote of the members in good standing voting, provided that a quorum of members entitled to vote therefore have cast a vote, either at an in-person meeting or electronic meeting or combination of the both in-person meeting and electronic meeting established therefore.

SECTION 31. Oath of Office Required.

All persons elected to office shall take or subscribe to an oath of office in the affirmative, as follows, or as otherwise required by the Board of Trustees, subject to approval by the membership:

I do solemnly swear (or affirm) that I will support the Constitution and By-Laws of the Kayaderosseras Fish and Game Club, Inc., to the best of my ability and that I will well and faithfully discharge the duties of the office on which I am about to enter.

Membership Meeting Provisions

SECTION 32. Membership Meetings – In-Person Meeting or Part Thereof - Call to Order – If No Quorum.

Each meeting shall be called to order promptly at the hour appointed and if a quorum be present meeting shall immediately proceed to the transaction of business. If less than a quorum be present at the hour appointed, the meeting shall be called to order, and if within thirty minutes from the time appointed for the meeting a quorum be not present, the meeting shall be adjourned without date and/or rescheduled at the President's option.

SECTION 33. Membership Meetings – Order of Business. .

At a regular monthly meeting of the membership the following order of business shall be observed:

1. Reading of minutes of previous meeting
2. Report of Treasurer
3. Report of President
4. Report of Board of Trustees
5. Report of any committees
6. Correspondence
7. Unfinished business
8. New business (including elections, when applicable)
9. Adjournment

SECTION 34. Membership - Transfer of Membership.

Membership in this Club is not transferable or assignable. In no event shall Membership keycards issued by the Club be given to or utilized by any person other than the Member to whom issued. Upon termination of Membership, the Member shall surrender his or her Membership keycard to the Club.

SECTION 35. Membership - Termination of Membership.

Membership will terminate on the death or resignation of a Member, the Member's failure to pay dues or other assessment imposed upon such member by the Board of Trustees, or on the Member's expulsion by the Board of Trustees.

SECTION 36. Membership - Reinstatement.

On written request signed by a former Member and filed with the Secretary, the Board of Trustees may, by the affirmative vote of two-thirds of the Members of the Board of Trustees, reinstate such former Member to Membership on such terms as the Board of Trustees may deem appropriate.

SECTION 37. Membership – No Proxy Voting Shall be Permitted.

Proxy voting shall not be permitted in any election or vote on any issue,

ARTICLE IX Member Benefits - Use of Club Property

SECTION 1. Storage of Member Property.

Campers/Boats/Trailers: Non-working members in good standing will be allowed to park their campers/boats/trailers in the designated camper parking area from October 1 thru May 1 for \$7/foot, payable in advance. The member is responsible for signing any liability release forms deemed necessary including, without limitation the terms hereof and/or providing proof of insurance, if required by the Trustees. Any campers/boats/trailers left on the property after May 1st will be subject to, but not limited to: fines, removal/towing, mechanics liens and/or eventual sale. The member will be subject to a \$7/day fine for the first 30 days (\$210.00). After 30 days, in addition to the fine, if the camper/boat/trailer is still there, legal action may be taken by the Club to have it removed, and/or a mechanics lien or other means of the Club obtaining title/possession can be pursued. (The daily fine shall continue to accrue until the matter is resolved). Exceptions may be made for extenuating circumstances such as the death of the member, incapacitation due to a severe medical condition, etc. Working members are exempt from the fee, will be allowed to park in approved areas of the Club, and the only date restrictions applicable are during the Heluva Rukus dates, if they are not camping at the event.

ARTICLE X Administration Provisions

SECTION 1. Operations - Emergency Situations.

During emergency situations, such as but not limited to, pandemics, national/state shutdowns, natural disasters, etc. the Board of Trustees/Officers shall take the necessary actions to safeguard the Club's assets, pay the bills and operate the Club as needed in order to protect the Club's physical and monetary assets, until such time as normal operations and procedures can resume.

SECTION 2. Operations - Club Closures.

A decision to shut the Club down entirely can be made by the Chief Range Safety Officer in extreme emergency situations, such as national and state emergencies, pandemics, natural disasters, etc. An emergency meeting will then be scheduled by the President to discuss the

situation with the Trustees as soon as possible. Since the Trustees and Officers have the fiduciary responsibility to safeguard the Club's assets, the decision to shut the club down and/or reopen it will be made formally by the Trustees and Officers thru a majority vote and the members so notified. This decision should be based upon the recommendation of the Chief Range Safety Officer, if applicable, and take into consideration such things as, but not limited to, the safety of the members, protection of the grounds, insurance issues, laws and Executive Orders, etc.

SECTION 3. Operations - Club Closures - Reopening Plans of Action.

In the event the Club is shutdown due to a pandemic, national/state shutdown, natural disaster, etc. and the reopening requires specific plans of action then the Event/Activity/Venue Director will present their plans to the Chief Range Safety Officer for approval. The Chief Range Safety Officer will apprise the President of such plans. If there are disagreements among the Chief Range Safety Officer, the President and an Event/Activity/Venue Director in regard to the Event Activity Director's re-opening plan, the plan will be presented to the Trustees for reconciliation and approval at a Special or Trustees' Meeting at which relevant parties shall have the opportunity to address the issues.

SECTION 4. Operations - Range Closures.

If the Chief Range Safety Officer closes a specific range for safety reasons, he/she shall work with the corresponding Event/Activity/Venue Director on a plan to correct or address the issue. If it is a non-specified venue such as the long range, pistol shack, etc., then he/she will address the issue with the President. The Chief Range Safety Officer and President shall notify the Trustees of any range closure lasting more than 48 hours and provide an update at the next Trustee meeting if the closure is still in effect.

SECTION 5. Operations - Range Use - Insurance Coverage Requirement.

When the range or other Club property is being used/rented to teach a class by an individual/company or other event, the user/renter shall have and file prior to the event a Certificate of Insurance in the amount of at least \$1 million naming the Club as an additional insured. In addition, at least one KFG range officer must be present while the range is being used.

SECTION 6. Elections – Term of Office – Officers, Trustees and other positions.

The term of office for all Officer positions are one-year. The term of office for all Trustee positions are three-years. Trustees term of office shall be staggered elections so that not all trustees terms expire at the same time. Existing trustees terms shall continue on the current schedule. With the addition of two trustee-at-large positions as provided herein, such positions shall be voted on at the next Club's annual meeting.

SECTION 7. Elections – Electronic Voting.

Balloting by the membership for all elective office positions at annual meetings or special meetings shall be provided for herein by electronic means. until implemented voting shall continue to be by personal appearance at applicable meetings by the membership, where the sequence of voting at such annual meeting or special meeting for officer, trustee or other position requiring member vote shall be as follows: starting from the shortest term to the longest term. For example, Officer positions (President, Vice-President, Treasurer, Secretary and Chief Range Officer) shall be voted on, then Trustee positions filling a vacancy whose term is not up that year, then Trustee positions whose terms are up that year. If more than one Trustee position is up for election, a nominee may specify if they are running for a specific position(s) or any position.

SECTION 8. Elections – *Ex Officio* Officer and Trustees Prohibited From Holding Multiple Voting Positions.

Except as otherwise provided herein and as otherwise provided by the Not-For Profit Corporation Law, (§713) or subsequent provision addressed to the prohibition of officers holding multiple positions in domestic not-for profit corporations, Officer positions which are not *ex-officio* voting members of the Board of Trustees are able to serve as Trustee-at-Large with the right to vote in Board of Trustee meetings. No member shall be permitted to hold two voting positions in the Club as the same time, i.e., Trustee, Trustee-at-Large, President or Chief Range Safety Officer.

SECTION 9. Elections – Vacancies.

If an elective position becomes vacant at time after the election of a member to an office as provided herein, for whatever reason the President shall call for a special meeting of the membership for the purposes of electing a member to serve out the remaining term of the office which became vacant unless the annual meeting is scheduled to occur within 30 days of the vacancy at which meeting elections are scheduled to occur.

SECTION 10. Administrative - Suspension or Expulsion of Members.

1) Procedures.

If a complaint against any Member shall be brought before the Board of Trustees by any other Member and filed with any Member of the Board of Trustees, then such Member of the Board of Trustees shall bring the matter to the notice of the entire Board of Trustees within five (5) days of the date of the complaint. The Board of Trustees may then, in the Board's discretion, cause an investigation to be had into the complaint. Should such investigation reveal that there was more likely than not a violation of any of the Bylaws, Rules or Policies then in effect at the Club, The Board of Trustees shall then request that the accused Member appear before the Board of Trustees and provide an explanation from the accused Member, and if the accused Member fails to explain or, after a hearing before the Board, is unable to justify his or her conduct, the Board of Trustees is empowered in their sole discretion to inflict a penalty or to pass a resolution suspending or expelling the accused Member from the Club. Any such vote authorizing the imposition of a fine, a suspension or expulsion shall be a simple majority of the Members of the Board of Trustees present at such meeting.

2) Grounds for Suspension.

A simple majority vote (which may be taken by electronic means) of the Board of Trustees shall have power to suspend or expel Members for infractions of the Rules, Policies or of any provision of the Constitution and By-Laws of the Club, for acts or conduct that they may deem disorderly or injurious or hostile to the interests of the objects of the Club, or for acts or conduct calculated to disturb the order, peace, or harmony of the Club or to impair the good name of the Club, pending a presentation of the charges under the procedures set forth under this Article X, Section 10 and the subdivisions therein stated.

3) Appeal by Member.

The offender may appeal from the determination of suspension or expulsion, as provided in this Constitution and By-Laws, under the procedure set forth in Section 10., 5) below of this Article X.

4) Preliminary Notice and Hearing.

Prior to the expulsion or suspension of a Member, the Member shall be entitled to a notice and hearing before the Board of Trustees.

5) Notice of Appeal.

A Member expelled or suspended from the Club by determination of the Board of Trustees may appeal such action within thirty (30) days after notice of the determination thereof is posted on the bulletin Board located in the Clubhouse and on the Club's website, by filing with the Secretary a written notice of his or her appeal and the reasons supporting such appeal.

6) Time for Hearing Appeal.

All appeals shall be heard at a regular meeting of the Membership, or a special meeting to be called for that purpose by the President or Board of Trustees, within thirty (30) days after notice of the appeal has been filed with the Secretary.

7) Hearing Procedure.

The President or Vice President shall preside at such meetings, and the cause of suspension or expulsion shall be reported by the Board of Trustees to the Membership then in attendance, with a statement of facts on which their determination was founded. At the appeal meeting, the appellant shall present his or her defense in writing, to which one Member of the Board of Trustees or the Chief Range Safety Officer for the Club may reply orally. The appellant or any one Member in the appellant's behalf may then answer orally, and a Trustee may speak in support of the charge; thereafter, no further discussion will be allowed.

8) Disposition of Appeal.

The presiding Officer shall then put the question to the Membership, as follows: "Shall the determination of the Board of Trustees in this case be upheld?" If a majority of those Members present vote in the affirmative, the determination will stand as the final judgment of the Club. If less than a majority of those present vote in the affirmative, then the determination of the Board of Trustees will be reversed and the appellant will be immediately restored to full Membership rights and privileges, and the Board of Trustees shall be precluded from again suspending or expelling the Member for the same offense based on the same facts and occurring at the same time and place as alleged in the original complaint.

SECTION 11. Administrative - Notices of Meetings and Other Matters— Requirements.

Written or printed notice stating the place, day, and hour of any meeting of Members shall be posted at the Club and sent either by U.S. mail, or via electronic mail or other means to each Member entitled to vote at such meeting to the mailing address or electronic mailing address provided by the Member on his or her application for membership or as stated upon the Member's most recent annual renewal form not less than ten (10) nor more than forty-five (45) days before the date of such meeting, or in the case of a removal of one or more Officers, Trustees, a merger, consolidation, dissolution, or sale, lease, or exchange of assets, not less than thirty (30) nor more than forty-five (45) days before the date of such meeting, by or at the direction of the President, the Secretary, or the Officers or persons calling the meeting. In case of a Special Meeting or when

required by this Constitution and By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

SECTION 12. Administrative - Notices of Meetings and Other Matters – Deemed Delivered.

If any notice required herein to be delivered to a Member, including but not limited to notice of a regular membership meeting, annual membership meeting, or Special Meeting such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Club based upon the most recent annual renewal form, or membership application, whichever is later, with postage prepaid or if sent by electronic mail, the notice shall be deemed delivered to the Member at the moment sent by electronic means to the electronic mailing address of the Member as provided on the Member's latest renewal form.

SECTION 13. Administrative - Waiver of Notice.

Whenever any notice is required to be given under the provisions of the N.Y. Not-for-Profit Corp. Law or under the provisions of the Certificate of Incorporation or the Constitution and By-Laws of the Club, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of such notice. Appearance by any such member entitled to such notice at such meeting without protesting or objecting thereto, shall be deemed equivalent to the giving of such notice and a waiver of such requirement.

SECTION 14. Administrative - Board of Trustee Meetings – Appearance by Members.

1) **Conditions for Appearance by Member.**

Any member in good standing shall be allowed to appear at a meeting of and address the Board of Trustees subject to the conditions listed below.

2) **Written Request.**

The member will notify the Club President in writing of the desire to appear and express an opinion relative to an issue or issues pertaining to the Club, or the operations thereof.

3) **Approval Necessary.**

The member will be allowed to express his or her opinion on the matter(s) contained in their written request provided that the President approves the appearance and the discussion by the member is limited to five (5) minutes, unless the Board of Trustees by majority vote at the time permits a reasonable expansion of said time limit.

4) **Option of Board of Trustees to Consider.**

The Board of Trustees may or may not consider the member's opinion relevant to the matter(s) and discussion at hand and shall inform the member as such.

5) **Restrictions Imposed Upon Member.**

The member shall not be allowed to make motions or vote on any matter at any meetings of the Board of Trustees.

SECTION 15. Administrative – Parliamentary Procedures - Robert's Rules of Order

The latest version of Robert's Rules of Order shall govern all questions of procedure at Membership meetings, including Trustees' Meetings and Special Meetings unless otherwise stated in this Constitution and By-Laws.

ARTICLE XI Public Relations

SECTION 1. Conservation Law Violations.

Since a conservation law violation or misdemeanor on the part of a member reflects upon the organization as a whole and every member thereof, any violator may be suspended or expelled by the Board of Trustees after a review of his violation.

SECTION 2. NRA Qualification.

If any member shall fail to meet the qualifications of membership in, or shall not be acceptable to membership in the National Rifle Association, such member may be expelled by the Board of Trustees.

ARTICLE XII Administrative – Indemnification of Trustees, Officers and Other Persons Elected or Appointed to Position

SECTION 1. Construction and Intent.

It is the intent of the provisions of this Article that the Club grant to its trustees, officers and other persons elected to position herein, indemnification to the fullest extent provided by law, including not only all the rights of indemnification stated in Article VII of the Not-for-Profit Corporation Law of the State of New York, but in addition thereto all other rights to indemnification and advancement of expenses allowable under law. For the purposes of this Article, the term "trustees, officers and other persons elected to position" as hereinafter defined, shall include each individual described in the section appearing immediately below. In the event of any ambiguity, the following provisions of this Article, shall be construed as liberally as possible in order that the "trustees, officers and other persons elected to position" as hereinafter defined, may be so indemnified to the maxim extent permitted by Law, provided however, that (pursuant to the substantive provisions of Not-For Profit Corporation Law § 721) no indemnification may be made to or on behalf of any trustee, director or officer if a judgment or other final adjudication adverse to the trustee, director or officer establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

SECTION 2. Persons Indemnified.

The indemnifications described in this section shall be extended to, and the term " Trustees, Officers and other elected persons" shall include, each and any person made or threatened to be made a party to any action, whether civil or criminal, including but not limited to any action or threatened action by or in the right of the Club, other than one by or in the right of the Club to procure a judgment in its favor, by reason of the fact that he, or she, or his or her testator or intestate is or was a Trustee or Officer of this Club or held an elective or appointed office.

SECTION 3. Statutory Indemnification Mandatory.

The Club shall indemnify any and all of its Trustees and Officers and members who hold or held an elective or appointed office, as defined in ARTICLE XII, SECTION 2 above, made or threatened to be made a party to an action or proceeding, involving the business of the Club, whether civil or criminal, as described in and to the fullest extent permitted by Article VII of the Not-For-Profit Corporation Law of the State of New York, as currently existing or as hereafter amended.

SECTION 4. Continuity of Rights.

The indemnification and advancement of expenses provided by or granted pursuant to this Article XII shall: (i) apply with respect to acts or omissions occurring prior to the adoption of this Article XII to the fullest extent permitted by law, (ii) survive the full or partial repeal or restrictive amendment hereof with respect to events occurring prior thereto, and (iii) shall survive each respective officers' term of office.

ARTICLE XIII Sale of Assets

SECTION 1. Sale of Assets – Terms.

In the event of sale of the KFG Club and/or land of the KFG Club, all monies must be put toward the purchase of a new club or merger with a club whose goals are similar to those of the Kayaderosseras Fish and Game Club and which club is exempt under Section 501(C)(7) of the Internal Revenue Service Code or the corresponding section of any future federal tax code.

SECTION 2. Sale of Assets - Notification to Membership.

Membership to be notified in writing of appropriate and pertinent information by posting thereof on the Club's website and by sending such appropriate and pertinent information to each members' designated email address by electronic means (including email), and by sending via First Class United States Postal Service mail to all members who have not registered an email address with their last renewal of membership, such said sale of assets must be approved by a vote of two-thirds (2/3) of the members present at the next meeting and if such vote is solely by electronic means or by a combination of in-person voting and electronic voting, two-thirds (2/3) of the members voting by both said electronic means and in-person vote shall be necessary to approve the sale.

SECTION 3. Sale of Assets - Alternate Conditions.

If the conditions stated in Section 1 cannot be fulfilled, the proceeds of the sale of land and assets will be distributed for one or more exempt purposes within the meaning of Section 501(C)(7) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE XIV Constitution and By-Laws

SECTION 1. Amendments – Procedure – Notice.

No amendment or amendments, revision or revisions shall be made to this Constitution and By-Laws unless the same are presented in writing at a regular meeting and unless it has laid on the table one month. Notice of such meeting to present such amendment or amendments, revision or revisions to the membership for approval shall be published in the local paper and/or sent to each members' designated email address by electronic means (including email), as well as by posting the same on the Club's website and shall be sent by First Class mail to all members who have not designated an email address on their last renewal of membership.

SECTION 2. Amendments – Two-Thirds Approval Necessary.

Any amendment or amendments, revision or revisions to be made to this Constitution and By-Laws must be approved by a vote of two-thirds (2/3) of the members present at the next meeting and if such vote is solely by electronic means or by a combination of in-person voting and electronic voting, two-thirds (2/3) of the members voting by both said electronic means and in-person vote shall be necessary to approve the adoption of such amendment or amendments, revision or revisions.

SECTION 3. Procedure - Posting - Distribution of Proposed Amendment(s) or Revision(s).

To adopt or amend the Constitution or By-Laws or any provision thereof the proposed amendment(s) or revision(s) shall be submitted to the membership by electronic means to those members who have indicated an electronic address upon their application for membership or last filed renewal thereof, and otherwise shall be distributed to members who have not specified an electronic address upon their application for membership or last filed renewal thereof by First Class United States Mail or by personal delivery, and shall be submitted in writing, at a regularly scheduled meeting of the Membership and disseminated to the membership not less than thirty (30) days prior to the date established for the commencement of electronic voting on the adoption thereof or if such electronic voting procedure has not been so adopted, at an in-person meeting where members may cast their ballots therefore at which the amendment(s) or revision(s) are to be voted on after submission to the membership as provided herein.

SECTION 4. Amendments - Inconsistent Provisions.

No amendment or addition to this Constitution and By-Laws may be inconsistent with, or contrary to, the objectives of this organization or the laws of this state.

SECTION 5. Amendments – Review of Constitution and By-Laws.

This Constitution and By-Laws shall be reviewed, at a minimum, every three (3) years for any potential desired amendment of or addition to the same.

SECTION 6. Posting of Copy of Constitution and By-Laws, and Rules and Regulations.

A copy of the Constitution and By-Laws, and Rules and Regulations and Range Operations Guide of the Club shall, at all times, be posted at the clubhouse and on the Club's website. as well as shall be distributed electronically to each member and by first class United States Postal Service mail to members who have not designated an email address on their last membership renewal application, as above provided.

SECTION 7. Signature and Preservation of Amendment(s) or Revision(s) Hereto.

If adopted, the written copy of the amendment or revision in the possession of the Secretary shall be sealed by the President signed by the Secretary, marked as adopted, dated, and permanently preserved with the minutes at which the vote was taken. If any rule or regulation or provision of the Not-For Profit Corporation Law of the State of New York required filing of a signed copy thereof, the Secretary shall then forward a copy to the appropriate state agency as required.

SECTION 8. Severability.

If any part(s) of this Constitution and By-Laws is determined to be unconstitutional, illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder hereof shall remain intact.

ARTICLE XV Conflict of Interest

SECTION 1. Conflict of Interest Policy.

In the interest of transparency the trustees, officers and key persons of this corporation shall strive to avoid any actual or perceived appearance of a conflict of interest in the discharge of their duties.

SECTION 2. Disclosure Required.

Trustees, officers and key persons shall disclose any instance in which they are involved in a decision or business dealing on behalf of the corporation that involves any person or entity that is a family member, related person or with which they are an employee or have a personal or business

relationship. They shall also disclose any matter they are involved in that has or could potentially have the appearance of a conflict of interest or potential conflict of interest.

SECTION 3. Procedure To Resolve Conflict Questions.

With regard to issues that belong before the Board of Trustees, at a Trustees meeting a majority vote of the Trustees present shall determine if a conflict of interest or potential conflict of interest exists and the action to be taken (particularly if it is a voting matter and whether or not the person(s) involved should recuse themselves or not on that particular matter). With regard to issues that belong at a membership meeting, a majority vote of the Officers present shall determine if a conflict of interest or potential conflict of interest exists and the action to be taken (particularly if it is a voting matter and whether or not the person(s) involved should recuse themselves or not on that particular matter). Issues brought up at a membership meeting in which the person disagrees with the determination of whether or not the appearance of a conflict of interest or potential conflict of interest exists can bring the issue before the Board of Trustees for a determination.

ATTEST:

Secretary

President

Date Circulated by Email/Posting on Web & First-Class Mail: _____

Date introduced at meeting: **May 17, 2021**

Date laid on table: **May 17, 2021**

Date Voted: **June 21, 2021**

Approved by a vote of the Membership at a meeting held for such purpose on _____
_____ and finally adopted by vote of the Membership on _____
_____ at a meeting held for such purpose.