

From: KFGC Member Arnold Firestone and KFGC Member Chris Goodness
To: KFGC Membership
Subject: By-Law Review Committee - Majority Members' Report to Membership
Date: May 17, 2021

On **July 7, 2020**, at 9:49am an email was sent by Chief Range Safety Officer, Kevin Harkins to KFGC Members Arnold Firestone and Chris Goodness advising them of the approval of the formation of a committee known as the "By-Law Review Committee." The email also advised the two members that Trustee Diane Schena was the "third person" to be a member of this "By-Law Review Committee."

On **July 9, 2020**, Trustee Diane Schena circulated by email a document which was referred to as "16 Trustees' Resolutions" and stated in the cover letter as follows:

We [referring to the five Trustees] agreed on the ones presented [meaning the Trustees' Resolutions] at the meeting [meaning Trustees' Meeting] and these are the ones that should be concentrated on for wording, etc. and looked at for comparison to other clubs (ie the purchasing requirements) or legality (camper legal actions). Any additional items from other clubs that specifically stand out should be considered, **but not a complete rehaul of our bylaws.**

On **July 14, 2020**, Committee member Firestone in an email sent to President Schwartz, with copies to all members involved in the "By-Law Review Committee" (sending copies of the email to the three By-Law Review Committee members, as well as to KFGC CRSO). Committee member Firestone questioned the scope of the By-Law Review Committee's mission in view of Trustee Schena's email indicating that "a complete rehaul of our bylaws" should **NOT** be undertaken.

On **July 14, 2020**, President Schwartz replied to Committee member Firestone in an email sent with copies thereof to all involved persons, as follows:

Arnold - It is my opinion that ALL the By-Laws and any other written rules, laws, etc. should be reviewed for timeliness, relevance, bias and legality. If this means that all the work done so far needs to be scrapped and started over, so be it. We have about 700 members that will be given the opportunity to vote on any changes and we should not present a less than thorough effort.

Greg

On **July 30, 2020**, the Trustees' circulated an email the subject matter of which stated: "16 Trustees' Resolutions." and proposed that KFGC's Range Operations Guide (ROG)

which they referred to as "Standard Operating Procedure" be expanded to include those 16 Resolutions and that the vote of the membership thus be by-passed in favor of the quick adoption of a revised ROG which in reality embodied changes to our Constitution and By-Laws.

On **August 16, 2020**, Committee member Firestone submitted, by email, to the Officers and Trustees, a memorandum entitled "**KAYADEROSSERAS FISH AND GAME CLUB, INC. (KFG) - An Overview of its Creation and Governance Under New York State Laws**" advising of the legal hazards of such course of action described above, and potential cost it could run should a legal challenge be made to that procedure.

On **August 17, 2020**, Committee member Firestone personally appeared at a Trustees' Meeting and addressed the trustees and officers present. Following that event, it appeared that no further action took place seeking to modify KFGC's "Range Operations Guide/Range Rules" (ROG), which has frequently been mis-identified as "Standard Operating Procedures (SOP's)."

On **September 14, 2020**, at a Trustees' Meeting held that day, a discussion was had among the trustees pertaining to the by-laws and memorialized in the Minutes of that meeting taken by KFGC Secretary Kim LaFlair.

An excerpt of the applicable entry in the official Trustees' Meetings Minute book of September 14, 2020 states (which obviously includes shorthand notations):

7 Discussion
By Diane

* * *

An outside lawyer to look over
-rolls[sic] in not for profit bylaws
-rolls[sic] in need to be define[sic] for
officers : trustee -

define roll(sic)

Doesn't look like there is any difextion{sic}
for Officer or trustee.

Diane 1st 2nd Dan

Passed vote - to look in to this with
Outside lawyer about rolls[sic] -

Absent from the official minute book was a "resolution" or notation which was passed by the 5 Trustee to retain Attorney Trainor at the rate of \$300 per hour all of which occurred in the presence of Committee Member Firestone.

It appears that the retention or hiring of Attorney Trainor at \$300/hour and paying his Law Firm approximately \$3,500.00 was not in compliance with the KFGC Constitution provision which is reproduced below:

Article VIII

Appropriations and Expenditures

Section 1. **All appropriations and expenditures of money shall require a majority vote of a quorum present at a regular meeting.**

On **October 9, 2020**, a full rewrite of our Constitution and By-Laws under the subject of: **“Draft of Revision of Constitution and By-Laws KFGC 10-7-2020”** was sent by email to all trustees and officers as the Majority Report of the By-Law Review Committee¹.

The **“Draft of Revision of Constitution and By-Laws KFGC”** integrated the KFGC’s Constitution (which had been approved/adopted in July of 2016 by the membership), and integrated the KFGC’s By-Laws (the latter having approved/adopted 8-1-2016), the Majority Report’s version of the 16-Trustees’ Resolutions as well the majority committee members opinion of the best provisions taken from SaraSpa and Sportsmen’s Club of Clifton Park’s respective governance documents into their **“Draft Revision.”**

Neither Committee member Firestone or Committee member Goodness ever received any **“formal”** response from any trustee pertaining to the substance of this **“Draft Revision of the Constitution and By-Laws”** submitted on October 9, 2020, except some cursory comments/questions at a trustees’ meeting by two trustees to Committee member Firestone.

On **December 7, 2020**, at a Trustees’ Meeting held that day, a discussion was had among the trustees pertaining to making the **“bylaws up to date”** and memorialized in the Minutes’ of that taken by KFGC Secretary Kim LaFlair.

The December 7, 2020 excerpt of the applicable entry in the official Trustees’ Meetings Minute book states with reference to the bylaws”(which obviously includes shorthand notations):

Bylaws commty[sic] should be made to make
The bylaws up to date. The trustees
Will be the commty[sic].

¹ One trustee was sent this document by priority USPS mail which also included copies of the full governance documents from SaraSpa and Sportsmen’s Club of Clifton Park.


On **April 19, 2021**, at the membership meeting held that day at KFGC, Trustee Diane Schena made a motion which was seconded by Trustee Dan Scriptor, to start the process prescribed in the KFGC By-Laws (Article V, Section 1,²) for the membership to consider adopting a document she referred to as the "bylaws" at the next monthly meeting (which she specified was to be held on May 17, 2021). As a result of an error in the calculations, the earliest membership meeting at which such amendments may be legally considered by the Membership is June 21, 2021 and notice of such change was posted on KFGC's Website.

At the **May 17, 2021**, Membership Meeting "questions" and discussion of the Trustees' proposed bylaws is to take place.

At the **May 17, 2021**, Membership Meeting an updated single governance document, entitled KAYADEROSSERAS FISH AND GAME CLUB. INC. CONSTITUTION and BY-LAWS-2021, will be presented to the Membership for consideration of being approved and adopted by the Membership pursuant to KFGC existing protocol described herein.

June 21, 2021 is the projected date when the Membership will have an opportunity to vote on adopting the **KAYADEROSSERAS FISH AND GAME CLUB. INC. CONSTITUTION and BY-LAWS-2021**.

Respectfully submitted:



Arnold Firestone



Chris Goodness

² The procedure is stated in KFGC's existing By-Laws (which has a time table specified and which must be followed to have the adoption of the "new/modified/amended" by-laws as a whole or any specific modification submitted for approval to the membership. The article referred to is Article V, Section 1 reproduced as follows: **No amendment shall be made to these by-laws unless presented in writing at a regular meeting and unless it has laid on the table one month. Notice of such amendment or amendments to be published in the local paper and/or in electronic format and then must be approved by two thirds of the members present at the next meeting.**