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**RESTATED BYLAWS OF  
ROSEBURG ROD AND GUN CLUB, INCORPORATED  
(A Nonprofit Corporation)**

**ADOPTED ON JULY 17, 2008**

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**ARTICLE I  
NAME AND OBJECT**

11 The name of this Corporation shall be Roseburg Rod and Gun Club; its duration  
12 shall be perpetual. Its objects are:

13  
14 (a) Promote the protection and stimulate the increase of fish and game life.

15  
16 (b) Create a better understanding between the general public and members of law  
17 enforcement agencies, and the club's members.

18  
19 (c) Instill in its members and the general public a greater appreciation of the value  
20 of our natural resources.

21  
22 (d) Promote interest in trap, pistol and rifle shooting, archery, fishing, and other  
23 lawful related sports; provide education to young people and members of the  
24 general public in safe equipment handling techniques, honesty, good-fellowship,  
25 self-discipline, team play and self-reliance which are the essentials of good  
26 sportsmanship and the foundation of true patriotism.

27  
28 (e) Generally engage in any lawful activity calculated to increase and perpetuate  
29 fish and game life.

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**ARTICLE II  
MEMBERSHIP**

34 SECTION 1: Membership in this corporation shall be open to all persons, and shall be  
35 evidenced by a certificate of membership in a form approved from time to time by  
36 the Board of Directors. Memberships in this Corporation shall be non-transferable  
37 nor may they be assigned, and any purported or attempted assignment or transfer  
38 shall be void. For the purposes of this instrument, the term "member" shall refer to  
39 a member (or family) whose dues have been paid and who is in good standing.

40  
41 SECTION 2: Membership policy, classifications and dues may be set from time to  
42 time by the Board of Directors, and shall be defined in standing rules. Annual  
43 membership dues shall be due on a membership-year basis, beginning on the first  
44 day of July in a given year and ending on the last day of June of the following  
45 year. Dues for new members shall be prorated for the months remaining in the

46 July/June membership-year. No dues shall be refundable upon voluntary or  
47 involuntary termination of a membership.

48  
49 SECTION 3: A member may be expelled and his/her membership cancelled for  
50 violation of these Bylaws or for violation of any of the Rules or Regulations of the  
51 Corporation, or for conduct that endangers life or property or is prejudicial to the  
52 best interests of the club. Expulsion shall occur only after the member has had a  
53 hearing before the Board, and at least eight Board members have voted in favor of  
54 expulsion. A member expelled from the club may not again become a member  
55 except upon written application to and approval by a majority of the Board. No  
56 member of the Board of Directors may be expelled by these procedures, but may  
57 be expelled only as provided in Article VI, Section 6 of these Bylaws.

58  
59 SECTION 4: Any member may resign by notifying the Corporation of his/her  
60 resignation.

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62 **ARTICLE III**  
63 **FISCAL YEAR**

64  
65 The fiscal year of the Corporation shall begin on the first day of September in a  
66 given year and end on the last day of August of the following year.

67  
68 **ARTICLE IV**  
69 **MEETINGS OF MEMBERS**

70  
71 SECTION 1: The regular meeting of the members of this Corporation shall be held on  
72 a date specified by the Board of Directors at any regular or special board meeting.  
73 Notice of regular members' meetings shall be given not less than ten (10) days  
74 prior to the meeting.

75  
76 SECTION 2: Special meetings of the members may be called from time to time by  
77 the Board of Directors or by a request in writing signed by not less than twenty  
78 percent (20%) of all members presented to the Secretary of the Corporation.  
79 Notice of meetings shall be mailed to each member not later than ten (10) days  
80 prior to the date of the meeting, and shall specify the date, time and place of the  
81 meeting. Notices of special meetings shall also specify the purposes for which it  
82 has been called, and no business other than that specified in such notice shall  
83 come before the members.

84  
85 SECTION 3: A majority of the members present in person or by proxy shall be  
86 sufficient to pass any question before the members at any meeting, or to elect any  
87 Board member or Officer.

88  
89 SECTION 4: Every member entitled to vote at any meeting may vote by proxy. A  
90 proxy shall be in writing, shall bear an issue date, shall be exhibited to the

91 Secretary at the meeting during which the person attending intends to act thereon.  
92 Unless otherwise specified on its face, a proxy shall expire upon expiration of the  
93 membership of the member giving the proxy or eleven (11) months from issue date,  
94 whichever shall first occur.

95

96 SECTION 5: The President shall chair all meetings, and shall determine the order of  
97 business.

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100 **ARTICLE V**  
101 **PARLIAMENTARY AUTHORITY**

102

103 The rules contained in the current edition of 'Roberts Rules of Order' shall govern  
104 the Corporation in all cases to which they are applicable and in which they are not  
105 inconsistent with these bylaws and any special rules of order the Corporation may  
106 adopt.

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109 **ARTICLE VI**  
110 **DIRECTORS**

111

112 SECTION 1: The property, affairs, activities and concerns of the Corporation shall be  
113 vested in a Board of Directors consisting of fifteen (15) Directors. Their terms and  
114 the manner of election shall be as provided in Article X. The members shall enter  
115 upon the performance of their duties and shall continue in office until their  
116 successors are duly elected and qualified.

117

118 SECTION 2: The Board of Directors shall: (1) act in all matters concerning expulsion  
119 of members and re-admission of expelled members, (2) audit bills and direct the  
120 disbursement of the funds of the Corporation, (3) employ such agents as are  
121 necessary and appropriate, (4) provide for the maintenance of the corporation's  
122 facilities and property, and (5) devise and carry into execution such other matters  
123 as it deems expedient to promote the objectives of the Corporation and to best  
124 protect the interests of the members.

125

126 SECTION 3: Regular meetings of the Board of Directors shall be held on the second  
127 Tuesday of each month, excepting, however, that if such day is a holiday, the  
128 meeting shall be held the following day. Special meetings may be called from time  
129 to time by the President or any three members of the Board, and shall be held  
130 pursuant to notice. Notice shall be sent to all Board members for all special  
131 meetings not later than three (3) days prior to the meeting, and shall specify the  
132 time, date and place of the meeting. Notices of special meetings shall also specify  
133 the purpose for which it has been called, and no business other than that specified  
134 in the notice may be transacted at such special meeting. A quorum for the  
transaction of business at any meeting shall be a majority of Directors, and any  
issue may be carried by a majority of those present. Directors shall have proxy

135 voting rights as members at membership meetings, but no proxy rights shall exist  
136 in them as Board members or during voting on Board matters.

137  
138 SECTION 4: If any member of the Board shall be absent for three consecutive  
139 meetings and the Board shall not so excuse such absences, or if any member of the  
140 Board shall miss a total of six (6) meetings within a twelve (12) month period, the  
141 Board shall declare his/her seat vacant and proceed to fill the vacancy in the  
142 manner provided herein.

143  
144 SECTION 5: Whenever a vacancy occurs in the Board of Directors, that vacancy shall  
145 be filled without undue delay by a majority vote of the remaining Directors.

146  
147 SECTION 6: Any one or more Directors may be removed from the Board either with  
148 or without cause at any time by the members at a general meeting or a special  
149 meeting called by the membership in the manner provided above for that purpose.  
150 Twenty percent (20%) of the total membership, including proxies, as of the date of  
151 the special meeting shall constitute a quorum for expulsion, and a vote of two-  
152 thirds of a quorum, including proxies, shall be required for removal.

153  
154 SECTION 7: No Officer or Board member, nor any voting member of a standing  
155 committee, shall receive any compensation or salary for services rendered to the  
156 Corporation.

157  
158 **ARTICLE VII**  
159 **OFFICERS**

160  
161 SECTION 1: The Officers of this Corporation shall be a President, Vice-President,  
162 Secretary and Treasurer. They shall be members of the Board of Directors and the  
163 manner of their election and term of office shall be as provided in Article X.

164  
165 SECTION 2: The President shall be the chief executive officer of the Corporation, and  
166 shall preside at all meetings of the membership and the Board of Directors. He/she  
167 shall appoint all committees as provided in Articles VIII and IX. He/she shall  
168 communicate to the members and/or the Board such matters and make such  
169 suggestions that are intended to promote the prosperity, welfare and usefulness of  
170 the corporation. The President will appoint an audit committee at the end of each  
171 fiscal year to conduct a basic review of corporate business functions. The  
172 President shall perform all other duties incident to the office of President.

173  
174 SECTION 3: In case of the death or absence of the President, or his/her inability for  
175 any cause to act, the Vice-President shall perform the duties of this office.

176  
177 SECTION 4: It shall be the duty of the Secretary to give notice of and attend all  
178 meetings of the Corporation and keep a record of their proceedings; to conduct all  
179 correspondence and to carry into execution all orders, votes and resolutions not

180 otherwise committed; to keep a list of the members of the Corporation; to notify all  
181 Officers and Board members of their election; to notify members of their  
182 appointment to committees; to act as the inspector at all elections; to prepare  
183 under direction of the Board of Directors an annual report of the transactions and  
184 conditions of the Corporation and generally to devote his/her best efforts to  
185 forwarding the business and advancing the purposes and interests of the  
186 Corporation.

187  
188 SECTION 5: The Treasurer shall keep an account of all monies received and  
189 expended for the use of the Corporation, and shall make disbursements only of  
190 claims approved by the majority of the Board of Directors. He/she shall collect all  
191 fees and dues, account for the same, and deposit them into corporate accounts  
192 approved by the Board of Directors. All funds not immediately necessary for  
193 regular operation of the Corporation shall be maintained at interest in depositories  
194 approved by the Board. No corporate funds may be withdrawn except on the  
195 signature of the Treasurer. He/she shall maintain a set of books and accounts  
196 which shall be open to inspection at any reasonable time by the Board of Directors,  
197 and shall report to the Board of Directors on the financial condition of the  
198 Corporation at all regular Board meetings.

199  
200 SECTION 6: A vacancy in any office shall be filled in the manner provided above for  
201 the filling of a vacancy on the Board of Directors (refer to Article VI, Section 5).

202  
203 **ARTICLE VIII**  
204 **STANDING COMMITTEES**

205  
206 SECTION 1: The President, at the beginning of his term and without undue delay,  
207 shall appoint the following standing committees consisting of an odd number of not  
208 less than three nor more than seven, of Corporation members in good standing,  
209 each subject to ratification by the Board of Directors:

- 210
- 211 Bylaws Committee
- 212 Events Committee
- 213 Facilities Maintenance Committee
- 214 Finance Committee
- 215 Grant Committee
- 216 Rules Committee

217  
218 Eligibility for serving on any Standing Committee shall be limited to one person per  
219 membership or household.

220  
221 SECTION 2: The purpose of these standing committees is to monitor and review their  
222 respective areas of responsibility and make recommendations to the Board of  
223 Directors. When deemed appropriate by the respective committees, or upon  
224 request of the Board or the President, they shall present formal documents to be

225 considered for adoption by the Board or the general membership.  
226

227 SECTION 3: During the first meeting of each newly formed standing committee, its  
228 members shall elect officers to serve as Chairman, Vice Chairman, and Secretary.  
229 Subsequent elections shall be held without undue delay to fill vacancies in  
230 committee officer positions.

231  
232 SECTION 4: Vacancies in non-officer positions shall be filled without undue delay in  
233 compliance with Section 1 of this Article. The involuntary removal of standing  
234 committee members shall require a majority vote of the Board of Directors (refer to  
235 Article VI, Section 3).

236  
237 SECTION 5: The term of the members of standing committees shall coincide with the  
238 present and reelected terms of the appointing President, or until their successors  
239 have been chosen.

240  
241 **ARTICLE IX**  
242 **SPECIAL COMMITTEES**

243  
244 SECTION 1: The Board of Directors, or President, from time to time, may appoint  
245 special committees, consisting of an odd number of not less than three nor more  
246 than seven, of Corporation members in good standing, subject to ratification by the  
247 Board of Directors. Two such bodies to be formed annually are an audit committee  
248 (refer to Article VII, Section 2) and a nominating committee (refer to Article X,  
249 Section 2). Eligibility for serving on any Special Committee shall be limited to one  
250 person per membership or household.

251  
252 SECTION 2: The purpose of special committees is to perform a specific task and  
253 make recommendations to the Board of Directors. Upon request of the Board or  
254 the President, they shall present formal documents to be considered for adoption  
255 by the Board or the general membership.

256  
257 SECTION 3: During the first meeting of each newly formed special committee, its  
258 members shall elect officers to serve as Chairman, Vice Chairman, and Secretary.  
259 Subsequent elections shall be held without undue delay to fill vacancies in  
260 committee officer positions.

261  
262 SECTION 4: Vacancies in non-officer positions shall be filled without undue delay in  
263 compliance with Section 1 of this Article. The involuntary removal of special  
264 committee members shall require a majority vote of the Board of Directors (refer to  
265 Article VI, Section 3).

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267 SECTION 5: Special committees shall cease to exist upon completion of their stated  
268 mission.  
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**ARTICLE X**  
**ELECTION AND TERMS OF OFFICERS AND DIRECTORS**

SECTION 1: Election of Officers and Directors shall be held during the regular meeting of the members each year. Terms of office of Officers and Directors of the corporation, except as defined in Section 5, shall begin on the first day of September in a given year and end on the last day of August of the following year. No person shall be eligible to hold a seat on the Board or any office unless such person has been a member in good standing for not less than the two previous consecutive years. This requirement may be waived by the Board of Directors if such waiver is in the best interests of, and beneficial to, the Corporation. Eligibility to hold a seat on the Board or any office shall be limited to one person per membership or household.

SECTION 2: The Board will appoint a nominating committee prior to 90 days before the regular meeting of the members, in accordance with the terms of Article IX. The nominating committee shall make nominations consisting of one nominee for each upcoming vacant position, and each member shall be provided with a copy of the list of nominees together with their notice of the annual members' meeting. At the meeting, additional nominations may be made by a nomination and second by the members. When the nominations have been closed, elections shall take place by written ballot.

SECTION 3: The Directors' seats shall be numbered seat 1 through seat 15 respectively. The election of the four Officers of this Corporation shall be first held. The President shall fill seat 1 on the Board, the Vice-President shall fill seat 2 on the Board, the Secretary shall fill seat 3 on the Board, and the Treasurer shall fill seat 4 on the Board. The term of the Officers and seats 1 through 4 inclusive shall be one (1) year.

SECTION 4: The past President shall fill Seat number 5 for a term of one (1) year. In the event that the President shall be re-elected by the members for an additional term, seat 5 shall be filled in the manner provided in Section 2 hereof for a term of one (1) year.

SECTION 5: If the election is held on an even-numbered year, seats 6, 8, 10, 12, and 14 shall be filled by election, each for a term of two years. If the election is held on an odd-numbered year, seats 7, 9, 11, 13, and 15 shall be filled by election, each for a term of two years.

**ARTICLE XI**  
**AMENDMENTS**

These Bylaws may be amended, repealed or altered in whole or in part by majority vote at any duly organized meeting of the Corporation. Notice of any and all

315 proposed changes shall be mailed to each member no later than ten (10) days prior  
316 to the meeting at which the amendment is to be considered.

317  
318 I, the undersigned, the duly elected and acting Secretary, do hereby certify that the  
319 above Bylaws were duly adopted by the general membership of the Corporation on  
320 July 17, 2008.

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325 -----  
326 Jan Brassfield, Secretary

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