

BOYERTOWN ROD AND GUN ASSOCIATION, Inc.
CONSTITUTION & BY-LAWS

Founded: 1886
Organized: January 16, 1925

Revised: September 11, 2017
Incorporated: December 5, 1935

Physical Address:
295 Sunset Hill Rd., Earl Twp.
Berks Co., PA Mailing Address:
P.O. Box 76, Boyertown, PA 19512
Clubhouse Telephone: 610-689-5847

CONSTITUTION

Article 1 (Name)

This Association shall be called the Boyertown Rod and Gun Association, Inc.

Article 2 (Location)

The business and registered office of the Association is located at 295 Sunset Hill Road, Boyertown, PA in Earl Township, Berks County. The Governing Board shall have the authority and ability to change this address as may be necessary.

Article 3 (Mission Statement)

The Association was formed as a nonprofit association pursuant to the laws of the Commonwealth of Pennsylvania and the United States of America, for the preservation and propagation of game and fish of all kinds in the vicinity of Boyertown, PA.

Now with the changing times, our primary goals have evolved to providing safe ranges and facilities for shooting activities, teaching safety in all shooting disciplines, extending our financial support and know-how and our facilities to our younger generations, so that they may continue our work. We encourage and support organized shooting events for our members, as well as our neighbor club members, and all interested residents of our community. We are vigilant of our legislative body with respect to maintaining our second amendment rights as well as our shooting rights. We will promote and encourage legislators and legislation that will support these rights before they are gone.

The purposes of the Association are exclusively charitable, as set forth in the Articles of Incorporation. In pursuing such purposes, the Association shall not act as to impair its eligibility for exemption under the applicable portions of the Internal Revenue Code of 1986, as amended.

Article 4 (Funds)

The funds necessary for the conducting, maintenance and purpose of the Association, in addition to voluntary contributions, shall be raised by such entrance fees, dues assessments, charges as shall be prescribed by the By-Laws. Funds for the acquisition of property and erection or rental of building or buildings shall be raised in the same manner.

The Association shall operate under I.R.S. IRC 501(c)(7) as a non-profit social/recreational club, shall be nonpolitical and nonsectarian. The net profits of such shall not be privately inured to any member of the Association in accordance with IRC 501(c)(7). The use of any surplus funds for private inurement to any person in the event of a sale or dissolution of the Association is prohibited.

Article 5 (Governing Board)

The officers of this Association shall be a President, Vice-President, a Recording Secretary, Membership Secretary, a Trap Secretary, a Treasurer, and a Board of five Directors. These six officers and five directors, a total of 11 persons, shall constitute this Governing Board. The President of this Association, if elected, may serve two consecutive terms. All officers, excepting the Board of Directors, shall be elected annually at the regular meeting in December. The Board of Directors shall consist of five members, each for a three-year term. Terms shall be staggered so that each year, two of shall be elected, with the exception of every third year when only one shall be elected. In order for a member to hold any office listed herein, he/she must have attended six (6) meetings during the previous year and he/she must live within twenty-five (25) miles of the Clubhouse, unless waived by the Board and approved by the membership at a Regular monthly meeting. Directors and officers shall serve the Association with no compensation; however, they may be reimbursed for any and all expenses at the discretion of the Governing Board.

Article 6 (Powers)

The Association shall have no capital stock and shall have power to purchase and hold real estate and erect or rent such buildings as may be necessary for its purpose, and any estate, real or personal or mixed, which may be conveyed, donated, bequeathed, or demised to the Association shall ensure its use and benefit. The Association also shall have the power to perform such other acts as may be necessary and proper to carry out the mission and promote the purpose of the Association.

Article 7 (Duties of Officers)

Section 1. The duties of the President shall be to preside at all meetings of the Association and the Governing Board and enforce a strict observance of the Constitution and By-Laws, appoint Committees and perform all other duties pertaining to the office. The president shall also serve as an ex-officio member of all committees to observe and contribute to discussions, and as needed, shall cast a tie-breaking vote. The president shall also be authorized to execute all legal and financial documents, and to attend to all other matters as necessary for the proper function and operation of the Association.

Section 2. The Vice-President shall assist the President; however, in the absence of the President, he/she shall perform all of the duties pertaining to that office.

Section 3: The Recording Secretary shall keep the minutes of all meetings of the Association. He/she shall receive and answer all communications for and on behalf of the Association. He/she shall keep on file all communications and applications and he/she shall keep a record of all events important to the Association and its welfare. He/she shall act as secretary to the Governing Board.

Section 4: The Membership Secretary shall keep a correct and accurate informational record of all members. If new members are accepted at a monthly meeting, their information shall be added to the master records. The Membership Secretary shall be responsible for all deposits pertaining to membership. All membership funds, minus expenses, will be deposited and any expense receipts and any deposit records shall be given to the treasurer, or the funds and any expense receipts can be given to the treasurer for him to deposit in which case the treasurer will give a receipt to the Membership Secretary.

Section 5: The Trap Secretary shall have charge of all financial matters pertaining to trap shooting activities. The Trap Secretary shall be responsible for all deposits of Trap funds. He/she may deposit the receipts, minus expenses, and give the deposit slip and any expense receipts to the treasurer; or at the regular monthly meetings he/she shall turn his/her receipts over, minus expenses and start-up fees, a maximum amount to be established by the Association, to the Treasurer, and the Treasurer shall deposit these funds to the credit of the Association or to a special fund as directed by the Association.

Section 6: The Treasurer shall receive expense receipts, all deposit slips or monies from the officers or any other committee or fund raising function; give a receipt for the same if necessary, pay all orders (bills) drawn on the Association and render a statement thereof to the Association at each meeting. The treasurer shall have the authority to execute all financial documentation in order to assure the proper functioning and operation of the Association, subject to oversight and approval of the Governing Board regarding any matters involving expenditures over \$500.

Section 7: The Governing Board may, from time to time, extend or limit the aforementioned powers as may be necessary to carry out the purposes and objectives of the Association.

Article 8 (Duties of the Governing Board)

The Governing Board of the Association shall have charge of all of the business of the Association. They shall have charge of all property of the Association. They shall make all investments and float all loans when authorized by the Association. The Governing Board shall have the authority and responsibility to establish, manage, and administer policy in the general operations of the Association. They shall meet quarterly or as often as deemed necessary. The first meeting of each year shall be on or near the first Monday of February. The GB shall direct an annual audit, then submit a detailed report to the Association as soon as possible after the audit is completed.

Article 9 (Standing Committees)

The following standing committees may be appointed by the Governing Board at the January meeting each year. Committees such as Trap, Rifle, BB, Archery, Pistol, Muzzleloader, Hunter Education, Fish, Fundraising, Publicity, Forestry/Conservation, Security, Buildings and Grounds, Refreshment/Kitchen Committee, New Members committee, and Nomination Committee. Additional committees as deemed appropriate may be organized as deemed appropriate by the Governing Board. The duties of these committees shall be to advance the work of the Association in their specific areas. The chairman of each committee or their representative shall report at regular monthly meetings and furnish for the annual report a statement of their activities throughout the year.

Section 1: Shooting Committees.

- a. **Trap:** The Trap Secretary shall automatically be part of this committee; however another member may be designated as Chairman of the Trap Committee. This committee shall take full charge of arranging for and conducting trap shooting activities. They shall have charge of trap installations, trap repairs, the purchase of shooting supplies required by the shooting department, the employing of help for conducting shoots, etc., and present their bills at the regular monthly meetings for approval and payment. Club shoots shall be held regularly, on such dates as prescribed by the Trap Committee.
- b. **Rifle:** The Rifle Committee shall report on activities ongoing at the range, maintenance completed or required, and upcoming events if any.
- c. **Pistol:** Similar to Rifle Committee. The duties of this committee may be performed by the Leni Lenape Pistol Club and represented at meetings accordingly.
- d. **Archery:** Similar to Rifle Committee. The duties of this committee may be performed by the Popodicken Bowmen Archery Club and represented at meetings accordingly.
- e. **Muzzleloader:** Similar to Rifle Committee.
- f. **“B-B”:** Similar to Rifle Committee. As this committee has a standing account for Youth programs, this committee shall submit a financial report and a summary of ongoing and upcoming activities at regular monthly meetings as appropriate.

Section 2: Hunter Education- Shall arrange and schedule annual Hunter Education courses both at the club and at other sites, in cooperation with the PA Game Commission.

Section 3: Fish- Shall oversee activities at the BRGA Pond, as well as maintenance and upkeep.

Section 4: Fundraising- Shall oversee a designated fundraiser each year, such as a raffle, lottery, or other program to be approved by the Governing Board. The fundraising committee shall work with the Treasurer to ensure compliance with all local, state, and federal laws.

Section 5: Publicity and Outreach Committee- Shall bring the work of the Association before the public, in newspapers and magazine articles, as well as publication of the annual Association Newsletter. This committee should also develop programs aimed at Public Safety and/or Safety Awareness.

Section 6: Security- Shall oversee the operation and maintenance of cameras, door locks etc.

Section 7: Buildings and grounds- Shall monitor and maintain, or contract services for maintenance when appropriate, all buildings, grounds, and equipment owned by the Association not heretofore assigned to the oversight of another office or committee.

Section 8: Forestry and Conservation- Shall deal with subjects of the nature of conservation of forests, game, fish, purity of the streams and other natural resources indispensable for the well-being of the people.

Section 9: The Refreshment Committee- Shall have charge of all kitchen facilities and refreshments and provide reporting thereof at regular meetings.

Section 10: New Members Committee- Shall be responsible for induction and orientation of new Association members. The Membership Secretary shall automatically be part of this committee. Committeepersons will schedule New Member Education sessions and present these dates at the January regular meeting. At these sessions, they shall conduct a brief informative meeting with each applicant, after which each applicant (eleven years of age or older) will be required to participate in an Orientation and Range Safety class, complete necessary membership documents, and remit funds for membership. If approved by the membership committee, applications will be turned over to the Membership Secretary. At the next monthly Association meeting, the Membership Secretary or designate will submit these applications to the floor for review and introductions. The attending membership will then be allowed to submit information relative to these applicants. Following any discussions, the President shall call for a motion to accept by formal vote of eligible attending members. The

committee shall then ensure that approved members receive a membership card and any necessary Association information and see that any applicants not approved receive a refund.

Section 11: Nomination Committee - The President shall, at the September Meeting, appoint a committee of three members in good standing, excepting those who will be running for office in the upcoming election. The duties of this committee shall be to interview all Officers and Board members up for reelection to determine and or confirm their intention with respect to running again for the office they now hold. The Committee should then confirm the eligibility of any interested member as well as their willingness to run for and fulfill the duties of the applicable office. The Committee shall then prepare a list of their findings and submit them to the Recording Secretary, who will inform the President of this information monthly.

Section 12: Other Committees- Any other committees may be formed and appointed by the President with the oversight of the Governing Board. Once formed, a committee will be considered active until dissolved by the Governing Board.

Article 10 (Vacancies of Office, and the Removal of Officers or Directors)

Section 1: Charges and Removal. If any charges shall be brought against any officer or director for neglect of duty or conduct unbecoming his office, the same shall be referred to a special committee appointed by the Governing Board, to make a thorough investigation of the same and report to the Association at their next regular meeting for their action. No officer or director shall be removed from office except by 2/3 vote of the members present.

Section 2: Absences. If any officer or director shall be absent for three consecutive meetings without cause, his office may be declared vacant by majority vote of the members present.

Section 3: Vacancies. Should any vacancy occur, the Association shall at its next regular meeting elect another member to fill such vacancies.

Article 11 (Quorums)

Seven (7) members in good standing shall constitute a quorum of the Association for the transaction of business at a monthly meeting, excepting expulsion of a member or amendment to the Constitution and By-Laws, for which fourteen (14) members shall constitute a quorum.

Six members of the Governing Board (Officers and/or Directors, shall constitute a quorum of the Governing Board for the transaction of business.

Article 12 (Fiscal Year)

The fiscal year shall begin on January 1st and all annual dues and assessments shall be due and payable on the last day of this month.

Article 13 (Indemnification and Personal Liability of Directors and Officers)

Section 1: The Directors and Officers of the Association shall be indemnified by the Association to the fullest extent permissible under the laws of Pennsylvania where, because they are representatives of the Association and acting in such capacity, they may be made a party to any pending, threatened, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative. Indemnification shall apply to all expenses, attorney fees, judgments, fines, interest, settlements, or related fees or costs.

Section 2: No Officer or Director of the Association shall be personally liable to the Association for the debts, liabilities, or other obligations taken while acting in his or her official capacity unless: (1) the Officer or Director has breached or failed to perform his or her duties in accord with the standards of conduct contained in 15 Pa.C.S. 5712 of the Pennsylvania Nonprofit Corporation Law of 1988 and all amendments thereto; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, these provisions shall not apply to the responsibility or liability of a

Director or Officer pursuant to any criminal statute or the liability for the payment of taxes pursuant to local, State, or Federal law. Absent a breach of fiduciary duty, lack of good faith, or self-dealing, all actions taken by an Officer or Director shall be presumed to be in the best interest of the Association.

Article 14 (Conflict and Severability)

If there is a conflict between the Provisions of these Articles and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern. Should any of these Articles or provisions, in whole or in part, be held unenforceable or invalid for any reason, the remaining provisions shall be unaffected. It is the intent of the Association that these Articles conform to the applicable provisions of the laws of the Commonwealth of Pennsylvania and the United States of America.

Article 15 (Dissolution)

The Association shall not be dissolved except as provided by law, these Bylaws and Constitution, or the Articles of Incorporation. The Association shall continue to exist so long as the active membership in good standing shall total at least 20 members. In the event of the dissolution of the Association, the Governing Board shall, after paying or providing for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the exempt purposes in such manner or to such organization or organizations organized and operated exclusively for charity, literacy, scientific, religious, and educational purposes or other such qualifying purposes which at the time qualify as exempt organizations under the IRS code, and as the Governing Board shall determine. All remaining assets shall then be distributed among the remaining active members in good standing of the Association. Any provision for the use of surplus funds or assets to benefit any person, including the sale of assets or dissolution of the Association for such purposes is expressly prohibited.

By-Laws of the Boyertown Rod and Gun Association, Inc.

Article 1 (Membership)

Any reputable, law-abiding person, who is a citizen of the United States and not legally prohibited from the possession of firearms, shall be eligible to apply for membership in this Association. Members shall remit dues based on their type of membership and may be required to sign legal documents regarding the privileges and responsibilities of membership in the Association.

A candidate for membership must be recommended by an adult member in good standing in the Association for at least a full year, complete steps as outlined in Article 9, Section 10 (New Members Committee) and must be elected by a vote of the majority of the members present at the meeting in which their application is submitted to the floor. Applicants shall remit a sum of one year's dues for their membership class, plus an admission fee as determined by the Governing Board.

Any reputable boy or girl under the age of sixteen years shall be eligible to become a Junior member of the Association in the manner described above. Note: Applicants eleven years of age or older must attend the Orientation and Range Safety class and must be accompanied by their sponsor and/or guardian. If an applicant under eleven does not participate in the Orientation and Range Safety class, then the Sponsor shall be primarily responsible for the education of, and the behavior exhibited by, this Junior member until such a time as they participate in the class or convert to Regular Member status.

Article 2 (Types of Membership)

The Association shall acknowledge several types of membership, known as membership classes. The Association shall set dues based on these classes. Classes shall be based on the criteria set forth below. Only Regular, Senior, and Life Members who have attended three (3) or more meetings within the previous twelve (12) months, shall be eligible to vote. Military Members shall be eligible to vote based on the criteria set forth for their class.

Members shall in no way be held liable, individually or as a group, for the debts, obligations, or liabilities of the Association.

All memberships are nontransferable and said membership shall cease upon the death of said member.

Section 1: Regular Member- A Regular Member shall be any member in good standing that is not in any other membership class.

Section 2: Senior Member- A Senior Member shall be any member in good standing that has attained or is over the age of 65 by January 1st of the current membership year.

Section 3: Junior Member- A Junior Member shall be any member in good standing that has not or had not attained the age of 16 prior to January 1st of the current membership year. Junior members shall not have voting rights. A Junior Member who turns sixteen during the membership year may upgrade to a Regular Member by remitting the difference between the Junior and Regular membership fees.

Section 4: Life Member- A Life Member shall be any member accepted by the Association under the following terms.

Requirements of any member applying for Life Membership shall be that said member is at least 25 years old and has been an annual member for ten consecutive membership years, and whose dues are up to date prior to application for Life Membership. Life Members shall pay a fee set by the Governing Board and voted on by 2/3 vote of the members present and shall then be exempt from all future dues and assessments. The Governing Board, in accordance with its financial policy, determines when the Association can financially accept Life Memberships.

Section 5: Honorary Member- Persons who have contributed greatly to further the Mission of the Association, or who represent an exceptional position or value to the Association, may be accepted as honorary members at any regular monthly meeting. This membership class may be awarded on an annual basis or may be indefinite. Anyone admitted under this article shall be exempt from payment of admission fee and all dues, and shall have the standard privileges of membership, but shall have no vote. Honorary Members may act as sponsors of new members.

Section 6: Military Member- Persons who are currently on Active Military Duty in any branch of the United States Armed Forces, or who are serving in such capacity to the satisfaction and approval of the Governing Board, shall hold the status of Military Member. Military Members shall be exempt from payment of admission fee and all dues and shall have the standard privileges of membership including voting. The attendance requirement for voting is waived for Military Members whose service has prevented them from attending meetings in the prior 12 months.

Section 7: Inactive Member- Any currently paid member of any class may be placed on inactive status at the discretion of the Governing Board. Reasons may include failure to sign membership documents, being under investigation of offenses against the Association, temporary loss of legal ability to possess a firearm, or by request of the member. Inactive members shall have NO privileges of Association Membership, but shall pay dues to maintain such

membership until such time as they are reinstated to another membership class or expelled from the Association. Any member placed into this class shall be notified in writing and shall be granted an opportunity for a hearing with the Governing Board.

Article 3 (Admission Fees and Dues)

The admission fee of this Association shall be set by the Governing Board and voted on by 2/3 vote of the members present. The dues of the Association shall be set by the Governing Board and voted on by 2/3 vote of the members present. The admission fee and dues shall accompany the application for membership. All dues are due by January 31 of each year. Any member not paid by January 31, shall be placed on Inactive Member status and can be reinstated by submitting this year's dues and a late fee. Any such member who fails to remit due by the end of the calendar year will be expelled from the Association. Any member expelled for non- payment of dues can be reinstated as a new member by a vote of the Association upon payment of initial admission fee and dues for the current year.

Article 4 (Offenses against the Association)

Any member who has committed an act unbecoming an Association Member or found guilty of some grievance against the Association or its membership, may be brought for a vote of expulsion from this Association by the Governing Board. The Governing Board shall, prior to making a motion for expulsion, conduct a thorough investigation. Such a member shall have the right to a hearing before the Governing Board. The Governing Board may place the member on Inactive status during the investigation and/or hearing. The Governing Board shall include a time period of expulsion in its motion. At such time as a motion for expulsion is brought before the membership, the Governing Board shall present a summary of information from the investigation and the hearing, and the members present shall vote for or against any expulsion by a simple majority vote. The decision rendered by the membership at that vote is final.

Article 5 (Meetings)

The Association shall hold regular monthly meetings on the 2nd Monday of each month at 7:30 o'clock p.m. A regular monthly meeting cancelled due to weather or other emergency shall not be rescheduled and all business shall carry over to the next regular monthly meeting. The December Meeting is designated as the Annual Meeting will be held on the second Monday in December at 7:30. Should this meeting be cancelled due to weather or emergency, it shall automatically be rescheduled to the third Monday in December at 7:30.

Article 6 (Amendments)

Amendments, including additions, removals, alterations, or corrections, to the Constitution or By-Laws shall be made according to the following process.

- 1) The substance of any amendment to be considered must be made available in writing at a regular monthly membership meeting and brought to the floor for consideration and discussion. At this point, discussion shall be tabled in anticipation of a formal motion at the next monthly meeting.
- 2) At the next regular monthly meeting, the amendment shall be officially introduced as a motion, with all language submitted in the form to be ratified. Once seconded, the motion shall be open for any other discussion. The motion shall then be tabled automatically to the following meeting.
- 3) At the third consecutive regular monthly meeting, a vote shall be called for ratification of the amendment as submitted the previous month. A 2/3 majority of members present is required for ratification. Should it be determined that changes are needed to the amendment prior to ratification, the amendment may be altered, but this shall now be considered a new amendment, and this meeting shall be considered Step 1 in the process of that amendment.

Article 7 (Discussion of Association Business at Meetings)

Association business and reports shall be handled at each meeting in such a way that those present are made aware of the state of Association affairs and the nature of any financial transactions involving Association funds. The order of business shall be set by the President, and procedures shall roughly follow the guidelines of Roberts' Rules of Order. All business involving financial information shall be accepted by a majority vote of members present. Any member in good standing may request to speak on topics of Association Business. All votes shall take place under the guidelines in the Constitution and By-Laws and voting rights shall follow the guidelines set forth in Article 2 (Types of Membership