



## **CONSTITUTION and BY-LAWS - January 2008 Revision**

### **PREAMBLE**

WHEREAS, it is by united action that best results may be obtained along any lines, that fish and game laws may be better interpreted, that friction between farmers and land owners and sportsmen may be counteracted and that violators may be apprehended and prosecuted, that a stronger influence may be had in securing fish and game for stocking purposes, that we may have better cooperation with the fish and game department and all others interested in fishing and hunting, and that we preserve and promote the various shooting sports, we do organize a Sportsmen Association and adopt the following Constitution and By-Laws for its government:

### **ARTICLE I - NAME**

This organization shall be known as The Cocalico Sportsmen Association (hereinafter referred to as the Association).

### **ARTICLE II - PURPOSE**

The object and purposes of this organization shall be as set forth in the Preamble.

### **ARTICLE III - MEMBERS**

**Section 1.** The Membership of the Association shall be divided into two categories, Voting Members and Members.

**Section 2.** Members shall be persons eighteen (18) years of age or older who have been admitted by the procedure set forth below. Members shall have access to all Association facilities and functions subject to Association rules adopted from time to time. Voting Members shall be permitted to vote at regularly scheduled or special meetings of the Association as set forth below.

**Section 3.** A person may be admitted into membership after such person shall complete an application which shall be presented at the next occurring regular or special meeting of the Membership accompanied by the required annual dues. Proposed members will be voted upon at the same meeting at which they are proposed for membership, and will be accepted by a simple majority vote of the Voting Members present.

**Section 4.** In order to be considered a Voting Member, a person must have been admitted to membership as aforesaid, be current in all dues and assessments (i.e., no more than thirty days delinquent) adopted from time to time, and must have attended three (3) regular meetings in the previous twelve (12) months preceding the regular or special meeting at which a vote of the Voting Members is to occur. Members who are not Voting Members may attend all meetings but are not entitled to vote. The president's decision shall be determined by the attendance and financial records.

**Section 5.** Membership dues shall be such amount as approved by the Voting Members at a regular meeting or a special meeting called for such purpose upon at least fifteen days prior written posted notice indicating a dues change will be considered.

#### **ARTICLE IV - MEETINGS**

**Section 1.** The annual meeting of the Association shall be held on the second Wednesday of each October, at 7:00 PM (prevailing time) at the Association club house. At the annual meeting the Voting Members shall elect Officers and Trustees.

**Section 2.** Regular monthly meetings of the Members shall be held on the second Wednesday of each month. Such meetings shall be called to order at 7:00 PM (prevailing time).

**Section 3.** The regular monthly meetings of the Members shall be held at the regular clubhouse unless an alternative meeting site was approved at the preceding monthly meeting or by a special meeting.

**Section 4.** A special meeting may be called by the President or by a Trustee at any time provided five (5) days prior written notice thereof is given to the members by posting notice of the special meeting on the Association bulletin board. However, in the event a special meeting is called to dissolve the Association, each Member must also be mailed written notice, specifying the date, time, place, and reason for such special meeting, at least ten (10) days prior to such special meeting.

**Section 5.** Before any vote by the Voting Members on a proposal by the Property Committee pursuant to ARTICLE VIII below which would effect legal title to any Association real property can be taken, each Member shall receive the same notice as required to dissolve the Association.

**Section 6.** When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

#### **ARTICLE V - TRUSTEES**

**Section 1.** The Association shall have three elected Trustees.

**Section 2.** The business of this Association shall be managed by Trustees by majority vote, according to the Fiscal Policy approved by the Voting Members.

**Section 3.** Each Trustee shall be elected for a term of one year at the annual meeting by a majority of the Voting Members present.

**Section 4.** Vacancies in the Board of Trustees shall be filled by a vote of the majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a Trustee until his successor is elected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior thereto. In the event the entire Board of Trustees shall become vacant, or should two remaining Trustees become deadlocked over filling a vacancy, the Association shall hold a special election within thirty (30) days pursuant to posted written notice.

**Section 5.** The meetings of the Board of Trustees may be held at such time or place as a majority of the Trustees may from time to time appoint, or as may be designated in the notice calling the meeting.

**Section 6.** Written or oral notice of every meeting of the Board of Trustees shall be given to each Trustee at least five days prior to the day named for the meeting.

**Section 7.** A majority of the Trustees in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Trustees present at a meeting at which a quorum is present, shall be the acts of the Board of Trustees.

**Section 8.** The Board of Trustees may, by resolution adopted by a majority of the whole Board, delegate its officers to constitute an execution committee, which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Trustees in the management of the business of the Association.

**Section 9.** The Trustees shall have authority, upon a motion approved by a majority of the Voting Members of the Association, to invest any uninvested funds of the Association, and such funds shall be invested only in first mortgages, United States Government Bonds, bonds of political subdivisions of the Commonwealth of Pennsylvania, or insured Bank Certificates of Deposit.

**Section 10.** The Board of Trustees shall have power to fill any vacancies in offices, by appointment, and such appointees shall serve until the next annual election of the officers.

**Section 11.** The Board of Trustees shall have the right to propose Rules of Conduct for all persons using Association facilities. Such rules shall become binding upon the Association after approval by a majority vote of the Voting Members at a regular or special meeting, but only after such proposed rules have been posted in the clubhouse at least thirty (30) days prior to the meeting at which they are to be considered. Such Rules of Conduct shall include appropriate sanctions for violations including, but not limited to: fines, suspension of membership, and refusal to renew or revocation of membership. Imposition of sanctions less than revocation of membership may be imposed by the President, but revocation of, or refusal to renew membership must be by a motion approved by a majority of the Disciplinary Committee comprised of all the Association Officers and Trustees. The Disciplinary Committee shall also have the right, by majority vote, to revoke, or refuse to renew, membership for good cause or for the best interests of the Association, provided such revocation does not violate the hereinafter provided non-discrimination clause. The Rules of Conduct may be amended by the same procedure as for adoption.

## **ARTICLE VI - OFFICERS**

**Section 1.** The elective officers of this organization shall be as follows: a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer. Each Officer must be elected by majority vote of the Voting Members at the annual meeting. Each Officer shall be elected for a term of one (1) year.

**Section 2.** A Nominating Committee, appointed by the President, shall present nominations for the positions of officers and trustees at the regular meeting in September each year. Any member may make a nomination at the September meeting or at any time until the nominations are voted closed at the October meeting preceding the Election of Officers.

**Section 3.** It shall be the duty of the President to preside at all meetings, preserve order, bring all questions before the Association to a vote, and enforce and execute the provisions of the Constitutions and the By-Laws. He shall call a special meeting whenever he deems it necessary, or when a written request is submitted requesting same by at least five (5) Members which includes the purpose of such special meeting. He shall not have the right to vote unless there is a tie vote, in which event he shall cast the deciding vote. He shall be ex-officio member of all committees.

He shall have the power to appoint an Auditing Committee, and such other committees as shall from time to time be deemed necessary and authorized by the Association at a duly held regular meeting, or special meeting.

**Section 4.** The duties of the Vice Presidents shall be the same as those of the President, when the President is absent or unable to perform his duties. If the President is absent or unable to perform his duty, the First Vice President shall act, and serve, and if the First Vice President is absent or unable to serve, then the Second Vice President shall act and serve.

**Section 5.** It shall be the duty of the Secretary to keep a correct mailing list of all members. The Secretary may be assisted in these duties by a Membership Chairman who shall be appointed by the President. The Secretary shall receive all correspondence and report the same to the Association at regular or special meetings, or when necessary, directly to the officers and Board of Trustees. The secretary shall record the minutes of the regular monthly meetings and any special meetings.

**Section 6.** It shall be the duty of the Treasurer to receive all monies due and payable to the Association and be the custodian of the same. The Treasurer shall make a report of all monies received and bills paid and payable at the regular monthly meeting.

The Treasurer shall maintain a written record of all such transactions. He shall keep an accurate record of all receipts and disbursements. He shall make no disbursements outside of the Annual Operating Budget or Fiscal Policy, unless so ordered by vote of the Voting Members at a duly constituted meeting. Upon installation of his successor, all monies, books, and any other papers of the Association in his possession shall be turned over to his successor. When requested by the Association, he shall give a bond with an approved surety, in an amount to be fixed by the Trustees.

#### **ARTICLE VII - QUORUM**

**Section 1.** Twenty members shall constitute a quorum of the Voting Members to do business at any regular or duly convened special meeting.

**Section 2.** A majority of the members of the Board of Trustees, the Property or the Disciplinary Committees then holding office shall constitute a quorum of the same.

#### **ARTICLE VIII - PROPERTY COMMITTEE**

In addition to the regular duties of the elected Officers and Trustees of the Association specified elsewhere in this Constitution and By-Laws, the Officers and Trustees of the Association shall constitute a body to be known as the Property Committee, with full and sole power, on behalf of the Association, to borrow money or purchase, sell, lease away, any real estate, upon a resolution being duly adopted by at least three-fourths of Voting Members of the Association. The title to all real estate so purchased or acquired shall be in the corporate name of the Association, and all papers and legal documents necessary to effectuate the powers herein specified shall be signed by the President and duly attested by the Secretary of the Association, as and for the act and deed of the Association.

#### **ARTICLE IX- OFFICER'S AND TRUSTEE'S PERSONAL LIABILITY**

No Officer or Trustee of the Association shall be personally liable to the Association for monetary damages for any good faith action taken, or any good faith failure to take any action, provided however that this provision shall not eliminate or limit the liability of an Officer or Trustee to the extent that such elimination or limitation of liability is expressly prohibited by the act of November 28, 1986 (P.L. 1458 No. 145) known as the Directors' Liability Act as in effect at the time of the alleged action or failure to take action by such director.

## **ARTICLE X - INDEMNIFICATION**

**Section 1.** Mandatory Indemnification of Trustees and Officers. The Association shall indemnify, to the fullest extent now or hereafter permitted by law, each Trustee or Officer (including each former Trustee or Officer) of the Association who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an authorized representative of the Association, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. Nothing in this paragraph shall require the Association to provide indemnification in the event an Officer or Trustee shall have been determined to have willfully committed misfeasance, malfeasance, a crime or an intentional tort, unless acting at the specific direction of the Association.

**Section 2.** Mandatory Advancement of Expenses to Trustees and Officers. Unless denied indemnification as provided above, the Association shall pay expenses (including attorneys' fees and disbursements) incurred by a Trustee or Officer of the Association referred to in Section 1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Trustee or Officer shall be paid by the Association in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such director or officer to repay all amounts advanced if it shall ultimately be determined that he is not entitled to be indemnified by the Association as provided in this Article.

**Section 3.** Permissive Indemnification and Advancement of Expenses. The Association may, as determined by a majority vote of the Voting Members at a regular or special meeting, from time to time indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an authorized representative or agent of the Association, as to actions taken in an official capacity, actions taken as an employee or at the direction of Officers or Trustees of the Association, actions taken in another capacity while holding such office or position, and any actions taken in good faith intended to benefit the Association against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. The Association may, as determined above, pay expenses incurred by any such person by reason of his participation in an action, suit or proceeding referred to in this Article in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as provided above.

**Section 4.** Scope of Indemnification. Indemnification under this Article shall not be made by the Association in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by the act of November 28, 1986, (P.L. 1458 No. 145) known as the Directors' Liability Act or any successor statute as in effect at the time of such alleged action or failure to take action.

**Section 5.** Miscellaneous. Each Trustee and Officer of the Association shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Trustees, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the

Association and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Association. Any repeal or modification of this Article by the members or the Board of Trustees of the Association shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

**Section 6.** Definition of Authorized Representative. For the purposes of this Article, the term "authorized representative" shall mean a Trustee, Officer, employee or agent of the Association or of any Association controlled by the Association or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Association, or a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Association.

#### **ARTICLE XI - MISCELLANEOUS**

**Section 1.** The nominations for all officers shall be made at the September meeting. All voting for officers and trustees shall be by ballot.

**Section 2.** All votes shall be by oral vote of the Voting Members present unless a request is made for a vote by ballot.

#### **ARTICLE XII - AMENDMENT**

This Constitution and By-laws may be altered, amended, or repealed at a regular meeting, or at a special meeting duly convened after notice to the Members, by a two-thirds vote of the Voting Members present. When it is proposed to alter, amend, or repeal the Constitution and By-laws at a regular meeting, the altering, amending or repealing thereof shall be presented in writing and the same shall be voted upon only after the same shall have been read at two consecutive meetings, including the meeting at which such vote shall be taken. Such notice shall be posted on the association bulletin board no less than five (5) days prior to the date of the meeting and shall specify the particular Article or Section to be altered, amended, or repealed.

#### **ARTICLE XIII - DISSOLUTION**

The Association may be dissolved, its affairs wound up, and its assets sold only upon a vote of two-thirds of the Voting Members present at a regular meeting, or a special meeting called for such purposes, after at least ten (10) days prior written notice mailed to the Members. Such notice shall include the date, time, place and purpose of the meeting. No proceeds from the liquidation of the Association shall be distributed to the Members. All such proceeds shall be distributed to qualified charitable organizations in a manner that will not jeopardize the Association's tax-exempt status.

#### **ARTICLE XIV - NON-DISCRIMINATION**

The Association shall not discriminate against any person solely as a result of his or her race, ethnic origin, gender, or religion.