

WEST CHESTER GUN CLUB AND ATHLETIC ASSOCIATION, INC.

BY-LAWS

prepared this date: TBD
Voted in: TBD

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ARTICLE I: NAME

This Club and Association shall be known as the West Chester Gun Club and Athletic Association, located at 200 East Boot Road, West Chester, PA 19380.

ARTICLE II: PURPOSE

The goals of the Association are to promote interest, proficiency, and safety in amateur trapshooting.

ARTICLE III: FISCAL YEAR

The fiscal year of the club shall be from the first day of April to the last day of March.

ARTICLE IV: MEMBERSHIP

Section 1: Introduction

Any reputable law-abiding person who is legally allowed to possess a firearm and who is interested in trapshooting shall be eligible to apply for membership in the Association by presenting a signed application and current year's dues to the Membership Committee. The application shall be acted upon at the next meeting of the Board of Governors. If approved by the Board of Governors, each member shall be considered approved as of the date of that individual's application. If declined by the Board of Governors, the entire amount of such dues shall be refunded to the applicant.

Section 2: Types of Membership

Membership shall consist of two classes: Life Member and Annual Member.

Section 3: Voting Rights

Life and Annual Members in good standing become eligible to vote, to stand for election and to hold office one year after their membership is approved by the Board. Each member is entitled to one vote.

Section 4: Membership Term

Annual memberships run from April 1st through March 31st of the following year.

ARTICLE V: OFFICERS AND DIRECTORS OF THE BOARD OF GOVERNORS

Section 1: Number and Term of Officers and Directors

The Officers of this Association shall consist of the President, Vice President, Secretary, and Treasurer. There shall be five (5) Directors. All Officers and Directors shall be elected at the Annual Meeting of the Association for a term of one year. No individual may occupy or fulfill the duties of more than one position concurrently.

Section 2: The Board of Governors

Officers and Directors shall constitute the Board of Governors (the "Board"). The Board of Governors shall be responsible for the management of the business and affairs of the Association.

Section 3: Compensation

No Officer or Director shall be entitled to cash compensation for their services as an Officer or Director of the Association.

ARTICLE VI: DUTIES OF THE PRESIDENT

The President is responsible for the day-to-day operation of the Association in conformance with all applicable Federal, State, County and Local laws, regulations and requirements, the Association's By-Laws, and the decisions of the Board.

The President shall prepare an agenda for all Board and General Meetings and shall act as Presiding Officer at these meetings.

The President may be an ex-officio member of all committees at their discretion.

The President shall deliver to his successor in office all Association books, papers, records and property in his possession immediately upon the election of their successor.

ARTICLE VII: DUTIES OF THE VICE PRESIDENT

The Vice President shall perform all duties of the President in the absence of the President.

The Vice President shall deliver to his successor in office all Association books, papers, records and property in his possession immediately upon the election of their successor.

ARTICLE VIII: DUTIES OF THE SECRETARY

The Secretary is responsible for all communications of the Association.

The Secretary shall issue notices of all Regular and Special meetings. The Secretary shall keep the Minutes of all such meetings. Upon request by a Member, Minutes shall be made available within fourteen (14) days.

The Secretary shall deliver to his successor in office all Association books, papers, records and property in his possession immediately upon the election of their successor.

ARTICLE IX: DUTIES OF THE TREASURER

The Treasurer is the sole custodian of all financial accounts. They shall arrange and maintain all accounts required to deposit monies, securities and other valuables in the name of the Association and to pay Association expenses. The Treasurer shall have sole and exclusive charge of any petty cash funds authorized by the Board and shall account to the Board by receipts for all expenditures from these funds.

The Treasurer is responsible for maintaining all financial records, filing all tax returns, and maintaining insurance programs for the Association, and shall submit monthly and annual reports to the Board on the fiscal status of the Association including income and expenses in the Association's accounts.

Members of the Board may review any and all original financial records and accounts upon direct request to the Treasurer.

Section 1: Disbursements

The Treasurer shall sign all checks of the Association, except for checks written to the Treasurer which shall be signed by another officer. The Treasurer may delegate to another Officer the authority to sign a specific check if the Treasurer is unavailable and the payment is urgent, after having ensured that the disbursement is otherwise authorized under these bylaws. Should the Treasurer refuse to issue or sign a check for any reason, said check shall be referred to the Board which shall determine whether or not such check shall issue. If the Board determines the check shall issue, the check shall be signed by the Treasurer or an officer designated by the Board.

No disbursement of funds shall be made for expenses without a supporting invoice, bill, or receipt. All disbursements greater than five hundred dollars (\$500.00) shall be via check, preauthorized electronic payment or authorized debit card.

At the discretion of the Treasurer, a debit card (drawn on the club's account) may be issued to other officers of the club to facilitate club operations. All debit transactions made on any issued debit card shall be submitted with a receipt and description of business purpose to the Treasurer.

The Treasurer is not authorized to disburse funds in amounts greater than \$2,000 without having a Board resolution authorizing said expenditure.

The Treasurer shall deliver to his successor in office all Association books, papers, records and property in his possession immediately upon the election of their successor.

ARTICLE X: DUTIES OF THE BOARD OF GOVERNORS

Section 1: Introduction

The general direction of the Association, long range planning, financial affairs, capital improvements, maintaining State and Federal not-for-profit tax status, fees, charges, sponsored activities, and all matters of pertinent interest to the Association shall be the sole and exclusive purview of the Board.

The Board shall handle all normal business of the Association and shall authorize the expenditure of funds for all non-routine Association expenses. Non-routine expenses shall include but are not limited to capital improvements, investments of Association funds in anything other than fully insured accounts, purchases of equipment, major repairs, professional fees. All routine expenses shall not require specific Board authorization, but shall be included in the periodic report of the Treasurer to the Board. Routine expenses include but are not limited to utilities, purchase of targets, purchase of ammunition, office

and facility expenses, minor repairs and payments to employees. All expenditures exceeding two thousand dollars (\$2,000) shall be approved by Board resolution.

The Board may recommend to the President such committees as it shall consider necessary to accomplish its duties and responsibilities.

Board members have a fiduciary responsibility to the Association.

Section 2: Meetings

- A. **Annual Meeting:** There shall be an Annual Meeting of the Association which shall take place during the first week in April of each year. Attendance at the Annual Meeting must be in person.
- B. **Regular Meeting:** There shall be Regular meetings in the second week of each month, at the discretion of the Board. All meetings will be announced to the membership. Officers and Board Members may attend and participate fully in Regular meetings by phone or video call.

Any Association member in good standing shall have the right to bring items requiring the attention of the Board by presenting a written request to the President. The Board will discuss such issue at the next Regular meeting.

- C. **Special Meeting:** Special meetings shall occur upon the written request of five members in good standing. Such meetings shall be scheduled by the Board upon not less than thirty (30) days' notice to the membership. Special meetings may be called at the discretion of the Board. No business shall be transacted except that for which the Special Meeting is called. Officers and Board Members may attend and participate fully in special meetings by phone or video call.

Section 3: Quorum and Voting by the Board

At any Regular or Special meeting requiring a vote of the Board, five (5) members shall constitute a quorum. Five (5) yea votes are required to pass any resolution or motion. Any Board member may require the yeas and nays to be recorded in the Minutes of that meeting. Voting of Board members at Regular and Special meetings must be in person or by phone or video call. Mail-in or proxy voting by Board members is prohibited.

Section 4: Unanimous Consent of Directors in Lieu of Meeting

Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all the Officers and Directors in office and shall be filed with the Secretary of the Association.

Section 5: Dissolution

If at such time that the Club must be closed and no longer hold its charter with the state of Pennsylvania as a club, the Board shall not engage in the sale of the Club or its real property without the consent of two-thirds of the Board. In the event that the Club's real property,

along with any of its improvements, is sold, all proceeds from the sale thereof will be first used to satisfy all outstanding Association debts and obligations. The balance of the assets shall be distributed as follows:

- 50% to the Pennsylvania State Shotgunning Association (PSSA)
- 25% to the Amateur Trapshooting Association of America (ATA)
- 25% to the NRA Foundation

ARTICLE XI: ANNUAL MEETING - ELECTION OF OFFICERS AND DIRECTORS

Section 1: Election of Officers and Board Members

The Officers and Directors of this Association shall be elected by majority ballot at the Annual Meeting.

Officers and Directors shall continue in office until their successors are elected.

Section 2: Election Tellers

On the night of the election, the President shall appoint two Members as tellers. No Member shall act as teller for the election if they are a nominee for any office. These tellers shall be assisted by a temporary Election Committee of three (3) Board members, chosen by the Board, who will guide the election process and prepare necessary materials such as ballots.

Section 3: Quorum Requirements

For the election of Officer and Director positions on the Board, a quorum of at least 10 percent of the Annual and Life Members in good standing must be present.

ARTICLE XII: REMOVAL OF OFFICERS AND DIRECTORS BY THE MEMBERSHIP

Section 1: Introduction

Any Officer or Director may be removed for conduct unbecoming the office or for neglect of the duties thereof, by the membership at a Regular or Special meeting called for that purpose.

Section 2: Quorum Requirements

Quorum requirements for this meeting shall be ten percent (10%) of the combined Life and Annual membership. A two-thirds vote in the affirmative to remove an Officer or Director shall be required. The process shall be guided by four (4) Board members chosen by the Board.

Section 3: Opportunity for Defense

No Officer or Director shall be removed without the opportunity of being heard in their defense prior to the vote.

Section 4: Unexcused Absences

Any Board member who is absent for three consecutive Regular meetings shall have vacated their office, unless excused by a majority of the remainder of the Board.

ARTICLE XIII: VACANCIES ON THE BOARD OF GOVERNORS

Should any vacancy occur in any office, the Board may call a Special meeting to elect a replacement.

ARTICLE XIV: RESIGNATION, SUSPENSION & EXPULSION OF MEMBER(S)

Section 1: Cause for Expulsion

Any member guilty of a violation of these By-Laws or such rules or regulations as may be promulgated by the Board may be suspended or expelled directly by the Board after having the opportunity of being heard in their own behalf.

Section 2: Privileges during Suspension

A suspended member shall not be entitled to any privileges of the Association during suspension.

Section 3: Refund of Membership

There will be no refund of the annual membership fees upon suspension or expulsion.

ARTICLE XV: DUES AND FEES

Section 1: Membership Dues and Fees

Dues or any other fees for the upcoming year shall be determined by the Board.

Section 2: Membership Due Date

Annual dues for the new membership year must be paid in full before the Annual Meeting.

Section 3: Membership Grace Period

Lapsed members are not entitled to any member's privileges, including the right to vote or hold office. Lapsed members shall be granted a ninety (90) day grace period to renew their membership and regain member in good standing status.

Lapsed members renewing within the grace period become members in good standing upon paying their current year dues and are immediately entitled to all membership privileges thereafter, including the right to vote and hold office.

After expiration of the 90-day grace period, lapsed members must reapply as new members if they wish to rejoin the Association.

ARTICLE XVI: AMENDMENT OF THESE BY-LAWS

No addition, alteration or amendment shall be made to these By-Laws without quorum and vote by members in good standing present at a Regular or Special meeting. At least ten percent (10%) of the combined Life and Annual members in good standing must be present to constitute a quorum. Two-thirds (2/3) of these members must vote in favor of any change.

ARTICLE XVII: LIABILITY AND INDEMNIFICATION

Section 1: General Rule.

An Office or Director shall not be personally liable for monetary damages as Governor for any action taken, or any failure to take any action, unless:

- (a) the Governor has breached or failed to perform his duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Governor pursuant to any criminal statute or (b) the liability of a Governor for the payment of taxes pursuant to local, state or federal law.

Section 2: Indemnification.

The Association shall indemnify any Governor who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Association) (a "Proceeding") by reason of the fact that such person is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another domestic or foreign Association for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Association, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Association unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Association is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

Section 3: Procedure

Unless ordered by a court, any indemnification under Section 2 or otherwise permitted by law shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the Governor has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of Governors who were not parties to the action or proceeding;
- (b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Governors so directs, by independent legal counsel in a written opinion or by the Members.

Section 4: Advancement of Expenses

The Association shall advance expenses incurred by a Governor who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Association, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.

Section 5: Continuing Right to Indemnification

The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be a Governor of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6: Other Rights

This Article shall not be exclusive of any other right which the Association may have to indemnify any person as a matter of law.

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