

**Neighbors' Gun Club, Inc.**

**Rhinebeck NY**

**Incorporated August 20, 1954**

**Bylaws**

**Version 3.0**

**Ratified October 29, 2022**

# ARTICLE I

## Members

### SECTION A

- (1) There are five (5) types of membership: Charter Member, Landowner Member, Life Member, Regular Member, and Sponsor Member. No person may hold more than one type of membership at a time and only those persons holding these five (5) types of memberships are Members.
- (2) No person less than eighteen (18) years of age may be a Member. Persons indicated as “junior” in the club roster dated 10/29/2022 shall immediately become Affiliates upon adoption of these bylaws.
- (3) All other persons shown in the club roster dated 10/29/2022 shall each become a Member immediately upon adoption of these bylaws and timely payment of all membership dues and fines owed. Members indicated in this roster as:
  - “charter” shall be Charter Members,
  - “paid” or “associate” shall be Regular Members,
  - “sponsor” shall be Sponsor Members,
  - “land” or “special” shall be Landowner Members, and
  - “life” or “honorary” shall be Life Members
- (4) Member identification cards shall be issued to each Member by the Secretary and indicate the card’s expiration date (if any). These identification cards are the only valid proof of membership.
- (5) Each Member’s number of years of tenure earned towards becoming a Life Member are indicated in the club roster dated 10/29/2022. Each Member shall, subject to the forfeiture and other provisions of these bylaws, earn one (1) year of tenure during each annual membership period commencing after the adoption of these bylaws. Tenure cannot be earned or awarded any other way.
- (6) Each Member with five (5) or more years of tenure shall have the right to renew their membership subject to timely payment of all dues and fines owed. Landowner Members, Regular Members, and Sponsor Members with less than five (5) years of tenure are on probation and renewal of their membership is subject to approval by the voting Members present at a Regularly Scheduled Member Meeting and timely payment of all dues and fines owed.

- (7) Each Member with five (5) or more years of tenure shall be eligible to cast one (1) vote on club business. Landowner Members, Regular Members, and Sponsor Members with less than five (5) years of tenure shall have no voting rights in the corporation. Affiliates and other persons shall have no voting rights in the corporation.
- (8) Each Member with five (5) or more years of tenure shall be considered to have ownership rights in the corporation and each of these Members owns an equal share. Landowner Members, Regular Members, and Sponsor Members with less than five (5) years of tenure shall have no ownership rights in the corporation. Affiliates and other persons shall have no ownership rights in the corporation.
- (9) Only Members with five (5) or more years of tenure have the right to hold an elected position in the club. Members with less than five (5) years of tenure may only hold an elected position when there are no other Members willing to serve in that position.
- (10) All Members have the right to use property posted or owned by the club. All such use must be in accordance with club's Standard Operating Procedures.
- (11) Any Member who does not attend a Regularly Scheduled Member Meeting or an Emergency Member Meeting is responsible for familiarizing themselves with decisions made at the meeting and adhering to those decisions in a timely manner.
- (12) Any person's club membership may be terminated if the Member exhibits conduct that is detrimental to the club. Termination for detrimental conduct must be recommended by the Board Of Directors and approved by the voting Members present at a Regularly Scheduled Member Meeting. In clearly urgent situations, a Member's right to use property posted or owned by the club can be temporarily suspended by the Board Of Directors; however, such suspension for any alleged infraction cannot extend beyond the next Regularly Scheduled Member Meeting.
- (13) Charter Member and Life Member memberships do not expire. All other membership types expire annually. Each annual membership period commences on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of the same year.
- (14) All Members shall forfeit all their tenure, membership renewal rights, voting rights, ownership rights, rights to hold an elected office, and any other rights they may have in the corporation immediately once they are no longer a Member.
- (15) All membership rights are non-transferable and terminate upon the death of the Member.

### **SECTION B (Charter Members)**

- (1) Charter Members are persons who founded Neighbors' Gun Club, were on the first club rolls (circa 1953), and remained on the rolls as of 27 October 1984. No other person may become a Charter Member.
- (2) Charter Members are not subject to work obligations (e.g. posting, committee assignments, raffle sales, etc.) or annual dues obligations.

### **SECTION C (Regular Members)**

- (1) Sponsor Members and Landowner Members may convert their membership to become a Regular Member without completing another application, paying an initiation fee, being subject to the wait list process, or losing tenure. Members must provide the club's Secretary with written notice of these conversions in accordance with the Standard Operating Procedures and pay any applicable annual dues. Membership is subject to paying the annual dues and approval of the conversion by the voting Members present at a Regularly Scheduled Member Meeting.
- (2) Persons who previously resigned from the club in good standing and eligible Affiliates (e.g., eighteen years of age) may become a Regular Member subject to completing and signing another application, submitting the annual dues, and approval by the voting Members present at a Regularly Scheduled Member Meeting. They are not required to pay an initiation fee, are not subject to the wait list process, and will have zero tenure at the time their membership is approved.
- (3) All other persons seeking to become a Regular Member must submit a completed application and pay initiation fees as described in the club's Standard Operating Procedures. If the total number of Regular Members and Sponsor Members is more than one hundred and eighty (180), their application will enter the wait list process detailed in the club's Standard Operating Procedures. Once clear of the wait list process, the person may become a Regular Member subject to participating in the club's evaluation process, submitting the annual dues, and approval by the voting Members present at a Regularly Scheduled Member Meeting.
- (4) Each Regular Member shall attend at least four (4) Regularly Scheduled Member Meetings during each annual membership period regardless of the date they joined the club. Any Regular Member who fails to meet this requirement during an annual membership period shall forfeit the year of tenure they would have otherwise earned during that annual membership period. The President may recommend waiver of this forfeiture penalty in extenuating circumstances and waiver will only be granted if approved by the voting Members present at a Regularly Scheduled Member Meeting. There shall not be a monetary or other penalty for not attending the minimum required number of Regularly Scheduled Member Meetings.
- (5) The Regular Member work obligations (e.g. posting, committee assignments, raffle sales, etc.) are detailed in the club's Standard Operating Procedures. Work obligations are automatically waived for Regular Members enlisted in the U.S. Armed Forces and deployed on active duty for more than thirty (30) consecutive days during an annual membership period. The President may restructure other Regular Member's work obligations to accommodate disabilities, work schedules, or other extenuating circumstances provided the club receives at least equivalent value from the Member. The President must read aloud in a Regularly Scheduled Member Meeting the name of each Regular Member whose work obligations have been restructured for the current membership period.
- (6) Annual dues, work obligations, and other obligations that apply to all Regular Members (e.g., display of window stickers) and fines related to those other obligations are specified in the club's Standard Operating Procedures.
- (7) Any Regular Member who fails to timely pay their annual dues and applicable fines shall forfeit their membership and all tenure they have earned towards becoming a Life Member. The President may recommend deferral of the payment obligation in extenuating circumstances

and such deferral will only be granted if approved by the voting Members present at a Regularly Scheduled Member Meeting.

#### **SECTION D (Sponsor Members)**

- (1) Regular Members and Landowner Members may convert their membership to become a Sponsor Member without completing another application, paying an initiation fee, being subject to the wait list process, or losing tenure. Members must provide the club's Secretary with written notice of these conversions in accordance with the Standard Operating Procedures and pay any applicable annual dues. Membership is subject to paying the annual dues and approval of the conversion by the voting Members present at a Regularly Scheduled Member Meeting.
- (2) Persons who previously resigned from the club in good standing and eligible Affiliates (e.g., eighteen years of age) may become a Sponsor Member subject to completing and signing another application, submitting the annual dues, and approval of the voting Members present at a Regularly Scheduled Member Meeting. They are not required to pay an initiation fee, are not subject to the wait list process, and will have no tenure at the time their membership is approved.
- (3) All other persons seeking to become a Sponsor Member must submit a completed application and pay initiation fees as described in the club's Standard Operating Procedures. If the total number of Regular Members and Sponsor Members is more than one hundred and eighty (180), their application will enter the wait list process detailed in the club's Standard Operating Procedures. Once clear of the wait list process, the person may become a Sponsor Member subject to participating in the club's evaluation process; submitting the annual dues; and approval by the voting Members present at a Regularly Scheduled Member Meeting.
- (4) Sponsor Members are not subject to meeting attendance obligations and earn a year of tenure each year they pay the full annual Sponsor member dues.
- (5) Sponsor Members are not subject to work obligations (e.g. posting, committee assignments, raffle sales, etc.).
- (6) Sponsor Members are subject to all other obligations that apply to Regular Members (e.g. use of vehicle window stickers) and any associated fines specified in the club's Standard Operating Procedures.
- (7) Any Sponsor Member who fails to timely pay the amounts described above shall forfeit their membership and all tenure they have earned towards becoming a Life Member. The President may recommend deferral of the payment obligation in extenuating circumstances and such deferral will only be granted if approved by the voting Members present at a Regularly Scheduled Member Meeting.

#### **SECTION E (Landowner Members)**

- (1) All persons seeking to become a Landowner Member must submit a completed application and offer property that can be posted and used by the club for the purposes of hunting and/or fishing. This property must provide the club with an annual value for hunting and/or fishing at

least equal to the annual dues of a Sponsor Member. A Landowner Member must be nominated by the Board Of Directors and be approved by the voting members present at a Regularly Scheduled Member Meeting. No other person may become a Landowner Member.

- (2) Regular Members and Sponsor Members may become a Landowner Member without losing tenure.
- (3) Persons who previously resigned from the club in good standing and Affiliates reaching eighteen (18) years of age may become a Landowner Member; however, they shall have no tenure at the time their membership is approved.
- (4) Landowner Members are not subject to meeting attendance obligations, work obligations (e.g. posting, committee assignments, raffle sales, etc.), or annual dues obligations and earn a year of tenure for each year they remain a Landowner Member.
- (5) Landowner Members are subject to all other obligations that apply to Regular Members (e.g. use of vehicle window stickers) and any associated fines specified in the club's Standard Operating Procedures.
- (6) Annually, the Board Of Directors will evaluate the value that use of each Landowner Member's property provides to the club and compare it with the value the property provided in the prior year. The Board Of Directors or their designee shall report these comparisons at the Annual Meeting and:
  - a) Where there is equal or better value than the previous year and the Landowner Member has five (5) or more years of tenure, the membership of the Landowner Member will be automatically renewed.
  - b) Where the Landowner Member has less than five (5) years of tenure or there is less value than the previous year for any reason, the Landowner Member's continuation as a Landowner Member for the next annual membership period shall be subject to approval by the voting Members present at a Regularly Scheduled Member Meeting.
- (7) Should any club decision be unacceptable for any reason at any time, a Landowner Member has the right to immediately withdraw the use of their land by the club and their membership terminates unless they become a Regular Member or a Sponsor Member.

#### **SECTION F (Life Members)**

- (1) Persons shown in the club roster dated 10/29/2022 and maintaining continuous membership shall automatically become a Life Member immediately after they:
  - a) Earn thirty (30) years of tenure and reach at least fifty-five (55) years of age, or
  - b) Earn ten (10) years of tenure during those annual membership periods that started after their fifty-fifth (55th) birthday.
- (2) Any other Member who joins or re-joins the club after 10/29/2022 shall immediately become a Life Member only upon both reaching at least sixty-five (65) years of age and attaining at least thirty (30) years of tenure.

- (3) Life Members are not subject to meeting attendance obligations, work obligations (e.g. posting, committee assignments, raffle sales, etc.), or annual dues obligations.
- (4) Life Members are subject to all other obligations that apply to Regular Members (e.g. use of vehicle window stickers) and any associated fines specified in the club's Standard Operating Procedures.

### **SECTION G (Affiliates)**

- (1) The Board Of Directors may from time to time choose to create, change, or discontinue various types of club affiliate relationships (e.g. Junior Affiliate, Honorary Affiliate, etc.). A person in these affiliate relationships (i.e. an Affiliate) shall not earn tenure towards becoming a Life Member, have any voting rights, serve in any elected position, or have any ownership rights in the corporation.
- (2) The privileges, fees, renewal rights, and other terms of each type of affiliate relationship shall be fully detailed in the club's Standard Operating Procedures and each new or changed type of club affiliation relationship shall be subject to approval by the voting Members present at the Annual Meeting.
- (3) Identification cards shall be issued to each Affiliate by the Secretary and indicate the expiration date of the affiliation (if any). These identification cards are the only valid proof of affiliation.

# ARTICLE II

## Member Meetings

- (1) Regularly Scheduled Member Meetings shall be held eight (8) times per annual membership period. Unless written notice to the contrary is provided to every voting Member at least three (3) days in advance, all Regularly Scheduled Member Meetings will commence at 7:00PM Eastern Time, take place at the clubhouse on Burger Road in Rhinebeck, New York, and occur on the following days:

January	Last Saturday of the month
March	Third (3rd) Saturday of the month
May	Third (3rd) Saturday of the month
July	Last Wednesday of the month
August	Third (3rd) Wednesday of the month
September	Last Saturday of the month
October	Last Saturday of the month
November	Wednesday immediately preceding opening day of deer season

- (2) The Regularly Scheduled Member Meeting on the last Saturday in September shall be considered the corporation's Annual Meeting.
- (3) The date, time, place, and meeting method for Regularly Scheduled Member Meetings may be changed in the event of severe weather conditions, a public safety emergency, public health compliance, or other emergency situations provided all such changes comply with the following:
- (a) The Board Of Directors shall determine the necessary change to the Annual Meeting time, date, place, and meeting method (e.g. electronic meeting); timely notify all Members of the change by email or telephone; and, where possible, timely post a notice of the change on the door of the Burger Road clubhouse. The Board of Directors shall provide a telephone dial-in option and appoint a Director to assist members in accessing the meeting if the Annual Meeting is conducted electronically due to the emergency situation.
  - (b) The President shall determine the necessary cancellation or necessary modification of the time, date, place, and meeting method of any other Regularly Scheduled Member Meetings; timely notify all Members of the cancellation or change by email or telephone; and, where possible, timely post a notice of the cancellation or change on the door of the Burger Road clubhouse. The President shall put forth their best efforts to provide each Member at least three (3) days written notice of changing any Regularly Scheduled Member Meeting.
  - (c) In the event any Regularly Scheduled Member Meeting is changed as described above:
    - (i) All Regular Members shall immediately be credited (for purposes of calculating tenure) with attending the meeting, regardless of their actual attendance



- (i) The Board Of Directors is authorized to make expenditures totaling less than \$500.00. The following expenditures shall not be limited by the amount, however, the Board Of Directors is required to remain within the approved Budget:
    - Insurance
    - Taxes
    - Utilities
    - General maintenance
    - Emergency repairs
- (4) The Board of Directors or their designee shall present their proposed budget for the upcoming membership year at each Annual Meeting. The Members shall, at or prior to the Regularly Scheduled Member Meeting in November, then adopt either this proposed budget or an alternative budget of their choosing for the upcoming membership year.
- (5) The President or an elected officer designated by the President shall preside over all Regularly Scheduled Member Meetings.
- (6) The presiding officer shall set the agenda of each Regularly Scheduled Member Meeting.
- (7) Only the President or the Board Of Directors may call an Emergency Member Meeting. The party calling the Emergency Member Meeting shall set the agenda, name a non-probationary club Member as the presiding officer for the meeting; and set a suitable time and date for the meeting. The Secretary shall notify all Members with voting rights of any Emergency Member meeting in writing no less than three (3) days prior to the meeting and said notice shall be delivered via postal mail and contain an agenda of the business which is to be conducted. Only those decisions and actions directly related to this agenda are binding.
- (8) The Secretary shall ensure that attendance at all Regularly Scheduled Member Meetings and all Emergency Member Meetings is accurately recorded in the meeting minutes. After affording all Members present with the opportunity to have their meeting attendance recorded by the Secretary, the presiding officer shall promptly declare the closing of the meeting roll call. No votes or other club business shall be conducted until the meeting roll call is closed in this manner.
- (9) Only those Members present prior to the closing of the meeting roll call shall be credited with attending the meeting and all other Members shall be marked absent except where the President or Board of Directors has changed the meeting time, date, place, or method due to an emergency.
- (10) Only those Members with voting rights and marked present in the meeting's roll call at the time of its closing may vote at any Member meeting. No Member shall vote electronically except when a) the Board Of Directors has declared an emergency and b) decided to conduct the meeting only by telephonic or electronic means.
- (11) A minimum of twenty (20) Members with voting rights must be recorded as present at the closing of the meeting roll call to have a quorum at any Member meeting. No voting or other business shall be conducted without a quorum.

- (12) The candidate receiving the most votes shall win an elected office. A 2/3 majority is required to approve any changes to the bylaws or approve dissolution. A simple majority vote is required to approve any other issue brought before the membership.
- (13) The presiding officer shall maintain order at all Member meetings and it shall be their privilege to dismiss any person(s) causing a disturbance of the proceedings.
- (14) All other aspects of Member meetings shall be conducted according to then-current version of Robert's Rules.

# ARTICLE III

## Elected Positions

- (1) Elections for the office of the President, Vice President, Secretary, and Treasurer (cumulatively, the Officers) shall be held at the Annual Meeting. Terms begin on January 1st of the calendar year following the election. All elections of Officers shall occur by secret ballot unless there is no contest.
- (2) The terms for the offices of President, Vice President, Secretary, and Treasurer shall be four (4) years each. No person shall serve in one of these offices for more than eight (8) consecutive years unless no other eligible Member is willing to serve.
- (3) The terms for the offices of President and Treasurer shall start in the same year. The terms for the offices of Vice President and Secretary shall begin two years later.
- (4) The President, Vice President, Secretary, and Treasurer shall have all of the authority and all of the responsibilities normally associated with their position in the state of New York.
- (5) The President shall define the club's committee structure and appoint Members to various roles to assist in overseeing and maintaining club properties; posting other properties; running club events; issuing guest passes; and any other task the President deems beneficial to the club. All such appointments shall terminate concurrently with the annual membership period or earlier at the President's discretion. No such appointments shall convey signature authority. Signature authority may not be delegated and is solely a responsibility of the President, Vice President, Secretary, and Treasurer.
- (6) Elected Officers and independent Directors may simultaneously occupy any of the positions appointed by the President. Any Member may simultaneously serve in more than one appointed position. The President shall have the right to terminate any appointment at any time.
- (7) The Board Of Directors shall consist of seven (7) Directors and:
  - a) All seven (7) Directors shall enjoy equal rights and privileges at all times;
  - b) The Board of Directors shall initially be comprised of the independent Directors currently serving. The adoption of these bylaws shall not change the elected term of office of any Director currently serving. As vacancies occur through the expiration of elected term, resignation, or other circumstances:
    - (i) The first vacant independent Director position shall be eliminated and the President shall immediately become an ex officio Director;
    - (ii) The second vacant independent Director position shall be eliminated and the Vice President shall immediately become an ex officio Director; and
    - (iii) The third vacant independent Director position shall be eliminated and:
      - The Secretary shall immediately become an ex officio Director, and
      - The Board of Directors shall then set a transition term for each of the four (4) remaining independent Director positions such that no term is more than

four (4) years and the terms of no two independent Director positions expire in the same year; and

- c) Thereafter:
- (i) The President, Vice President, and Secretary shall serve as ex officio Directors and there shall be four (4) independent Directors;
  - (ii) Terms of office for independent Directors (i.e. Directors other than the President, Vice President, and Secretary) shall be four (4) years each;
  - (iii) Independent Directors shall be elected by the membership at the Annual Meeting by secret ballot unless there is no contest; and
  - (iv) Unless no other eligible Member is willing to serve, no person shall serve as an independent Director for more than eight (8) consecutive years.
- (8) The Board Of Directors is responsible for:
- Corporate governance and the interpretation of these bylaws;
  - At the Regularly Scheduled Member Meeting in July, proposing the annual budget for the upcoming (next) annual membership period including all associated dues, fees, fines, and other Member obligations;
  - Updating their proposed annual budget in accordance with any amendments made at the Regularly Scheduled Member Meeting in July and proposing their annual budget (including all associated dues, fees, fines, and other Member obligations) with these amendments no later than the Regularly Scheduled Member Meeting in August;
  - Processing applications from prospective Members;
  - Administering the various types of Affiliate relationships
  - Assessing all owned and posted land and annually making a recommendation to the Members regarding the value each parcel provides to the club;
  - Assessing any land available to the club for posting and making a recommendation to the Members regarding the value it provides; and
  - Conducting inquiries to gather information on grievances against a Member resulting from their actions on property the club owns or posts.
- (9) The independent Directors shall monitor the condition and maintenance of all properties owned or leased by the club and report their findings to the membership at Regularly Scheduled Member Meetings.
- (10) Any ex officio or independent Director who fails to attend three (3) or more regular board meetings during an annual membership period shall immediately be deemed to have vacated all of their elected positions and an election to fill the remainder of their vacated term shall be conducted at the next Regularly Scheduled Member Meeting.
- (11) All removals from an elected office shall be conducted in compliance with New York State law (e.g. NPC Law Section 706) and:
- a) The Members shall have the right to remove any elected Officer or independent Director without cause provided any resolution to remove an elected Officer or independent Director without cause is approved, seconded, and tabled at a Regularly Scheduled Member Meeting and then voted upon no earlier than the following Regularly Scheduled Member Meeting;

- b) The Members shall have the right to remove any elected Officer or independent Director with cause; and
  - c) The Board of Directors shall only have the right to remove an elected Officer or independent Director with cause.
- (12) The Board Of Directors shall immediately notify all Members of any vacancy in any elected office.
- (13) Should a vacancy occur in the office of the President, the Vice President shall immediately become the President. Should a vacancy occur in the office of any other elected officer or one of the four (4) independent Director positions, the presiding officer or their designee shall conduct an election to fill the remainder of the vacated term at the next Regularly Scheduled Member Meeting. In the event of a vacancy in the office of Treasurer or Secretary, the Board Of Directors may temporarily appoint any club Member with five (5) or more years of tenure to the respective office until the time of that next Regularly Scheduled Member Meeting.

# ARTICLE IV

## Board Meetings

- (1) The Board Of Directors' meets in regular board meetings at 7:00PM Eastern Time on the second Monday of each month except June and December. The Board Of Directors may change this schedule of regular board meetings by unanimous vote; however, such change will only remain in effect until the end of the current annual membership period.
- (2) Any two (2) members of the Board Of Directors may call a special board meeting by providing at least three (3) days written notice to each Director. A unanimous vote of all Directors is required to waive this notice period.
- (3) The Board Of Directors shall appoint one of its members to preside over its meetings. This presiding member shall set the meeting agenda and maintain order at the meeting.
- (4) A minimum of five (5) Directors must be present to have a quorum at any meeting of the Board Of Directors and a two-thirds (2/3) majority vote is required to approve any item. No Director shall vote by proxy. No Director shall vote electronically except when a) the Board Of Directors has declared an emergency and b) decided to conduct the meeting only by telephonic or electronic means.
- (5) All other aspects of any meeting of the Board Of Directors shall be conducted according to then-current version of Robert's Rules.

# ARTICLE V

## Standard Operating Procedures

- (1) The club shall operate and maintain its facilities in accordance with Standard Operating Procedures.
- (2) The Secretary shall maintain the official copy of the Standard Operating Procedures and ensure that every Member has timely access to them.
- (3) The club may change Standard Operating Procedures from time to time, but they may only be altered via the following process:
  - (a) Members may propose changes. To do this, a Member must submit a redlined version and a clean version of the Standard Operating Procedures with the proposed changes to the Secretary. Both versions shall be submitted in hardcopy and .pdf electronic form with both clearly marked as a proposed draft, marked with the date of the proposal, and identify the proposer. When submitted at least ten (10) days prior to the next Regularly Scheduled Member Meeting, the President shall then add the proposed changes to that meeting's agenda. Otherwise, the President shall add the proposed changes to the next Regularly Scheduled Member Meeting's agenda.
  - (b) The Board Of Directors may propose changes. To do this, the Board Of Directors must develop a redlined version and a clean version of the Standard Operating Procedures with their proposed changes. Both versions shall be clearly marked as a proposed draft, marked with the date of the proposal, and identify the Board Of Directors as the proposer.
  - (c) At least three (3) days prior to a Regularly Scheduled Member Meeting where any proposed change to the Standard Operating Procedures is on the agenda, the Secretary or their designee shall post a paper copy of the redlined version and the clean version in the clubhouse.
  - (d) At least three (3) days prior to a Regularly Scheduled Member Meeting where any proposed change to the Standard Operating Procedures is on the agenda, the Secretary or their designee shall distribute electronic copies of both the redlined version and clean version to all Members who have registered their email address with the club.
  - (e) Unless there is a clear emergency, no changes may be made to the Standard Operating Procedures until the change has been discussed as new business at a Regularly Scheduled Member Meeting, tabled, and then further discussed at a subsequent Regularly Scheduled Member Meeting before voting.
- (4) All Members shall comply with the Standard Operating Procedures.
- (5) Any Member who violates the Standard Operating Procedures shall be subject to disciplinary action, including possible loss of membership. Allegations of such Member violation must be made in writing, signed by the plaintiff, dated, and submitted to both the Secretary and President. The Board Of Directors shall thoroughly investigate all such allegations, share their findings at a Regularly Scheduled Member Meeting, and recommend a suitable disposition of the alleged violation to the Members.

# ARTICLE VI

## Bylaws Changes

- (1) The Secretary shall maintain the official copy of these bylaws and ensure that every Member has timely access to them.
- (2) Members with voting rights may propose bylaws changes. To do this:
  - (a) A Member must electronically submit a redlined version and a clean version of the bylaws with their proposed changes to the Secretary before July 1<sup>st</sup> of the year in which the proposed changes will be voted on (as described below). Both versions shall be clearly marked as a proposed draft, marked with the date of the proposal, call out the proposed date for the changes to become effective, and identify the Member(s) proposing the changes.
  - (b) Within three (3) days of receiving the electronic submission of any proposed bylaws changes, the Secretary or their designee shall:
    - (i) Email copies of the redlined version and clean version to all Members who have registered their email addresses with the club, and
    - (ii) Post paper copies of all redlined versions and clean versions of any proposed bylaws changes in the Burger Road clubhouse.

No alteration or amendment to a proposed bylaw change may occur after this time.

  - (c) All proposed bylaws changes shall be presented and discussed but not voted on at the Annual Meeting. The Board Of Directors may make recommendations to the Members at this meeting regarding the proposals.
  - (d) All bylaws changes proposed by Members shall be brought to the floor for a vote at the Regularly Scheduled Member Meeting in October.
- (3) The Board Of Directors may propose bylaws changes. To do this,
  - (a) For non-emergency changes, the Board Of Directors shall follow the same process and timeline prescribed for Member-proposed bylaws changes above, and.
  - (b) For emergency changes:
    - (i) The President or their designee shall schedule an Emergency Member Meeting to allow time for written notice; and
    - (ii) The Secretary or their designee shall immediately email a redline version of the emergency proposed bylaws changes and a clean version of the emergency proposed bylaws changes to all Members who have an email address on file with the club.



- (iii) The Secretary or their designee shall provide at least three (3) days written notice of the meeting to all Members with voting rights and include a redline version of the emergency proposed bylaws changes and a clean version of the emergency proposed bylaws changes with the notice. Such notice may be provided by postal mail sent at least seven (7) days prior to the meeting.
- (4) All approved amendments to these bylaws shall take effect at the start of the next annual membership period, unless otherwise stated in the proposed changes.

# ARTICLE VII

## Dissolution

Prior to any dissolution of the corporation:

- (1) The Board of Directors shall adopt a dissolution plan compliant with all local, state, and federal laws (e.g. New York State NPC Section 1002) and detailing the dissolution of the corporation and the distribution of the corporation's assets;
- (2) The Board of Directors shall then submit the dissolution plan to a vote of the Members and a two-thirds (2/3) majority vote shall be required to approve the dissolution plan; and
- (3) The Secretary shall provide each Member with a full copy of the dissolution plan and notice of the date, time, and place of the Member vote on the dissolution plan no less than four (4) weeks prior to the vote.

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