

NORTH OLMSTED SPORTSMAN'S CLUB

CONSTITUTION AND BY-LAWS

JUNE 10, 2008

CONSTITUTION

ARTICLE 1. NAME AND OBJECTIVES

1.1 NAME

The name of this organization shall be "The North Olmsted Sportsman's Club. It shall be an Ohio Corporation, operated not for profit

1.2 OBJECTIVES

The objectives of the Club shall be to promote the interest of legitimate sport with rod and gun; to propagate and restock suitable fields and streams with game and fish; to uphold the laws for the protection and propagation of game and fish within the state of Ohio; to further such legislation as is proper to provide better hunting and fishing; to protect the Second Amendment of the Constitution of the United States of America; and any and all things deemed suitable or necessary for promoting the welfare and well being of said Club.

1.3 FIDUCIARY ACTIVITIES

To the attainment of these objectives, the Club shall be authorized to collect dues from its members, to receive bequests and donations, to own real estate, buildings, and other properties; and to hold meetings and engage in other activities consistent with the objectives of the Club and this Constitution.

1.4 DEFINITIONS

"The Club" as used in this Constitution and By-laws shall mean "The North Olmsted Sportsman's Club, Inc."

1.5 CLUB EQUIPMENT AND PROPERTY

In the event the Club should ever disband, it shall be the duty of the entire group of Electors to decide the disposition of Club equipment and property.

1.5.1 DISPOSITION OF REAL PROPERTY

No real property owned by the Club may be sold, traded, bartered, or otherwise disposed of by the Board of Trustees or any Committee without bringing the matter up before a quorum of Electors at a general meeting. All Electors of the Club are to be notified by mail sent to their last known address at least ten (10) days prior to the meeting and the mailing is to advise the electors that the mailer of property disposition is to be brought up at the meeting. The electors shall have the opportunity to discuss the subject of property disposition at the general meeting and shall vote upon the mailer, a 2/3 majority being necessary for passage.

1.5.2 DISPOSITION OF EQUIPMENT AND PROPERTY

Any disposition of Club Equipment and Property shall be in accordance with Local, State, and Federal laws where applicable.

ARTICLE 2. MEMBERSHIP

2.1 GENERAL

To be eligible for election to membership in the Club, a person must be of good moral character.

2.2 CLASSIFICATION OF MEMBERSHIP

2.2.1 ACTIVE MEMBERS

All dues-paying members shall be Active Members.

2.3 ELECTORS

The Electors of the Club are the Active Members.

2.4 APPLICATION FOR MEMBERSHIP

Each application for membership shall be made in such form as may be prescribed by the Board of Trustees, shall be signed by the applicant and endorsed by two (2) members in good standing who are personally acquainted with the applicant, and shall be accompanied by the initiation fee, if any, and one year's dues.

2.5 ELECTION TO MEMBERSHIP

Each application for membership shall be referred to the Board of Trustees to be voted on at two (2) consecutive Board Meetings. If there be no dissenting vote among those present, the applicant shall be declared elected.

2.6 EXPULSION

Any member may be suspended or expelled by the Board of Trustees for conduct unbecoming a member. The Board of Trustees shall consider the validity of any charges, and if found justified shall notify the member of the charges and of the Board of Trustees meeting at which the member may be heard. The member shall be notified in writing at the member's last known address at least seven (7) days before the meeting.

ARTICLE 3. BOARD OF TRUSTEES

3.1 GENERAL

The management and control of the Club and of all properties shall be vested in the Board of Trustees. This Board of Trustees shall be nine (9) in number. Of the nine, three shall be

elected each year for a term of three (3) years, or until their successors are duly elected and qualified. Each Trustee must be an Elector of the Club. It shall be the duty of the Board of Trustees to fill any vacancy within a reasonable time.

3.2 NOMINATING COMMITTEE

During the month of October, the President shall appoint a Nominating Committee of three (3) members chosen from the electors.

3.3 NOMINATIONS

The Nominating Committee shall nominate for office of Trustee up to twice as many Electors as there are vacancies to be filled on the Board of Trustees. Other nominations, not to exceed three (3), may be made from the floor. Trustees may not serve consecutive terms: the alternate member of the Board of Trustees is eligible for nomination, but the outgoing Trustees are not.

3.4 ELECTION

Election of the new members of the Board of Trustees shall be held at the December regular meeting. Candidates must be present at this meeting to be elected.

3.4.1 ALTERNATE MEMBER OF BOARD OF TRUSTEES

The nominee at the December General Election with the next greatest number of votes after the vacancies have been filled shall be the Alternate Member of the Board of Trustees for a term of one year. The duties of the Alternate Member shall be to attend meetings of the Board of Trustees and serve as a voting member of said Board only when required to establish a quorum.

3.5 MEETINGS

The Board of Trustees shall hold its first meeting immediately after the election and shall elect new officers. The retiring officers shall transfer the official books and other properties to their respective successors. Unless for exceptional causes to the satisfaction of the Board of Trustees, the Board and all Committee chairmen shall also meet at least once a month throughout the year.

3.5.1 QUORUM

Ten percent (10%) of the Electors shall constitute a quorum. Five members of the Board of Trustees shall constitute a quorum at meetings of the Board of Trustees. In either case, a lesser number may meet and adjourn and enter such action in the appropriate records. No official Club business may be conducted at any meeting unless a quorum is present.

3.6 DUTIES

The Board shall make rules for the conduct of its meetings and make any and all rules and regulations, and do any and all things looking toward the fulfillment of the objectives of the Club except only as provided in this Constitution.

ARTICLE 4. OFFICERS - ELECTION AND DUTIES

4.1 OFFICERS

The Officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer.

4.2 ELECTION OF OFFICERS

Immediately after the General Election, the Board of Trustees shall elect by ballot their officers. Candidates for the offices shall have been an elector for at least one year to be eligible for election. No Trustee may serve in the same office for more than two consecutive years.

4.3 DATE OF ACCESSION TO OFFICE

The new Trustees and Officers shall take office at the close of the Annual Meeting.

4.4 REMOVAL FROM OFFICE

Any Trustee or elected Officer may be removed from office at any time, for cause deemed sufficient, as determined by 2/3 of the ballots cast by the Electors of the Club at a general meeting having a quorum, or on letter ballot after opportunity of defense at a meeting.

4.5 PRESIDENT

It shall be the duty of the President to see that the provisions of this Constitution are duly observed and executed and to preside at all business meetings of the Club and of the Board of Trustees. The President shall vote on actions of the Board of Trustees only in case of a tie vote. The President shall be a member ex-officio of all committees, but without vote.

4.6 VICE-PRESIDENT

In the absence or disability of the President, the duties of that office shall be executed by the Vice President. The Vice President is responsible for the membership roster and database.

4.7 SECRETARY

The Secretary shall be responsible for general communications with the membership and shall keep accurate records of all proceedings of the Club and of the Board of Trustees. The Secretary shall maintain a record of all changes or amendments to the Constitution and By Laws and shall post the most current version in the Clubhouse.

4.8 TREASURER

The Treasurer shall have charge of all the funds of the Club. The Treasurer shall keep an accurate account of everything coming into and paid out of the Treasury of the Club. The Treasurer shall balance the books, and make a report at every regular and Trustees meeting of the amount in the treasury. The Treasurer shall also perform any other duties prescribed by the Board of Trustees. The Treasurer shall, if required by the Board of Trustees, be bonded conditioned and in such penalty as the said Board shall deem proper, for the faithful

performance of the duties of Treasurer. The Treasurer shall deposit the funds of the Club to the credit of the Club, in a bank designated by the Board of Trustees. The Board of Trustees, however, shall have the power to designate a petty cash fund, not to exceed \$100.00, which may be withheld from deposit, and from which small bills may be paid in cash. The Treasurer shall not pay out any money in excess of \$100.00 except by check, signed by the Treasurer or the President.

4.9 TEMPORARY APPOINTMENTS

In the absence or disability of any of the Officers, the Board of Trustees may designate an officer pro tem from the remaining trustees, who shall serve for the duration of the condition or until removed by the Board. During this period, the designated Officer shall have the same duties and authority as the Officer in whose stead the person is serving.

ARTICLE 5. ORGANIZATION COMMITTEES

5.1 COMMITTEES

5.1.1 GENERAL

The activities of the Club shall be planned by committees composed of members of the Club.

5.1.2 STANDING COMMITTEES

There shall be standing committees of the Board of Trustees such as an Executive Committee, a Finance Committee, and committees in such other matters as the Board of Trustees shall from time to time designate. These standing committees shall be appointed by the President with the approval of the Board of Trustees except that:

5.1.2.1 The Executive Committee of the Board of Trustees shall consist of the President, the Vice-President, the Secretary, and the Treasurer. The President shall be Chairman of the Executive Committee, which committee shall function and have the authority to act in the interim between meetings.

5.1.2.2 The Finance Committee - Shall consist of the Treasurer as Chairman thereof, and two other members of the Board appointed by the President. At the end of the fiscal year, the Finance Committee shall audit the receipts, disbursements, and balance.

5.1.3 Other Committees - The President shall appoint, subject to the approval of the Board, any other committees deemed necessary.

5.1.4 APPOINTMENT AND REMOVAL

The Board of Trustees shall have the sole right and authority to approve members of committees appointed by the President under this Constitution and likewise shall have the sole right and authority to remove from such committees, whether these committees be created by

this Constitution or otherwise, any member whose actions, in the judgment of the Board, are detrimental to the interests of the Club.

ARTICLE 6. AMENDMENTS

6.1 BALLOT

This Constitution may be amended at any regular meeting by a vote of 2/3 of the electors present, providing the amendment was read at the previous meeting and written notice sent to the electors at least 10 days prior to the meeting at which the vote will be taken.

ARTICLE 7. MISCELLANEOUS

7.1 BY-LAWS

By-Laws shall be appended to this Constitution and shall become effective after having been approved by a majority of the Board of Trustees.

7.2 INDEMNIFICATION OF TRUSTEES AND OFFICERS

The Club shall indemnify every Trustee or Officer, his heirs, executors, and administrators, against expenses reasonably incurred by him in connection with any action, suit, or proceeding to which he may be made a party by reason of his being or having been a Trustee or Officer of the Club, or by reason of his serving at the Club's request as a trustee or officer of any other corporation, partnership, joint venture, trust, or other enterprise from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit, or proceeding to be liable for negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Club is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled. This protection shall be extended to club members while they are serving as range officers at scheduled club shooting events.

BY-LAWS

ARTICLE 1. MEETING AND RULES OF ORDER

SECTION 1.0 FISCAL YEAR

The Fiscal Year shall commence on the first day of the Calendar Year.

SECTION 2.0 ANNUAL MEETINGS

The Annual Meeting of the Club shall be held on the second Tuesday of December.

SECTION 3.0 REGULAR MEETINGS

Regular Meetings of the Club shall be held on the second Tuesday of each month.

SECTION 4.0 SPECIAL MEETINGS

Special Meetings of the Club shall be called by the President. All Electors are to be notified by mail at least five (5) days prior to the date of any Special Meeting. The subject of the Special Meeting shall be described in the mailing and no business matters not mentioned in the mailing shall be decided at any such meeting. Special Meetings may also be called by any five (5) members of the Board of Trustees or Fifteen (15) Electors in the above manner and with the above restrictions.

SECTION 5.0 PARLIAMENTARY ORDER

Roberts Rules of Order for Deliberative Assemblies shall be the parliamentary standard of the Club on all points not specifically provided for in the Constitution and/or the By-laws of the Club.

ARTICLE 2. FEES AND DUES

SECTION 1.0 INITIATION FEE

The amount of any Initiation Fee shall be established by the Board of Trustees.

SECTION 1.1 SPOUSE AND CHILDREN

No initiation fee shall be charged the spouse of any active member, nor shall there be an initiation fee charged the member's dependent children should they decide to become active members. To realize this benefit the spouse and or dependent children of the active member must be residents of the member's household.

SECTION 1.2

The spouse and all dependent children of an active member are eligible to participate in all club activities with these restrictions: (A) The dependent children must have not reached their twenty-first (21st) birthday. (B) Neither the spouse nor dependent children may vote or hold office. (C) Any other restrictions that the Board of Trustees may from time to time establish.

SECTION 2.0 DUES

The amount of annual dues shall be established by the Board of Trustees. Dues shall be due and payable January 1 of the fiscal year for membership renewal.

SECTION 2.1 NEW MEMBERS

All prospective members are to attend at least one general meeting prior to being considered for membership by the Board of Trustees. There shall also be a waiting period of at least 30 days from the time of submission of the membership application until the prospect can be accepted into membership by the Board of Trustees.

SECTION 2.1.1 RETURNING MEMBERS

Any previous member who has been inactive for a period of one calendar year or longer must reapply for membership.

SECTION 2.2 PRO-RATING OF DUES

Dues assessable to new members joining through the year will be pro-rated on a quarterly basis, i.e., April 1st- 75%; July 1st- 50%; October 1st- 25%. There will be no reduction below 25%. The initiation fee will not be pro-rated regardless of when a new member joins the Club. The initiation fee will not be charged to returning members.

SECTION 2.3 EXECUTIVE COMMITTEE DUES

As an honorarium to members of the Executive Committee, they shall be exempt from the assessment of dues during the period of time they actively serve in their respective positions.

SECTION 3.0 FORFEITURE OF MEMBERSHIP

Any member whose dues are not paid by March 31st of the fiscal year shall lose all rights and privileges associated with active membership including the right to vote and any and all range privileges. The Board may deem the membership forfeited or take such other action as may seem proper at the time. Any extenuating circumstances may be presented to the Board of Trustees by the member and the Board may take action as deemed proper.

SECTION 5.0 REINSTATEMENT

Any active member whose membership has lapsed because of non-payment of dues and who wishes to return to active membership in the same calendar year must petition the Board of Trustees for reinstatement and pay the full year's dues.

ARTICLE 3. COMMITTEES

SECTION 1.0 COMMITTEE APPOINTMENTS

Except as otherwise provided by the Constitution or By-laws, the chairman and members of committees of the Club shall be appointed by the President with the approval of the Board of Trustees.

ARTICLE 4. SPECIAL MEMBERSHIPS

SECTION 1.0 LIFE MEMBERSHIP

Life Membership may be granted to any member who has been an active member for fifteen (15) or more consecutive years, is retired from his/her work, and is not gainfully employed. The member shall have performed significant service to the Club such as being a range officer, committee chairman, or Trustee. A prospective life member must be nominated by the Life Membership Committee and approved by the Board of Trustees. Upon being granted life membership, the member will be exempt from annual dues for the remainder of his/her life and shall be entitled to all the rights and privileges of a dues-paying member including the right to vote and hold office.

SECTION 2.0 HONORARY MEMBERSHIP

Individuals performing some special act or service for the Club may be nominated for Honorary Membership. The nomination for Honorary Membership shall be made to the electors at a general meeting and the nomination then submitted to the Board of Trustees for action. Upon approval for Honorary Membership, the individual shall be entitled to all the rights and privileges of an active member except the Honorary member may not vote nor hold office. The length of term of Honorary Membership is to be determined by the Board of Trustees on an individual basis.

ARTICLE 5. NORTH OLMSTED BEAGLE CLUB

THE NORTH OLMSTED BEAGLE CLUB WAS ONE OF THE GROUPS INSTRUMENTAL IN THE INITIAL FORMING OF THE NORTH OLMSTED SPORTSMAN'S CLUB. ALTHOUGH THE NORTH OLMSTED BEAGLE CLUB IS NOT PRESENTLY ACTIVE, ARTICLE 5 OF THE BY-LAWS OF N.O.S.C. HAS BEEN LEFT INTACT FOR HISTORIC AND NOSTALGIC PURPOSES.

Section 1 Explanation

In order to hold AKC sanctioned field trials, it is necessary to have a separate organization formed for this purpose. For this reason, an affiliated organization shall be formed, called the North Olmsted Beagle Club.

Section 2 - By-laws of the North Olmsted Beagle Club

(A) Name: The organization to be known as the North Olmsted Beagle Club shall be affiliated with the North Olmsted Sportsman's Club.

(B) *Object: The object of the North Olmsted Beagle Club shall be to promote interest in the practice of breeding, raising, training, and exhibition of Beagle dogs; conductance of related activities; similar organizations and to do any and all things deemed suitable or necessary for promoting improvements of this breed of dog.*

(C) *Meetings: The regular meeting date of this organization shall be considered as the second Tuesday of each month at 8:00 PM to be held concurrently with the regular meeting of the parent organization, the North Olmsted Sportsman's Club. Article I of the By-laws of the North Olmsted Sportsman's Club is incorporated herein by reference and shall govern the procedures for this organization.*

(D) *Officers: The President of this organization shall be the person designated by the officers of the North Olmsted Sportsman's Club as Chairman of the Field Trials Committee, and his duly appointed committee members, as provided by Article 3 of the By-laws of the North Olmsted Sportsman's Club, shall be designated as the Vice-President and Treasurer of this organization, respectively. The Secretary of the North Olmsted Sportsman's Club shall automatically assume the similar duties of the North Olmsted Beagle Club.*

(E) *Duties: The activities of the Officers of the North Olmsted Beagle Club in the performance of their duties shall be answerable at all times to the North Olmsted Sportsman's Club and/or to the Trustees of the said organization.*

(F) *Finances: Any and all moneys received by this organization as a result of membership assessments, activities, etc. shall revert without reservation to the Treasury of the North Olmsted Sportsman's Club.*

ARTICLE 6. RANGE PRIVILEGES

SECTION 1.0 RANGE OFFICERS

No member of the NOSC is to shoot on any NOSC range unless in the presence of a range officer. Range rules will be in effect for one shooter as well as upwards of two or more.

SECTION 2.0 RANGE RULES

Written range safety rules will be established by the directors of the various shooting programs and the range officers, and will be posted clearly in the clubhouse. The range rules will be strictly adhered to by all shooters at all times. Range officers shall have the authority to expel any shooter from the range for the breaking of any of the range safety rules.

SECTION 2.1 NON-MEMBERS

(A) Non-members will be permitted to shoot on any of the Club ranges if the non-member is in the company of a sponsoring member.

(B) A limit of not more than four (4) days' shooting privileges will be extended to the guest of an active member, who must sponsor and accompany the guest at all times. A request for more than four (4) days' shooting privileges for a guest may be presented to the Board of Trustees and range officers by the sponsoring member. The decision of the Board of Trustees and range officers will be final in each case and in no way establish a precedent for the future.

(C) The active member sponsoring a non-member shall be responsible for the safety and conduct of the guest at all times with the due regard for the North Olmsted Sportsman's Club and fellow members.

SECTION 3.0 RANGE ORIENTATION

The program directors and range officers shall establish an orientation program for shooters on the ranges. All new shooters must pass the orientation program to be qualified to shoot on any of the ranges. It shall be the duty of the range officers to ascertain the qualifications of any shooter prior to his or her shooting on the range.

SECTION 3.1 WAIVING OF RANGE ORIENTATION

Orientation of shooters may be waived for the firing of matches involving non-member shooters. However, the range officer(s) are to satisfy themselves that all shooters participating are qualified.

ARTICLE 7. RANGE FEES

SECTION 1.0 PISTOL AND RIFLE

Range fees shall be established by the respective program directors and shall become effective upon approval by the Board of Trustees.

SECTION 2.0 TRAP RANGE

Trap range fees shall be established by the trap range chairman and shall become effective upon approval by the Board of Trustees. The fee shall be charged whether or not the birds are broken by shot. Unbroken birds are to be returned without refund to aid in the cost of operating the trap. In the event of breakdown of the trap, all moneys will be refunded to members and guests with regard to the number of birds thrown at the time of breakdown. Return privileges shall be extended to members' guests for a future date of shooting.

ARTICLE 9. MISCELLANEOUS (AMENDMENTS AND REVIEW)

SECTION 1.0 AMENDMENTS

These By-laws may be amended at any time by, and with the approval of a majority of, the Board of Trustees, at any of its regular meetings.

SECTION 2.0 REVIEW OF CONSTITUTION AND BY-LAWS

The Constitution of the North Olmsted Sportsman's Club is to be reviewed and the By-laws updated at intervals not to exceed 10 years. The President shall appoint a Committee Chairman who shall then select five (5) committee members to undertake the project. The appointments are to be made at the beginning of the fiscal year and the review and updating completed and recommendations submitted to the Board of Trustees no later than the June general meeting.

SECTION 2.1

A printed copy of the Constitution and By-Laws shall be distributed to newly elected trustees at the first Trustee's meeting.