

Last revised: 2007. Section listing names removed for privacy.

Article I

Name and Purpose of Organization

Section 1. **Name**. The corporation shall be known as MILLBROOK ROD & GUN CLUB, INC.

Section 2. **Purpose**. The purpose of the corporation is: to purchase and lease lands and water and other rights within the State of New York for the purpose of fostering, protecting, preserving and propagating game, fish, game birds and animals and for the purpose of hunting, shooting and catching the same, to promote and engage in shooting sports such as trap, skeet and sporting clays and, when practical, to do so upon the lands or water owned, leased or controlled by the corporation, for the benefit and enjoyment of its members.

Article II

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Members

Section 1: **Class of Membership**. There shall be the following classes of members, with the rights, privileges and obligations contained herein:

A. **Owner Members**. An Owner Member is any member with an ownership interest in the corporation, as defined herein.

1. Any person over the age of twenty-one (21) years is eligible to be an Owner Member, provided all the following conditions are satisfied:

i. Upon making written application in the form to be established by the Board of Directors;

ii. Upon being sponsored by three Owner Members, in a writing submitted with the application;

iii. Upon payment of the initiation fee, the cost of which shall be established by the Board of Directors; and

iv. Upon receiving the approval of at least two-thirds of the Board of Directors, to be voted on only at the annual meeting of the Corporation;

v. Upon payment of all dues for the current year; and

vi. Upon completion of a three (3) year probationary period, meeting the work obligations as prescribed by the Board of Directors from time to time, and attending at least four (4) regular meetings each year.

2. **Confirmation by Board.** The Board of Directors of the corporation shall confirm, from time to time, which applicants have satisfied the conditions of membership in order to be considered an Owner Member.

3. **Owner Member Rights and Privileges.** Owner Members shall:

i. Enjoy all the privileges offered by the corporation. They shall have the right to vote; they shall be eligible to hold office and serve on the Board of Directors; they shall have rights to the assets of the corporation, upon dissolution, as set forth herein.

ii. During the membership of an Owner Member, the spouse and children under the age of eighteen (18) years, shall have all the privileges of an honorary members as hereinafter provided. However, they must be accompanied by an Owner Member any time they are on the property of the corporation.

ii. Each Owner Member shall be entitled to a certificate duly authenticated by the President which shall represent his or her interest, in the form of which shall be decided upon by the Board of Directors.

iv. As of the adoption of these by-laws, the following persons are Owner Members of the corporation:

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*probationary members (probationary members are not yet Owner Members, but may be so once the conditions pertaining to Owner Members set forth herein are met and confirmed by the Board of Directors)

5. **Leave of Absence.** An Owner Member who may be out of the area may request a leave of absence for no more than one (1) year. Dues for the current year must be paid, however, no work fines will be assessed. An Owner Member approved by the Board of Directors for such leave of absence shall not be obligated to attend any regular meetings during such leave.

6. **Assignment of Owner-Membership.** An Owner Member may at any time assign his owner membership, provided that at the time of such assignment or at the time such assignment is to take effect, he or she be an Owner Member in good standing. This assignment shall be effected in a manner and on forms provided for from time to time by the Board of Directors, except that any such transfer made by virtue of a will duly probated shall be accepted in lieu of any other means, and death, under such circumstances shall not be considered as having terminated the owner membership of such testator. The beneficiary shall be responsible for transfer fees. However, if this person does not wish to be an Owner Member of the corporation, he may sell the assigned membership to the corporation on a first come first served basis, and no dues or work fines would be assessed until transfer of ownership. Such membership shall in no other manner, however, be considered an asset of such owner member's estate, or have any other value, and should the beneficiary named in the will predecease the testator such testator's owner membership shall be considered terminated at the time of his death. This provision shall not, however, affect the other privileges heretofore provided for wives and children of owner members, except that one

already an Owner Member shall acquire no additional rights, privileges or interest in the corporation or its assets in the event of any assignment of another owner membership to him.

B. **Landowner Members**. Neighboring landowners may be elected to landowner membership in the corporation by a two-thirds (2/3) vote of the Owner Members at a meeting duly called, should such membership be in the good interest of the corporation and its purposes. A Landowner Member shall not have any voting rights or ownership interest in the corporation. Otherwise, a Landowner Member shall have the same rights and privileges as an Owner Member. A Landowner Member shall not be required to pay any dues, and his or her membership may be terminated at any meeting of the Board of Directors by a majority vote, and shall be terminated upon the transfer of the Landowner Member's property to a third party.

C. **Honorary Members**. Any person may be elected to honorary membership in the corporation by a two-thirds (2/3) vote of the owner members at a meeting duly called, should such membership be in the good interest of the corporation and its purposes. An honorary member shall only have all the privileges of the club; they shall, however have no vote; shall not be eligible to hold office or serve on the Board of Directors; shall have no right, title or interest in the properties or assets of the corporation. An honorary member shall not be required to pay dues.

D. **Senior Members**. Any person age sixty-five (65) or over and an Owner Member for twenty-five (25) consecutive years shall be eligible for membership as a Senior Member. A Senior Member shall have all the rights and privileges of an Owner Member. However a Senior Member shall pay dues equal to one-half (1/2) the amount of an Owner Member, and no work time is required.

E. **Junior Members**. Children of Owner Members who have reached the age of eighteen (18) shall be eligible for membership as a junior member, provided all the following conditions are satisfied:

1. Upon making written application in the form to be established by the Board of Directors;
and
2. Upon paying dues for the current year.

If such conditions are satisfied, Junior Members shall have all the privileges of and Owner Member; provided however, they may use the corporation's property only with the Owner Member parent present, they shall have no vote, shall not be eligible to hold office and may not serve on the Board of Directors. Upon reaching the age of twenty-one (21) years, any Junior Member shall automatically become an Owner Member upon paying the initiation fees and dues as hereinbefore provided, and otherwise meeting the conditions.

F. **Resignation**. Any member may withdraw from the organization by presenting their written resignation to the Board of Directors . Upon the resignation of an Owner Member, the corporation shall have first right to buy out this membership and the Board will sell the membership on a first come first serve basis. The member shall be responsible for dues and work fines until a buyer is found. The resigning member may find a buyer for his membership, however, the buyer is subject to being approved for membership, as herein provided. Upon completion of sale of the membership, transfer fees shall be paid by the selling owner member.

G. **Suspension or Expulsion**. Any member may be suspended for a period of time or expelled for a cause prejudicial to the best interest of the corporation. Such suspension or expulsion may be affected by a majority vote of the Board of Directors provided that:

1. The member shall first receive a written statement of the charges against him or her at least twenty (20) days before such expulsion or suspension hearing is to take place; and
2. The member is given an opportunity to appear and be heard before the Board of Directors at a special time and place and present such defense as he may have to the charges against him before final action is taken.

H. **Rights and Privileges after Termination of Membership.** Any member whose membership in the corporation shall terminate for whatever reason, including that of resignation, death, expulsion or non-payment of dues, shall forfeit all his right, title and interest to any property of the corporation and to all privileges of his membership.

I. **Reinstatement:** All persons applying for reinstatement shall do so as new members. Expelled members shall not be eligible for membership for a period of one (1) year after expulsion.

J. **Dues and Work Fines.** The annual dues and work fines shall be as follows, and may be amended by the Board of Directors from time to time: For Owner Members – Three hundred fifty (\$350.00) dollars per year plus 25 hours of work; Landowner Members – none; Honorary members – none; Senior members – One hundred seventy-five (\$175.00) dollars, no work required; Junior members – Three hundred fifty (\$350.00) dollars. Work fines will be assessed at fifteen (\$15.00) per hour. All dues shall be for the calendar year and shall be payable at the annual meeting in January and not later than February 28th of each year. The secretary shall send a notice to all delinquent members of the amount of dues owed during the month of March, each year. Any member whose dues remain unpaid by May 30th of each year shall automatically cease to be a member. Any member who cannot pay his dues or meet work requirements may apply to the board for a one (1) year, one (1) time hardship consideration; resolution shall be at the discretion of the Board of Directors.

Article III

Government

Section 1. **General Management.** The management of the affairs of the corporation shall be vested in the Board of Directors, who shall be elected as provided herein.

Section 2. **Officers.** The officers of the corporation shall be President, Vice-President, Secretary, and Treasurer. The President of the corporation shall be a member ex officio, of all Committees.

Article IV

Election of Board of Directors and Officers

Section 1. **Board of Directors**. There shall be nine (9) board members who shall be elected by written ballot at the corporation's annual meeting. Each owner member shall be entitled to vote for each board member to be elected and the nine (9) candidates receiving the highest number of the votes cast shall be declared elected. The term of office of each board member shall be one (1) year.

Section 2. **Officers**. After the Board of Directors shall have been elected at an annual meeting, the owner members shall immediately proceed to elect one of the said board members as President; one of the said board members as Vice-President; one of the said board members as Secretary; and one of the said board members as Treasurer. The term of each officer shall be for one (1) year, or until new officers are elected.

Section 3. **Who Shall be Directors and Officers**. Only Owner Members may be officers and directors.

Section 4. **Vacancies**. Vacancies in the Board of Directors shall be filled promptly by a vote of a majority of the Board of Directors at a special meeting called for that purpose or at a regular meeting called within thirty (30) days after the vacancy occurs and the directors so elected shall hold office until the next annual meeting of the members, or until their successors are elected.

Section 5. **Removal of Directors and Officers**. Directors or officers may be removed with or without cause at any time by the affirmative vote of three-fourths (3/4) of the Owner Members at any special meeting called for that purpose.

Article V

Duties of Officers

Section 1. **President and Vice-President**. The president shall preside at all meetings of the members of the corporation and of the Board of Directors and shall appoint such Committees

as he or the Board of Directors shall consider expedient and necessary, and shall be a member ex officio of all Committees. He shall be the executive officer of the corporation and shall sign all contracts, submit all reports required by law, enforce the by-laws, cause all books and records to be properly kept. In the absence of the president, or his death or inability to perform, the vice-president shall perform his duties and in the absence or inability of both the president and the vice-president, the secretary shall perform his duties, and in the absence or inability of all of said officers, the treasurer shall perform said duties. The Vice-President, in addition to the duties mentioned before, shall keep the accounting of the work hours for the members, and his or her determination shall be final and binding on all persons. Section 2. **Secretary**. The secretary shall keep the minutes of all meetings of the Board and membership; shall conduct all of the correspondence; send out notices and perform such other duties traditional with his office or assigned to him by the president.

Section 3. **Treasurer**. The treasurer shall have charge of all receipts and monies of the corporation. He shall deposit same in the corporation's name, shall collect all dues and fees and shall disburse said funds as ordered or authorized by the Board of Directors. He shall keep accurate records of monies received and expended. He shall sign all checks and withdrawal slips.

Section 4. **Compensation**: All officers shall act without compensation, *excluding work hours obligations*.

Article VI

Duties and Powers of Board of Directors

Section 1. **Duties**. The Board of Directors shall have control of the property and affairs of the corporation and shall fix its policies. They shall have power to hold meetings; appoint committees; employ necessary employees; accept, suspend, censure or expel members as in these by-laws provided; authorize proper expenditures and take all necessary and proper steps to carry out the purpose of this corporation and promote its best interests. Notwithstanding the preceding authorities, capital expenditures of five thousand (\$5000) dollars or more must be presented to the membership for approval.

Article VII

Committees

Section 1. **Executive Committee**. The president, vice-president, secretary and treasurer shall constitute the executive committee. At any duly called meeting of the Board of Directors it may add to this membership not more than two (2) additional Owner Members. The executive committee shall be in active control of the conduct of the business of the corporation when the Board of Directors is not in session and shall at each meeting of the board report its action for ratification. The executive committee may act on the majority vote of its members and meetings may be called at any time by the Chairman or any three (3) members of the committee.

Section 2. **Committee on Nominations**. Not less than three (3) months before the annual meeting, the Board of Directors shall appoint a nominating committee of five (5) members, none of whom shall be a member of the Board, whose duty it shall be to nominate members to be elected to the Board and as officers thereof, at the next annual meeting. They shall notify the secretary in writing at least twenty (20) days before the annual meeting of the names of such candidates. Independent nominations for board members and officers may be made, endorsed with the names of not less than five (5) members, if forwarded to the secretary at least fifteen (15) days before the annual meeting.

Section 3. **Standing Committee**. The president, with approval of the Board of Directors, shall appoint within a reasonable time after the annual meeting, the following standing committees to consist of as many members as he may deem advisable, who shall hold office for a period of one (1) year or until successors are appointed: Grounds and Building, Shooting, Kitchen and Refreshments, Events, Work Hours, and other such committees as deemed necessary.

Section 4. **Committee Quorum**. A majority of any committee's then appointed members shall constitute a quorum for the transaction of business. These committees shall study problems within their respective fields and report to the Board or president their findings and recommendations.

Section 5. **Other Committees**. The president may at any time, appoint such other committees as he may deem necessary and may at any time fill vacancies in any committee.

Article VIII

Meetings

Section 1. **Annual Meetings**. There shall be an annual meeting of the corporation's members in January of each year for election of members of the Board of Directors, its officers and for receiving the annual reports of officers, committees and the transaction of other business. Notice of such meeting shall be mailed, except as herein or by law otherwise provided, to the last recorded address of each member, at least twenty (20) days and not more than forty (40) days before the time appointed for the meeting. All notices of meetings shall set forth the place, time, date and purpose of the meeting. This notice shall contain the names of nominees for the Board of Directors and all offices.

Section 2. **Special Meetings**. Special meetings of the corporation may be called by the Board of Directors or Executive Committee at their discretion. Upon written request of any ten (10) members, the Board of Directors shall call a special meeting to consider a specific subject; notice shall be the same as for the annual meeting. No business other than that specified in the notice shall be transacted at the meeting.

Section 3. **Waiver**. Notwithstanding the provisions of any of the foregoing sections, a meeting of the Owner Members may be called at any time and at any place within the State of New York and any action may be taken thereat if notice and lapse of time be waived in writing by every Owner Member having the right to vote at such meeting.

Section 4. **Regular Meetings**. Regular meetings of the corporation shall be held on the second Monday of each month except January, when the annual meeting is held. Notice of such meetings shall be mailed to each owner member at his last recorded address at least five (5) days before the meeting date. Work hours shall be reported and each committee shall present reports at these meetings.

Section 5. **Special Meetings of Board of Directors**. Special meetings of the Board of Directors may be called by the president at his discretion or upon the request of three (3)

directors in writing. Notice, stating the purpose of the meeting, shall be mailed in the manner of the regular meeting, at least five (5) days before the meeting date.

Section 6. **Quorums for Meetings**. One-half plus one ($\frac{1}{2} + 1$) of the Owner Members entitled to vote shall constitute a quorum for the purpose of holding a meeting.

Section 7. **Quorum for Meeting of Board of Directors**. Six (6) directors shall constitute a quorum for holding a meeting of the Board.

Section 8. **Inspectors and Election**. Two (2) Inspectors of election shall be chosen by vote of Owner Members at the first annual meeting. It shall be their duty to act as inspectors of election at such first annual meeting and at all meetings until the next annual election.

Section 9. **Voting**. Every Owner Member shall be entitled to one (1) vote. All actions shall be decided by a majority vote of the members present in person or by proxy, except as otherwise provided herein or by law.

Section 10. **Order of Business**. Order of business at any meeting shall be as follows:

- (1) Minutes of previous meeting
- (2) Treasurer's report
- (3) Communications
- (4) Presentation of bills
- (5) Applications for membership
- (6) Reports of committees
- (7) Unfinished business

- (8) New business
- (9) Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of the members present in person or by proxy. The order of business shall be adjusted for the annual meeting so that all matters which must be determined shall be included in the agenda for the order of business.

Article IX

Miscellaneous

Section 1. **Amendments**. These by-laws may be amended only by a two-thirds (2/3) vote of the Owner Members present in person or by proxy at the annual meeting or a special meeting of the corporation, provided notice of the purpose and text of the proposed amendment or repeal has been provided in the notice for the proposed meeting.

Section 2. **Laws Governing Activities**. Members shall comply with laws applicable to firearms, hunting, fishing and all other activities of the corporation and to the rules and regulations promulgated from time to time by the Board of Directors.

Article X

Dissolution

Section 1. **Dividends**. The corporation shall not pay dividends or distribute any part of its income or profit to its members, directors, or officers.

Section 2. **Distribution of Assets**. Upon dissolution of the corporation, and if the corporation is not insolvent at the time of dissolution or after winding up, after the payment of all debts and legal obligations, the corporation's net assets shall be distributed to the then-existing Owner Members, pro rata.

These amended bylaws were adopted at the annual meeting of the corporation, by two-thirds (2/3) vote of the Owner Members.