

BYLAWS OF THE

ALDER BROOK SPORTSMEN'S ASSOCIATION, INC.

APPROVED BY MEMBERS

AT THE SPECIAL MEMBERSHIP MEETING OF MARCH 27, 2025

BYLAWS OF THE

ALDER BROOK SPORTSMEN'S ASSOCIATION, INC.

DATED MARCH 27, 2025

ARTICLE 1 - NAME

Section 1 The name of this organization shall be the Alder Brook Sportsmen's Association, Inc., hereby referred to in this document as the "Association".

ARTICLE 2 - OBJECT

Section 1 The Association is organized as a 501 (c) (7) non-profit for the purpose of social recreation, improvement, and firearms education.

ARTICLE 3 - INTERPRETATION OF METHODS

Section 1 The Association shall be nonpartisan and nonsectarian and shall limit its activities and influences to the common wealth of the Town of Littleton and the surrounding area.

ARTICLE 4 - MEMBERSHIP

Section 1 Any reputable person may subscribe to membership in the Association.

Section 2 Members may be elected, at any meeting, by the Board of Directors (the "Board") and shall pay in advance an annual membership fee as set by the Board.

Section 3 Members, whether an individual person or comprised of more than one person in the member entity, shall be entitled to cast only one vote in the affairs of the Association.

Section 4 The Board shall have the right to confer honorary membership which shall include all the rights and privileges of active membership, except that of holding office, with exemption from the payment of membership fees.

Section 5 Applications for membership shall be made to the Board, and the application shall be regarded as a guarantee on the part of the applicant of interest in and sympathy with the aims and purposes of the Association and adherence, if elected, to its bylaws, rules, and regulations.

ARTICLE 5 - MEMBER MEETINGS

Section 1 The Board shall provide for holding Member Meetings whenever it may be considered necessary or desirable. A Member Meeting must be called upon a presentation of a petition signed by no less than ten per cent (10%) of the membership.

Section 2 The Annual Meeting of the Association shall be held each August.

Section 3 A quorum at Member Member meetings shall be at least five percent (5%) of members in good standing, but no more than twenty-five (25).

Section 4 Notice of Special and Regular Member Meetings shall be given at least five (5) days in advance of the day of the meeting. Notice shall be in the form of personal advisement, e-mail, and/or publications on the Association Website. Every Member Meeting shall have a written Agenda with all proposed business and related motions duly noticed in advance of the day of the Meeting. Members may also attend information sessions held immediately prior to regular Board Meetings. Information sessions do not qualify as Member Meetings, and no Association business may be conducted at information sessions.

Section 5 Parliamentary Procedure - On questions of parliamentary procedure not covered in these By-Laws or in Robert's Rules of Order, a ruling by the President/Chair shall prevail.

ARTICLE 6 - BOARD OF DIRECTORS

Section 1 The government of the Association, the direction of its work and the controls of its property shall be vested in a Board consisting of twelve (12) members, one third (or 4) of whom shall be elected annually for a term of three years, as hereinafter provided, except that at the first actual meeting of the Association, all twelve directors shall be elected, four of whom for a period of one year, four for two years and four for three years. Immediately after the election of same, the Directors shall meet, qualify, and elect from their own number, a President, Vice President, Secretary and Treasurer. The Directors shall have the power to fill all vacancies on the Board. They shall submit in writing at the annual meeting a full report of the work and finances of the Association.

Section 2 The Board election shall be as covered in Section 1 and shall be at the same time as the annual meeting.

Section 3 A nominating committee of not less than five (5) members shall be appointed by the President at the February Board Meeting prior to the election whose duty it shall be to nominate from the members of the Association, at least as many members to be voted on for Directors as there are vacancies on the Board to be filled. Nominees must be members in good standing, ready, willing, and able because of residence and/or other causes to stand available as an active Director. Nominations must be posted no later than fifteen (15) days prior to the election so that the entire membership shall have time to study the qualifications of candidates.

Section 4 All voting for directors shall be by ballot. The number of nominees corresponding to the number of vacancies who receive the highest number of votes shall be declared elected.

Section 5 Board Meetings - The Board shall meet at regular periods and special meetings may be called at any time by the President, or upon the concurrence of seven (7) directors. Four (4) members of the Board shall constitute a quorum at any meeting. Five (5) days' notice shall be given for special meetings, unless waived by all directors.

Section 6 Meetings Held Electronically - Meetings of the Board may be conducted by telephone (a) when the President has obtained written consent for this from a majority of the Board members; (b) when so directed by the Board; or (c) in the case of special meetings, when so directed by those calling the special meeting. Telephone meetings of the Board shall be subject to all rules adopted by the Board to govern such meetings, which may include any reasonable limitations on, and requirements for, Board members' participation. Any such rules adopted by the Board shall not otherwise conflict with or alter any rule or decision of the Association.

Section 7 Directors - Absence from Board Meetings - Any Director who is absent from three (3) consecutive Board meetings without excuse satisfactory to the Board shall be deemed to have surrendered the office as Director.

Section 8 Vacancies - A vacancy in any officer or director position because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board, at the next regularly scheduled meeting, or earlier with proper notice, by majority vote, for the unexpired portion of the term.

Section 9 Removal for Cause - Any officer or director may be removed for good cause, including violating the Association's Conflict of Interest Policy, by a two thirds (2/3) affirmative vote of directors after due notice and an opportunity to be heard. Any officer or director removed for cause shall not be eligible for election or appointment to the Board for a period of three (3) years.

ARTICLE 7 - OFFICERS

Section 1 Within ten (10) days after the annual meeting, the directors shall meet and elect officer and non-officer positions for the ensuing year. Officers must be Board members. Non-officer positions may be Board members or may be elected from the body of members of the Association. These officers and their duties are as in the following sections:

Section 2 The President, who shall preside at all meetings and perform all duties usually

associated with this office, shall be a member of the Board but shall be without a vote as a Director, except when a tie is counted, at which time the President's vote will be the deciding vote. The President shall have custody of all bonds, and shall be an ex-officio member of all committees. Committees shall be appointed by the President, or the Board with two thirds (2/3) concurrence.

Section 3 The Vice President shall help, aid, and assist the President, and in the President's absence or disability, shall act in the full capacity of that position.

Section 4 The Secretary shall keep the minutes of the meetings of the members and the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; keep a register of the mailing address of each member, which shall be furnished to the Secretary by the Membership Manager and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President/Chair or the Board.

Section 5 The Treasurer shall receive and disburse the funds of the Association. The Treasurer shall keep all moneys of the Association deposited in its name, and shall report on call to the Directors, who may, at their discretion, require the Treasurer to give acceptable bond.

Section 6 Non-Officer Positions: Under these provisions, the Board is empowered to provide for a suitable salary for these and other positions:

6.1 The Executive Manager shall conduct official correspondence, keep all books and files, maintain accurate records of all proceedings as required by 501 (c) (7) IRS non-profit rules, and otherwise act in the usual capacity of any manager subject to the direction and supervision of the Board.

6.2 The Membership Manager shall conduct all membership activities including administration of new member applications, renewal of memberships, coordination of membership fees with the Treasurer and Executive Manager, and all required record-keeping.

6.3 The Grounds Maintenance Manager shall coordinate and maintain the grounds of the Association and such other duties as from time to time may be assigned by the President or the Board.

ARTICLE 8 - DISBURSEMENTS

Section 1 No disbursements of the funds of the Association shall be made, other than in the normal course of business of the Association, unless the same shall have been approved, authorized, and ordered by vote of the Board. All disbursements shall be made by check or

electronic form, signed by the Treasurer or the President.

Section 2 Appropriation and the borrowing of funds shall be authorized and ordered by vote of the Board. The Treasurer shall be empowered by said vote of the Board to negotiate, borrow and secure any monies as required, and all required documentation shall be countersigned by the President.

ARTICLE 9 - FISCAL YEAR

Section 1 The fiscal year shall end the 31st day of December.

Section 2 An Audit Committee consisting of three (3) Directors shall be appointed by the President each October to review the Treasurer's Annual Report, prior to presentation at the end of the fiscal year.

Section 3 The Treasurer's Annual Report shall be presented at the Annual Meeting for approval by the members.

ARTICLE (10) - DISCIPLINE

Section 1. Decorum

a. Safe gun handling and good sportsmanship are the obligation of every member and guest everywhere on Association property and at Association events at all times. The rules listed here must be followed without exception. In addition, confrontational language including yelling, derision, and/or profanity directed at others will not be tolerated. Any behavior which has the potential of causing an accident or creating a hostile environment is prohibited. Members of the Board, Range Officers and Match Directors are authorized to direct any person in violation of these rules to leave Association property or events. Any such action shall be brought to the attention of the Board for potential further disciplinary action, up to and including termination of membership.

b. Any member charged with conduct harmful or prejudicial to the purpose or interests of the Association, or who causes or intends to cause injury to the good name of the Association, or hamper it in its work, or is in violation of its Bylaws or rules, shall be subject to suspension or termination.

Section 2. Violating Rules

a. Any member who violates any provision of the Bylaws, range safety rules, regulations, damages club property or disrupts other members from their right to enjoy the Association, or any member arguing with Board members, Range Officers, Match Directors or other members in matters concerning the safe use of any range or safety issue, may be reprimanded, suspended, terminated or otherwise disciplined.

b. Any member who by reason of misconduct of Association Bylaws, Rules, Regulations, or instructions, or whose actions bring the Association into disrepute, shall be brought before the Board for a hearing within thirty (30) days of the reported action or

incident. The Board shall decide any course of action to take, up to and including financial compensation to the Association and termination of membership, for a time frame decided by the Board. The individual's membership privileges may be suspended by the board until the hearing. The Board may empower the President or Vice President to issue such suspensions pending a hearing, but such designation may be revoked at the Board's discretion. The Board may extend the initial suspension up to 60 days for investigatory purposes with 2/3rds vote.

c. In grave and/or unusual cases, where immediate action must be taken to protect the welfare of any member or guest at the Association, the President or Vice President may summarily suspend a club member. In such case, the suspended member may request a hearing before the Board to be held within thirty (30) days after such request to determine whether such suspension shall be continued. The suspended member shall comply with all restrictions for a suspended member.

d. A member suspended under the provisions of this article remains liable for all dues and other charges for which he or she may be liable were the suspension not imposed.

Section 3. Except as provided elsewhere in these Bylaws, suspension and termination are generally defined as the following:

a. Suspension

1. The suspension of a member for a term not to exceed one year shall be set by the affirmative vote of a majority vote of the Board. The term of suspension shall be at the Board's discretion.

2. The Board will notify the suspended member of the duration of the suspension by certified mail and e-mail. The notice will clearly inform the member of the beginning and ending date of their suspension and all restrictions as prescribed in these Bylaws.

3. A suspended member shall forfeit all rights, privileges, membership/gate card, benefits of membership and any associated fees or dues that have been paid for the period of the suspension. 4. A suspended member is prohibited from entering Association property for any purpose to include participation in scheduled matches, Association events, or as a guest or family member of another member in good standing, unless approved by the Board in advance.

5. A suspended member who refuses to accept the suspension or fails to comply with the restrictions set forth in these Bylaws for suspended members, may be subject to termination as deemed appropriate by the Board.

b. Termination

1. Termination of a member shall require a minimum affirmative vote of three-fourths (3/4) of the Board and shall be permanent.

2. Serious offenses, or patterns of misconduct, as determined by the Board, may subject a member to termination.

3. The Board will notify the terminated member of the termination by certified mail and e-mail. The notice will clearly inform the member that they have been terminated, the

effective date of the termination and all restrictions as prescribed in these Bylaws.

4. A member terminated from the Association for cause will forfeit all rights, privileges, benefits of membership and any associated fees or dues that have been paid.

5. A terminated member is prohibited from entering Association property or events for any reason unless approved by the Board in advance.

ARTICLE 11 - PARLIAMENTARY PROCEDURE

Section 1 The proceedings of all meetings of the Association and the Board will be governed by and conducted according to the latest edition of Robert's Rules of Order, except as provided in these Bylaws.

ARTICLE 12 - AMENDMENTS

Section 1. A Bylaw Committee of no less than 3 and no more than 5 members in good standing shall be appointed by the President after the election at the Annual Meeting.

Section 2. All Bylaw amendments proposed by members in good standing shall be submitted, together with the reason for the amendment, in writing to the Bylaw Committee at least 90 days before the Annual Meeting for review.

Section 3. After review, if the Bylaw Committee believes that the proposed amendment is in the best interests of the Association, the proposed amendment will be presented to the Board.

Section 4. The Board shall present the proposed amendment to the membership, together with its recommendation on passage, no less than 60 days before the Annual Meeting (a "Presentation Notice").

Section 5. The proposed Bylaw amendment will be voted on by Members at the Annual Meeting, with a two-thirds (2/3) affirmative vote of those present required for passage.

Section 6. Upon the recommendation of the Bylaw Committee to address a proposed amendment prior to the Annual Meeting, in its discretion, the Board may call a special meeting with appropriate notice to act upon the proposed amendment.

Section 7. For all proposed amendments, there shall be a 30 day comment period for members to provide written feedback to the Board on the draft amendment prior to a Presentation Notice.