

**Proposed changes to the
Southborough Rod & Gun Club, Inc.
Constitution and By-Laws
Voted - December 4, 2009**

The following changes to the Southborough Rod & Gun Club, Inc., Constitution and By-Laws, are being proposed by the Board of Directors. The last changes voted were in 1988 and the Board of Directors felt that it was time to update the Constitution and By-Laws. The changes underlined and shown in red have been deleted. The changes shown in bold print have been added. The changes are as follows:

SECTION I • NUMBER OF MEMBERS

The number of Regular and Associate members of the Corporation shall be restricted respectively to such number as may from time to time be determined by the Board of Directors and the number of honorary members of the Corporation shall be restricted to five (5).

(a) REGULAR - VOTING

Any member, eighteen (18) years of age or over.

(b) ASSOCIATE – NON - VOTING

(1) Any member between the ages of fourteen (14) and eighteen (18) years of age.

(2) "Associate non-voting" membership shall include all privileges of "Regular-Voting" membership except the right to be present at meetings of the Corporation or its Board of Directors, or to vote therein, or to hold any office therein.

(c) HONORARY NON - VOTING

(1) Any person who has been elected to honorary membership by the Board of Directors.

(2) "Honorary Non-Voting membership shall include all privileges of "Regular-Voting" membership except the right to be present at meetings of the Corporation or its Board of Directors, or to vote therein, or to hold any office therein.

(d) SENIOR - VOTING

(1) Any member who has joined the club before the effective date of these bylaws and who as of January 1st has been a dues paying member for the previous ten (10) years and who has attained the age of sixty-two years shall automatically become at that date a non-dues paying club member for life provided said member notifies the club clerk in writing that they have attained that age.

(2) Any member joining after the effective date of these bylaws must attain the age of sixty-five years, and have been a dues paying member for the previous (15) years.

(e) FAMILY PRIVILEGES

The spouse and children under 18 years of age of a **married** member may use the club facilities and participate in club activities without payment of dues, **but shall not be issued an access card.**

SECTION V – INVESTIGATION OF APPLICANTS

Upon receipt of an application for membership, the Board of Directors shall **may** make such investigations of the fitness for membership of the applicant as may believe necessary.

ARTICLE IV - ANNUAL MEETINGS

The annual meeting of the Corporation shall be held on the third Tuesday evening in January of each year, or on the day following if such third Tuesday is, or becomes a holiday. Written notice of the annual meeting shall be given by mailing a copy thereof, postage prepaid, to the last known address of every voting member of the Corporation not less than one week prior to the date of such meeting, or by written waiver of such notice signed by every voting member.

SECTION II – SPECIAL MEETINGS

Meetings of the regular members of the Corporation can be held and may be called at any time by the President or Clerk Secretary, or by the majority of the Board of Directors, or by any ten regular voting members of the Corporation. Notice of such meeting shall be the same as required by Article IV hereof.

ARTICLE VI – QUORUM

Fifteen (15) regular voting members of the Corporation shall constitute a quorum at any meeting of the Corporation, either annual, regular or special.

ARTICLE VII – OFFICERS

The officers of the Corporation shall consist of the President, Vice-President, Clerk Secretary, Treasurer and six (6) elected members of the Board of Directors.

ARTICLE VIII - ELECTION AND DUTIES OF OFFICERS

SECTION I – PRESIDENT

It shall be the duty of the President to preside at all meetings of the regular members of the Corporation and of the Board of Directors. The President shall have general managerial supervision of all property and of all employees of the Corporation and shall have such other powers and duties as the Board of Directors may fix from time to time. The President shall be appointed from their own membership by the Board of Directors at their first annual meeting and shall hold the office for one (1) year or until a successor is appointed.

SECTION II – VICE-PRESIDENT

It shall be the duty of the Vice - President in the absence of the president, to act in the capacity as the President. The Vice-President shall also act as chairman of all committees. The Vice-President shall be appointed from their own membership by the Board of Directors at their first annual meeting and shall hold the office for one (1) year or until a successor is appointed.

SECTION III – CLERK SECRETARY

It shall be the duty of the Clerk Secretary to give notice of all meetings of the Corporation and of the Board of Directors and to keep minutes of such meetings. The Clerk Secretary shall conduct the correspondence of the Corporation and keep the records of the Corporation and the Board of Directors. The Clerk Secretary shall notify persons elected to membership of their election and keep an accurate roll of the membership. The Clerk Secretary shall have such other powers and duties as the Board of Directors may fix from time to time. The Clerk Secretary shall be elected by ballot at the annual meeting of the Corporation and shall hold office for one (1) year or until a successor is elected.

SECTION IV – TREASURER

It shall be the duty of the treasurer to collect and receive all monies belonging to the Corporation and to pay all of its obligations, which have been approved by the President Board of Directors. **In those special cases where approval is required and a vote of the Board of Directors is not available, the President may approve the payment of an amount to be set by the Board of Directors or in the absence of the President, by the Vice-President.** He shall keep all funds, books and accounts of the Corporation and shall have custody of all documents relating to its property. The Treasurer shall report on the accounts of the Corporation at each regular meeting of the Board of Directors. The Treasurer shall furnish such bond and in such amount as the Board of Directors shall determine. The Treasurer shall be elected by ballot at the annual meeting of the Corporation and shall hold office for one (1) year or until a successor is elected.

ARTICLE IX

SECTION I – ELECTION BOARD OF DIRECTORS

There shall be a Board of Directors consisting of ten (10); eight (8) members, together with the Clerk Secretary and Treasurer. The eight (8) members shall be elected by ballot at the first annual meeting, two (2) to hold office for one (1) year, three (3) to hold office for two (2) years, and three (3) to hold office for three (3) years, and at each annual meeting thereafter, two (2), or three (3) Directors, as the case may be, shall be elected for three (3) years. In the case of an unexpired term due to the death or resignation of a director, the Board of Directors shall fill the vacancy **until the next annual meeting, at which time a member shall be elected to serve the unexpired term. The member to be appointed must have been a voting member in good standing for the last three years at a minimum.**

SECTION II - POWERS AND DUTIES

The Board of Directors shall have the entire management and control of all property and affairs of the Corporation and for that purpose shall have and exercise all powers of the Corporation, except as expressly limited by the provisions of these By-Laws. They shall have full power, with the approval of the Corporation, as evidenced by its vote at meetings, as prescribed under Article XVIII, to purchase, lease, mortgage, pledge or otherwise deal in and with, such real and personal property, and to enter into such contracts and agreements as in their judgment may be for the best interests of the Corporation. They shall adopt such rules and regulations with respect to the management of the affairs of the Corporation and the use of its properties as they may deem proper, and may alter, repeal, add to or amend the same from time to time They shall require checks, notes and any or all other documents

to be executed by such person or persons, either with or without counter-signatures, as they may from time to time deem best. They shall accept resignations of Directors and Officers and in case of any vacancy, through death, resignation, disqualification, failure to elect or qualify, or any other cause whatsoever, shall fill such vacancy for the un-expired portion of the term and until the election and qualification of a successor. They shall prescribe the duties and limit the authority of all officers of the Corporation in any way that they may deem advisable not contrary to law or to these By-Laws and may confer upon the Directors and Officers and Employees of the Corporation such powers and duties not inconsistent with law or these By-Laws as they may deem proper. They shall fix the payment dates and amounts of the annual dues of the regular member and shall fix the amount and payment dates of the annual dues of the and associate members.

ARTICLE XI - ASSESSMENTS

It shall be the duty of the Board of Directors to lay assessments upon regular and associate members of the Corporation if, in the opinion of the Board, assessments are necessary to meet other than current obligations of the Corporation which obligations are so extensive that they cannot be met and paid from current dues. No assessments shall be levied unless it has been first approved by an affirmative vote of three fourths (3/4) of the regular members present and voting at a meeting called and held for the purpose.

***** ARTICLE XIX - NOMINATION COMMITTEE**

There shall be a nominating committee to be chaired by the immediate past president. This committee will consist of 5 volunteers found from the regular and senior members present at the February regular meeting each year the purpose of this committee shall be to find a slate of candidates who wish to run for election at the upcoming annual meeting. The slate of candidates shall be presented to the membership at the annual field day. These candidates will be for the

1) Clerk's Office for one (1) year; 2) Treasurer's office for one (1) year; and 3) two (2) or three (3) directors as the case may be for three (3) years. The members of this committee will be from the regular and senior members of the corporation, who have been members of the corporation for at least three (3) years as determined by the records of the clerk and treasurer.

ARTICLE XX XIX- INDEMNIFICATION AND REIMBURSEMENT OF DIRECTORS OFFICERS, AND EMPLOYEES

All persons, their heirs, executors, or administrators may be indemnified or reimbursed by the Corporation for reasonable expenses actually incurred in conjunction with any action due to proceedings - civil, criminal, administrative,