

**BY-LAWS**  
**LAWRENCE COUNTY SPORTSMEN'S ASSOCIATION**  
**ADOPTED June 15, 2010**

ARTICLE ONE

*INTRODUCTORY*

*DEFINITION OF BY-LAWS*

- 1.01 These by-laws constitute the code of rules adopted by the Lawrence County Sportsmen's Association for the regulation and management of its affairs.

*PURPOSE AND POWER*

- 1.02 The purposes of the Lawrence County Sportsmen's Association are:
- a) To promote good sportsmanship.
  - b) To cooperate with the farmer and landowner in suppressing the objectionable hunter, fisherman, and trapper.
  - c) To constantly increase the opportunities to hunt, fish, and trap.
  - d) To seek better fish and game laws and to oppose the passage of bills that are objectionable.
  - e) To promote the propagation and stocking of fish and game.
  - f) To protect and develop the forests and streams, to promote shooting and fishing events, field trials and similar outdoor activities.
  - g) Such other purposes as are permitted under the articles of incorporation and the Non-Profit Corporation Law of Pennsylvania.

ARTICLE TWO

*PRINCIPLE OFFICE*

- 2.01 The principal office of this Association in Pennsylvania will be located at the Association facility at 3380 Mill Street, Wampum, PA 16157.
- 2.02 Other offices may be established by the Board of Directors.

ARTICLE THREE

*MEMBERSHIP*

- 3.01 Any resident of Lawrence County, Pennsylvania, or the surrounding vicinity who has attained the age of 18 years and is of good character shall be eligible for membership.
- 3.02 Any resident of Lawrence County, Pennsylvania, or the surrounding vicinity who has not attained the age of eighteen years shall be eligible for non-voting junior membership.

- 3.03 The Board of Directors may refuse membership to any applicant at the discretion of the Board.
- 3.04 The membership dues for the various classes of membership or for such other age groups as may be desirable shall be established from time to time by the Board of Directors.
- 3.05 Each applicant for membership in the Association shall appear at a regularly scheduled meeting of the Association prior to acceptance. Upon approval of the Board of Directors or the membership committee, the applicant will, upon payment of dues, be entitled to all the rights and privileges of membership in this Association.
- 3.06 Every applicant for membership in this Association shall be of good moral character, adhere to the principles of sportsmanship, share in the responsibility and maintenance and operation of Association facilities and agree to promote and uphold the objectives of the Association.

### *TERMINATION*

- 3.07 Membership in this Association will terminate on any of the following events and no others:
- a) Receipt by the Board of Directors of the written resignation of a member, executed by such member or his or her legal representative.
  - b) Death of a member.
  - c) Failure of a member to pay dues to maintain or renew the membership on or before the due date.
  - d) For cause shown by conduct or neglect inconsistent with membership qualifications or the purposes and objectives of this Association after notice, hearing and vote by a two-thirds majority of the Board of Directors.

No dues shall be refunded to any member whose membership is terminated.

### *MEETINGS*

- 3.08 There shall be an annual meeting of the membership of the Association on the third Tuesday of January at the principle office of the Association. The election of the Board of Directors shall take place at the annual meeting by secret ballot. A quorum shall consist of at least ten members plus at least three other members who are officers of the Association.

## ARTICLE FOUR

### *DIRECTORS*

- 4.01 The Board of Directors is vested with the management and business affairs of this Association.
- 4.02 The qualifications for becoming and remaining a Director of this Association are as follows:
- 1. Directors must be eighteen (18) years of age.
  - 2. Directors must have been members of the Association in good standing for one year prior to their election.

- 4.03 There shall be no less than nine (9) nor more than fifteen (15) Directors of the Association at any time.
- 4.04 Directors will be elected by the membership at the annual meeting for a term of three years and each director will hold office for the term for which elected or until a successor has been selected and qualified. Each year five Directors shall be elected plus any vacancies in the offices may be filled. Nominations for the office of Director shall be made at the regular Board of Directors December meeting prior to the annual meeting. No member shall be eligible for election to the Board of Directors unless nominated by the Board of Directors or by submission of a nomination in writing signed by ten (10) members of the Association in good standing at least ten (10) days prior to the annual meeting.
- 4.05 Vacancies in the office of Director shall be filled by the Board of Directors for a term not to exceed the next annual meeting and election.
- 4.06 A Director may be removed from office at the discretion of the Board of Directors by a two-thirds majority of the entire Board. A Director may also be removed from the Board if said Director fails to attend any seven meetings (Director or All Member meetings) during the course of a calendar year.
- 4.07 The Board of Directors shall meet on the first Tuesday of each month at 7:00 PM prevailing time at the principle office of the Association. An All Member meeting shall be held on the third Tuesday of each month at 8:00 PM prevailing time at the principle office of the Association. This provision of the Bylaws shall constitute notice to all Directors and members of regular meetings.
- 4.08 Special meetings of the Board of Directors may be called by either the President or any three Directors. Notice of any such special meeting shall be given at least forty eight (48) hours prior to such meeting. Such notice shall contain the date, hour, and location of such meeting. Notice shall be given by phone, email, voice mail, or in person. Each Director shall be responsible for providing the Secretary of the Association with a current preferred contact procedure. Notice shall be deemed to have been given when the Director has been contacted directly by phone or in person, when email has been sent, or when voicemail has been left on the Director's device.
- 4.09 Nine (9) members of the Board of Directors shall constitute a quorum for Directors meetings and All Member meetings. The act of a majority of the Directors present at which a quorum is present will be the act of the Board unless a greater number is required by the Non-Profit Corporation Law of 1988 or these Bylaws.
- 4.10 The Board of Directors shall have and exercise all powers necessary to manage the Association and shall control the work and policy of this Association. No contract, debt or obligation shall be valid unless upon a resolution of the Board.
- 4.11 The general membership shall have the right to petition the Board of Directors. Any petition duly executed as described herewith shall become binding upon the Board of Directors and shall become the policy of the Association effective as described in the petition. Such petitions must contain detailed written description of the action intended by the petition; it must also contain the signatures of 60% of the current members of the Association, plus their printed name and date of signature. Signatures on any petition must be obtained during a period of four (4) consecutive months or the petition shall be rejected as invalid by the Board of Directors.

## ARTICLE FIVE

### *OFFICERS*

- 5.01 The officers of this corporation will consist of a:
1. President
  2. Vice President
  3. Secretary
  4. Treasurer
  5. Membership Secretary
- 5.02 Officers shall be elected and appointed annually by the Board of Directors at the regular meeting of the Directors following the annual meeting. Such meeting of the Directors shall convene immediately following the adjournment of the annual meeting. To be eligible to hold office in this Association, a candidate must be a member in good standing for the preceding one-year and at least 18 years of age. Officers shall be both officers of the Association and the Board of Directors. Officers shall hold office for one year or until a successor is elected and qualified. In the event of a vacancy in any officer position, the vacancy shall be filled immediately by election by the Board of Directors.
- 5.03 The President will perform all duties incident to such office and such other duties as may be provided in the Bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at and open all meetings of the Association and Board of Directors. He shall appoint all standing committees, subject to the approval of the Board, sign all leases and other contracts of the Association. He shall be, ex-officio, a member of all standing committees of the Association and Board of Directors.
- 5.04 The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.
- 5.05 The Secretary will keep minutes of all meetings of Members and of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or these Bylaws, and generally, will perform all duties incident to the office of Secretary.
- 5.06 The Treasurer will have charge and custody of all funds of this Association, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Association's properties and business transactions, will render reports and accountings to the Directors and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.
- 5.07 The Membership Secretary shall keep all records pertaining to membership in the Association. The Membership Secretary shall issue membership cards to those who have met all of the requirements for membership in the Association. The Membership Secretary shall receive monies associated with the payment of dues, shall convey these monies to the Association Treasurer, and shall keep accurate records of all transactions. The Membership Secretary shall keep a membership record of the Association.

- 5.08 Any Officer elected or appointed to office may be removed by persons authorized under these Bylaws to elect or appoint such Officers whenever in their judgment the best interests of the Association will be served. Members of the same immediate family shall not hold office at the same time.
- 5.09 All funds received for the Association shall be promptly deposited in an approved depository, by the President, Treasurer, or by those authorized to act for them. All demands against the Association shall be paid by the Treasurer of the Association, and only upon vouchers properly certified and approved by the President. Checks drawn on accounts of the Association shall be signed by no less than two (2) Officers. Any officer authorized to sign checks shall be bonded at the expense of the Association.

## ARTICLE SIX

### *INFORMAL ACTION*

- 6.00 Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1988, Articles or Bylaws of this Association, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.
- 6.01 Any action required by law or under the Articles of Incorporation of this Association or the Bylaws of this Association, or any action which otherwise may be taken at a meeting of either the Members or Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, and all Directors in Office, and filed with the Secretary of the Association.

## ARTICLE SEVEN

### *COMMITTEES*

- 7.01 The Association may have certain committees, each of which will consist of one (1) or more Directors.
- 7.02 The Standing Committees shall consist of the following:
1. Skeet – the skeet committee shall manage and schedule all registered skeet shoots and skeet leagues. The committee shall maintain skeet fields and equipment. All expenditures on the skeet fields shall have the prior approval of the Board.
  2. Trap – the trap committee shall manage and schedule all registered trap shoots and trap leagues. The committee shall maintain trap fields and equipment. All expenditures on the trap fields shall have the prior approval of the Board.
  3. Sporting clays/5-stand – the sporting clays/5-stand committee shall manage and schedule all registered sporting clays/5-stand shoots and leagues. The committee shall maintain sporting clays and 5-stand fields and equipment. All expenditures on the sporting clays and 5-stand fields shall have the prior approval of the Board.

4. Silhouette/Rifle Range – the silhouette/rifle range committee shall manage and schedule all leagues and events on the silhouette courses and rifle range. The committee shall maintain the courses and range. All expenditures on the silhouette course and rifle range shall have the prior approval of the Board.
5. Building/grounds – the building/grounds committee shall maintain the clubhouse, storage garage, entrance road, gate, parking lot and surrounding property. The committee shall schedule and implement needed repairs to the facility with the prior approval of the Board.
6. Kitchen – the kitchen committee shall operate and maintain all kitchen facilities. The committee shall set prices for items sold and maintain profitability of the kitchen. The committee shall acquire food and related items as needed.
7. Administrative – the administrative committee shall oversee all employees. The committee shall coordinate the use of club facilities for special functions according to policy developed by the Board of Directors. The committee shall maintain a calendar of all club events.
8. Finance – the finance committee shall prepare an annual budget for the organization at the beginning of each fiscal year. The finance committee shall conduct an annual internal audit of the Association financial records.
9. Nominating – the nominating committee shall consist of the Board of Directors which shall nominate a slate of candidates for the election to the Board of Directors no later than December of each year and report such nomination at the annual meeting.

7.03 The president shall have the authority to appoint special committees when it is deemed necessary. Such a committee shall be dissolved when its findings are complete and a report has been made to the Board of Directors.

7.04 The President of the Association shall be a member, ex-officio, of all committees.

## ARTICLE EIGHT

### *OPERATIONS*

8.01 The fiscal year of this Association will be the calendar year.

8.02 The Board of Directors shall, at the beginning of each fiscal year, adopt a budget of estimated receipts and expenditures for the ensuing year. If for any cause an increased expenditure under any item of the budget be deemed necessary, a revision of the budget to include such outlay must first be approved by the Board.

8.03 An accredited system of recording shall be kept such as will provide a complete and accurate record of all financial transactions.

8.04 A membership record shall be kept in which shall be recorded each membership issued, the date, to whom issued, and the amount of cash received.

8.05 A complete and thorough audit of the financial records shall be made no less than once in each calendar year. Such audit is to be made by the Finance Committee.

8.06 All books and records of this Association may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

## ARTICLE NINE

### *INDEMNIFICATION*

- 9.01 Each Director and Officer of the Association shall be indemnified against all expenses actually and necessarily incurred by such Director or Officer in connection with the defense of any action, suit, or proceeding to which he has been made a party by reason of his being or having been such Director or Officer, except in relation to matters as to which such Director or Officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

## ARTICLE TEN

### *AMENDMENT*

- 10.01 These By-laws may be amended by a majority vote of the members of the Board of Directors present at any All Member meeting thereof, provided that such amendment shall have been submitted in writing at a previous monthly All Member meeting.

## ARTICLE ELEVEN

### *DISSOLUTION*

- 11.01 In the event of the dissolution of this Association according to law or of a sale of all or substantially all of the Association's assets, only those members who have been fully paid up adult members for the previous five (5) years shall be eligible for any financial distribution.
- 11.02 No real estate belonging to the Association shall be sold unless previously approved by 12 of the current Directors of the Association. Notice to all club members of pending sale of real estate must be provided by announcement at three consecutive monthly All Member meetings prior to Board approval of the sale.

These By-laws are approved and adopted this 15th day of June, 2010, and shall become effective immediately.