

DOWNERS GROVE SPORTSMEN'S CLUB

BYLAWS

ARTICLE I — NAME

The name of the organization shall be "Downers Grove Sportsmen's Club." It shall be incorporated as a non-profit, non-political, non-sectarian organization.

ARTICLE II — OFFICE

The office and business address of this Club shall be designated, from time-to-time, by the Board of Directors.

ARTICLE III — OBJECT

Section 1. The objective of this Club shall be to work in cooperation with the Illinois Department of Natural Resources (DNR) in the conservation and restoration of our natural resources, in the propagation of fish and game, in the development of true sportsmanship in our citizenry, and in developing a spirit of mutual understanding and cooperation between all the classes and groups of our conservationists, nature lovers, farmers, and sportsmen.

Section 2. Purpose

The primary purpose of the Club shall be clay target shooting, hunting, fishing, dog training, archery and such other related activities associated with the safe use of firearms.

Section 3. Amendment

Article III may be amended only by seventy-five percent (75%) vote of all Senior Members present at a meeting called for the purpose of the amendment. Quorum, at the meeting called for the purpose of amending this Article, shall be one hundred percent (100%) of all Senior Members. Proxies, absentee ballots and other forms of absentee voting shall not be permitted.

ARTICLE IV — MANAGEMENT

Section 1. Mangement. The management of the Club shall be entrusted in a Board of Directors whose number is limited to thirteen (13). These members shall be the four (4) officers and nine (9) directors to be elected as hereinafter provided.

ARTICLE V — DUTIES OF OFFICERS

Section 1. President. The President shall be the principal executive officer of the Club. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business of the corporation; shall see that the resolutions and directions of the Board of Directors are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the Board of Directors; and, in general, shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall preside at all meetings of the members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Club or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws. The President may execute for the Club certificates for its shares and, any contracts, deeds,

mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either under or without the seal of the corporation, and either individually or with the Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

The President may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors.

Section 2. Vice-President. The Vice-President shall, in the absence of the President, perform the duties of the President and such other duties as shall be assigned by the Board of Directors or the President. The Vice President shall chair the Membership Committee whose duty it shall be to properly investigate and process all applications for membership.

Section 3. Treasurer. The Treasurer shall keep an accurate record in permanent form of all business transactions and shall have the obligation of collecting and depositing all monies owed the Club. The Treasurer shall pay all bills after approval by the Board of Directors. And, on a routine basis the Treasurer shall make a financial report to the Board of Directors and the Senior membership at each meeting. After the expiration of his term, the Treasurer shall turn over all books, records, funds and accounts, and a proposed budget for the following year to his successor.

The Treasurer, with input from the President and all Committee chairs, will prepare an annual budget. The budget will be presented

to Board of Directors on or before the March meeting. Based on discussions at that meeting the Treasurer will finalize the annual budget and the President will present the final annual budget to the membership for approval on or before the March Senior Members Meeting. The Board will not approve or authorize extraordinary expenditures until the annual budget has been approved.

Section 4. Secretary. The Secretary shall: (a) record the minutes of the Senior Members' and Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Club records and of the seal of the corporation; (d) keep a register of the post-office address of each member which shall be furnished to the secretary by such member; (e) sign with the President, or Vice-President, or any other officer thereunto authorized by the Board of Directors, certificates for shares of the Club, the issue of which shall have been authorized by the Board of Directors, and any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws; (f) have general charge of the stock transfer books of the Club; (g) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5. Compensation. Each officer and director shall be compensated annually, at a minimum, in an amount equal to one year's dues with the exception of the Treasurer who shall be paid five hundred dollars (\$500.00) per year. The Club shall reimburse the annual

NRA dues of all officers and directors. The Board of Directors may reimburse committee chairpersons and/or committee members in an amount the Board of Directors deems appropriate to be presented and approved at the November senior members meeting.

Section 6. Term of Office. All newly elected officers shall assume their elected positions immediately following the elections. The term of office for all officers shall be until the next election. No officer may hold the same office for more than two consecutive terms with the exception of the Treasurer and Secretary. A period of one year must elapse before eligibility to be nominated and elected to the same office. All officers shall assist the incoming officers in making an orderly transition within the thirty (30) days following the expiration of their office.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Number of Directors. The Board of Directors shall consist of the officers of the Club plus nine (9) Directors who shall be Senior Members in "Good Standing". To be a Director a Senior Member may not be a probationary member, and the Senior Member shall have had no adverse disciplinary findings within the previous 12 months.

[Good Standing for all classes of membership is defined to mean that all dues are paid, that the member is current on his membership with the National Rifle Association, and that he has a current valid Illinois FOID card.]

- Section 2. Duties. The Board of Directors shall establish policies, direct the affairs of the Club and have sole control of the management of the Club. The Board shall establish and publish written rules regulating the affairs and activities of the Club and make them a permanent part of the record of the Club. All rules shall be binding on all members.
- Section 3. Spending Limits. Each Director shall have the power to act on any emergency situation that may arise between regular meetings, providing the cost of such action does not exceed five hundred dollars (\$500.00). If the cost does exceed five hundred dollars (\$500.00), the President (or his designate) shall be empowered to act, provided the cost of such action does not exceed one thousand dollars (\$1,000.00).
- Section 4. Vacancies. The President with the approval of the Board of Directors and concurrence of Senior membership shall fill any vacancy, which may occur from death, resignation, or otherwise and such appointment shall be valid until the next annual election.
- Section 5. Term of Office. Any newly elected director shall assume their elected positions immediately following the election. The term of office for all directors shall be until the next election. All directors shall assist the incoming directors in making an orderly transition within thirty (30) days following the expiration of their office.
- Section 6. Ethics. All members of the Board of Directors, chairpersons or committee members will not receive payments, gifts, entertainment, or other favors which have a value in excess of twenty-five dollars (\$25.00) within a calendar year and which could be considered by a prudent person to create an obligation

or give favorable treatment to a third party dealing with or desiring to deal with the Downers Grove Sportsmen's Club.

ARTICLE VII — REMOVAL

Removal procedures will be in compliance with the Club's Disciplinary Hearing Procedure.

Section 1. Removal by Membership. Any member who, by his own conduct, violates the rules of the Club, or is found to be undermining the decisions or responsibilities of the Board of Directors, or without permission of the Board of Directors is found to be attempting to change, manipulate or negotiate club agreements or contracts may be expelled from membership by a majority vote of the members present at a regular senior members meeting.

Section 2. Removal by Board of Directors. The Board of Directors may remove from office, or expel from the Club, any member guilty of any intentional violation of game or fishing laws or violation of Club rules. Any member or officer who does not maintain the qualifications required for membership, i.e. interest in the Clubs ideals; or any officer or director through lack of interest or neglect fails to maintain their office as prescribed in these Bylaws may be removed in accordance with the procedures prescribed herein. Failure of a Board member to attend three (3) consecutive meetings without good cause may be construed as lack of interest.

ARTICLE VIII — ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nominations. At the September Senior Membership meeting each year the President shall appoint a Nominating Committee of three (3) Senior members in good standing. The committee shall place in nomination at the regular meeting in November a slate, consisting of all candidates who may wish to be elected to each of the following positions, as reviewed and approved by the Board of Directors.:

- Four officer positions (president, vice-president, secretary, and treasurer).
- Nine director/committee-chair positions (buildings, hunting & fishing, entertainment, legal & insurance, youth & community relations, grounds, shotgun sports, NRA and maintenance).

Additional nominations of officers and/or directors/committee chairs may be made from the floor at the November Senior Members meeting. A nominee must be present to accept a nomination or acknowledge their acceptance in writing on or before the close of nominations at the November Senior Members meeting.

Section 2. Elections. Elections shall be held at the December Senior Members meeting, with all nominations having been previously terminated at the November meeting. Election to office shall be by majority vote of the Senior Members present in good standing, and eligible to vote, providing a quorum is present as established in these Bylaws. Voting shall be by written ballot.

ARTICLE IX — INDEMNIFICATION

Section 1. Indemnification of Officers and Directors. The Club shall, to the fullest extent to which it is empowered or permitted to do so, indemnify and hold harmless any person who has or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, (whether civil, criminal, administrative or investigative), due to the fact that he or she is or was a Director, Officer or Counsel for this Club, provided such action arose out of his or her performance as a director, officer or counsel for or on behalf of the Club. Such indemnification shall include attorney's fees, judgements, fines and amounts paid in settlement actually and reasonably incurred because of such action, suit or proceedings.

Section 2. Contract with the Club. The provision of this Article shall be deemed to be a contract between the Club and each Director, Officer or Counsel who serves in any such capacity at any time while this Article and relevant provisions of the Not-For-Profit Corporation Act of Illinois or any other applicable law, if any, are in effect. Any repeal or modification of such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or thereafter existing or any action, suit or proceedings theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 3. Indemnification of Employees and Agents. Persons who are not covered by the foregoing provisions of this Article and who are or were employees or agents of the Club may be indemnified to the extent authorized by the Board of Directors.

Section 4. Other Rights of Indemnification. The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a director, officer, counsel, employee and administrators of such person.

ARTICLE X — MEMBERSHIP AND DUES

Section 1. Anyone twenty-one (21) years of age or older interested in clay target shooting, hunting and fishing or in the conservation and restoration of our natural resources may make application for membership.

Section 2. Classes of Members. Membership classes shall be designated as Senior, Junior, Honorary, and Shooting members. Once candidates are approved they will be inducted, as openings become available in accordance with this Article.

a. Senior Membership

(i) Members in this classification are entitled to full use of the facilities of the Club, including but not limited to clay target shooting, hunting, fishing and use of the dog training area. This class of membership has a right to vote at any Senior Members meeting and is entitled to attend any board of director meetings. The spouse and children of a Senior Member under the age of twenty-one (21) shall be permitted to the same privileges as a Senior Member, except they are not entitled to vote or hold office.

(ii) Senior Membership of the Club is limited to two hundred and fifty (250) members. Each of these members, admitted to membership prior to January 2000, shall have equity in the real and personal property of the Club upon payment of one hundred eighteen dollars (\$118.00). Each of these members shall be issued a properly executed certificate designating their equity only upon full payment of the same. None of these members shall own more than one (1) certificate.

(iii) Effective January 2000 and thereafter, any person admitted to Senior Membership shall pay an initiation fee as established pursuant to Section 6 of this Article. The initiation fee shall be non-refundable and shall be made in lieu of any payments required in Section 2a(ii) of this Article. Except as provided in this section, any member admitted to Senior Membership pursuant to this Article shall have all the same rights, duties and privileges afforded to Senior Members pursuant to these Bylaws.

(iv) Any senior member, admitted to membership prior to January 2000, who shall terminate their membership with the Club by resignation, death, expulsion or otherwise, shall forfeit all interest in any funds or property belonging to this Club, except their Land Equity Fee. The Board of Directors shall make authorization for refund of the Land Equity Fee.

(v) Any senior member residing outside the State of Illinois may request in writing to be placed on an inactive member status. An inactive member will not be required to pay dues, shall not have a vote and shall be entitled to use the Club facilities as a shooting member not more than four (4) times

per year. The inactive member shall pay shooting fees equal to that of a shooting member. For those members admitted prior to January 2000, their land equity fee shall not be refunded. Inactive members shall not be included in the total number of senior members permitted under these Bylaws. An inactive member may request in writing at any time thereafter to be removed from inactive status. Upon receipt of such request, Section 6 of this Article shall be waived and the member shall be offered the first available senior member position. Probationary periods and work requirements shall be waived. If an inactive member admitted to senior membership prior to January 2000 subsequently resigns, their land equity fee shall be refunded upon written resignation.

(vi) The surviving spouse and children under the age of twenty-one (21) of a deceased Senior Member shall be entitled to the privileges of that membership for the balance of said calendar year except they shall not be entitled to vote at any meeting. The surviving spouse may then apply, during the next application process, for senior membership. The one-year shooting membership requirement will be waived along with the initiation fee and the surviving spouse will assume the vacancy created by the deceased senior member. If the surviving spouse does not apply for senior membership as provided herein, all privileges of the Club will be terminated.

- b. Junior Membership. Junior Membership is limited to immediate family members (sons, daughters, grandchildren) of Senior Member's under twenty-one (21) years of age. Membership in this classification shall terminate on the Junior Member's twenty-first (21st) birthday. A Junior Member must be

sponsored by his parent, legal guardian or grandparent who is a Senior Member in good standing. However, on or before their twenty-first (21st) birthday, a Junior Member may enter into Senior Membership provided that an application is received prior to their twenty-first (21st) birthday. This application shall take precedence over other applications for Senior Membership awaiting approval of the Board of Directors. A Junior Member has the same privileges as a Senior Member except they are not entitled to vote or hold office.

- c. Honorary Membership. An Honorary Member is one who, in recognition of their distinguished service in some worthy field of endeavor, is proposed for Club membership by the Board of Directors or a Senior Member at a membership meeting, and approved by the members. They shall have all the privileges of a Senior Member, except the right to vote or hold office. They shall pay no initiation fee or annual dues, or shall pay a reduced fee or dues, as the Board may determine. Their membership may be cancelled at any time at the discretion of the Board with the concurrence of the Senior Membership. An Honorary Member shall not have equity in the Club.

- d. Shooting Membership. Members in this classification are limited to the use of trap, skeet and sporting clays facilities only. They must be approved by the Board of Directors and the Senior members by a majority vote. Applicants seeking Shooting Membership status will shoot for guest fees until approved for membership. Members in this classification will have no interest in the real or personal property of the Club and shall not be entitled to attend any meetings of the Club unless specifically invited. The number of shooting members shall be

controlled by the Board of Directors and shall be regulated on a yearly basis. Each Senior Member in good standing may sponsor shooting members. Shooting members must be twenty-one (21) years of age or older. The spouse and children under the age of twenty-one (21) of a shooting member shall be entitled to the same privileges as a shooting member. The spouse of a Senior Member may apply for a Shooting Membership. If accepted that spouse shall continue to enjoy the privileges extended to the Senior Member as defined by these bylaws.

Section 3. Application Requirements For Senior Membership. A candidate for Senior Membership must have been a Shooting Member of the Club for a period of not less than one year and must be sponsored by a Senior Member in good standing who has been a senior member for a least one year. It shall be the duty of the Vice-President, acting as chairman of the Membership Committee, along with the committee, to interview each candidate and properly investigate and process their application. Upon approval by the Board of Directors, acceptance by a majority vote of the senior membership and the payment of all necessary fees pertaining to membership, the applicant shall then be accorded all the rights and privileges of Senior Membership. At this point the applicant shall be accorded all the rights and privileges of Senior membership.

However, at this point the applicant shall be considered a Senior Probationary Member. A Senior Probationary member shall serve in a probationary status for one full year (4-1 thru 3-31). He/She shall serve on a committee for the entire one year probationary period. By doing this, each probationary member shall be required to log a minimum of 60 work hours (approved as performed by a senior

member). Along with complying with the work hours, each probationary member shall be required to work two (2) Club Functions (picnic, club party, BBQ, ATA event etc.) and attend a minimum of two (2) Senior Membership meetings. Failure to perform any of the required elements shall constitute grounds for denial of full Senior status by the Membership Committee.

A Senior Member may only sponsor two (2) candidates per year for senior membership.

Senior Membership Applications shall be accepted once per year. They are to be submitted to the Vice President (Membership Chairman) prior to February 1st,

The Membership Chairman shall appoint a membership committee (consisting of two (2) members from the Trap Committee, two (2) members from the Senior Membership and two (2) members from the Board of Directors). This committee shall be approved by the Board of Directors at the February Board meeting.

The membership committee shall meet between the February and March Board of Directors meetings. The committee shall interview all new applicants along with evaluating each prior year's performance of the probationary members. The committee's selections and/or rejections shall be presented to the Board of Directors at the March meeting for approval. All applicants approved shall be presented at the March Senior Membership meeting for approval or rejection.

Section 4. NRA Membership. All Senior and Shooting Members must be members of the National Rifle Association.

Section 5. Illinois FOID Card. All Senior and Shooting Members residing in the State of Illinois must provide the Club with a copy of their FOID card when applying and/or renewing their membership. All non-residence members must comply with the requirements of their residing state and will provide proof of non-residence status upon application and/or renewal of their membership.

Section 6. Fees. Fees and dues shall be established by the Board of Directors with the approval of the Senior Members at any regular meeting.

ARTICLE XI — TERMINATION OF MEMBERSHIP

Section 1. Shooting Member. Section 1. Shooting Member: Annual dues for Shooting Members shall be paid on or before the first day January each year. When this obligation has not been met by the first day of January a delinquency has occurred and all rights and privileges of membership are suspended after the first day of February for non-payment of Dues. Membership shall be reinstated upon payment of Dues. Termination shall occur on December 31st for non-payment of Dues.



Section 2. Senior Member. The annual dues for Senior Members shall be paid on or before the first day of January of each year. When this obligation has not been met by the first day of January a delinquency has occurred and a twenty-five dollar (\$25.00) penalty is automatically assessed. If these obligations are not satisfied by the first day of February, all rights and privileges of membership are suspended and the Board shall take the necessary action to fill the vacancy so created. Each member is to be notified in writing only

once of their indebtedness to the Club. A list of all delinquent members will be posted in the Club's official publication.

Bona fide requests made in person before the Board, or in writing before the end of the grace period, may be acted upon favorably by the Board.

For those Senior Members admitted to senior membership prior to January 1, 2000 who voluntarily, or for any other reason, terminate their membership shall be entitled to a refund of their Land Equity Fee providing that they surrender their Land Equity Certificate to the Treasurer and that all indebtedness to the Club has been satisfied.

ARTICLE XII — COMMITTEES

Section 1. At the first regular meeting of the new Board of Directors, the President, with the approval of the Board of Directors, shall appoint individuals to fill any vacancies created during the regular election process. Such appointments shall be presented to the Senior Membership for their concurrence at the next Senior Membership meeting.

Section 2. The Standing Committees are as follows:

Buildings	Maintenance
Entertainment	NRA & Political Action
Grounds	Shotgun Sports
Hunting & Fishing	Youth & Community Relations
Legal & Insurance	

Section 3. Special Committees may be created by the President to organize and expedite any special activities.

Section 4. The Committees shall consist of a Chairperson and sufficient members as necessary to complete their task. The Chairperson shall be responsible for the activities of their respective committees and shall report their activities at the regular meeting. Chairpersons shall attend regular board meetings in an advisory capacity but shall have no right to vote. Excessive absences, as determined by the President, shall be good cause for replacement.

Section 5. All property, records, and monies in the hands of the standing committees shall remain the property of the Club. All such property shall be surrendered to the successor or to other authorized persons within ten (10) days of termination of office.

ARTICLE XIII — FINANCES AND FISCAL YEAR

Section 1. The fiscal year of the Club shall begin on the first day of January and end on the thirty-first day of December each year.

Section 2. All funds of the Club shall be deposited by the Treasurer, or upon his order, in the name of the Club, in such bank or banks approved by the Board of Directors.

Section 3. All checks in excess of one thousand dollars (\$1,000.00) and all withdrawals shall be signed by two officers of the Club.

Section 4. A committee designated by the Board of Directors and submitted at a regular senior members meeting shall make a thorough audit of the financial records of the Club at least once each year. Audit results will be reported to the Board of Directors and Senior membership.

Section 5. No expenditure in excess of two thousand dollars (\$2,000.00) may be voted upon at a Senior membership meeting unless the Board of Directors has previously approved the expenditure.

ARTICLE XIV — MEETINGS OF MEMBERS AND DIRECTORS

Section 1. Eight (8) members of the Board of Directors shall constitute a quorum for the transaction of Club business at any regular director meeting.

Section 3. Except where specifically set forth by these Bylaws, all meetings shall be governed by *Robert's Rules of Order*.

Section 4. The Board of Directors may call a special Senior Membership Meeting for any purpose. Notice of such a meeting must be sent to each Senior Member by First Class Mail to the last known address shown on the membership rolls. Such notice must be mailed at least one week prior to the meeting. The notice will indicate the subject(s) to be considered, and no other business may be transacted.

Section 5. A special meeting of the Board of Directors may be called at any time, to take place either before or after the Senior Members Meeting, or at any other time if called by at least three (3) board members, or two (2) officers, and the remaining Board Members are notified by phone at least (24) hours in advance, and a quorum (as specified above) is present.

ARTICLE XV — AMENDMENT

Section 1. All amendments to these Bylaws shall be presented at a regular Senior members meeting, submitted to the Secretary in writing and, published in the official publication of the Club, and voted upon at the next regular Senior members meeting.

Section 2. Except for Article III of these Bylaws, amendments shall be amended only by a two-thirds vote of Senior Members present and voting at a Senior Members meeting or a special meeting called for that purpose. Article III shall be amended only as provided in Article III.

ARTICLE XVI — BORROWING LIMITATIONS

Section 1. The Club shall never borrow money or go into debt of any sort.

ARTICLE XVII — DISSOLUTION

Section 1: In the event of a Municipality, County, State, or Federal agency takes action to prohibit or restrict the Downers Grove Sportsmen's Club from conducting its normal shooting activities, the Board of Directors shall advise the membership of such pending action. Until the resolution of such action, no new Senior Members shall be admitted to the membership and the Board of Directors shall attempt to resolve the matter with the complaining agency. In the event a resolution cannot be attained, the Board of Directors shall call a special meeting of the Senior membership for the purpose of implementing the course of action described below. Notification of this meeting shall be sent to all Senior Members by First Class Mail a minimum of thirty (30) days prior to the date of said meeting, and shall include an explanation of the purpose of the meeting.

After the meeting, the Board of Directors shall proceed in the following manner.

- a) Modify the existing facilities to permit resumption of all shooting activities and resolve the action with the complaining agency. If this course of action does not resolve the action, then
- b) The formation of a Search Committee and a resulting search by that committee for a minimum period of three (3) years with a maximum period of four (4) years, or sooner if a suitable site is found, to permit the resumption of all original shooting activities. Failing that course of action,
- c) Proceed with Disillusionment of the Club in accordance with the provisions of the Illinois law.

Section 2: Except under the circumstances cited in Article XVII, Section 1 of the Bylaws or due to club relocation, the Downers Grove Sportsmen's Club shall not divest itself of any real estate holdings.