

CORPORATE BYLAWS
WATERFORD FISH AND GAME ASSOCIATION
(A Maine Nonprofit Membership Corporation)

ARTICLE I. IDENTITY

1. **Name**: The name of the corporation is “Waterford Fish and Game Association”. (Hereafter the “Corporation”). The name of the Corporation may be changed by amendment of its Articles of Incorporation. The Corporation may register to do business under one or more assumed names by filing appropriate registration with the Secretary of State of the State of Maine.

2. **Offices**: The principal office of the Corporation shall be located in the Town of Waterford, County of Oxford and State of Maine as the members determine. The location of the Corporation’s principal office may be changed by the Members without amendment of these Corporate Bylaws.

3. **Registered Agent and Officers**: In compliance with the Maine Nonprofit Corporation Act, the Corporation shall have, and continuously maintain, a statutory registered agent who shall be a resident of the State of Maine. The Members shall have the power to change the identity of the registered agent from time to time by filing an appropriate form with the Secretary of State of the State of Maine. The registered agent shall maintain a registered office within the State of Maine. The address of the registered office may be changed

from time to time by the Members by filing an appropriate form with the Secretary of State of the State of Maine.

4. Articles of Incorporation: The name and purposes of the Corporation shall be set forth in the Articles of Incorporation as restated by the purpose set forth in Article 2 of these Corporate Bylaws. These Corporate Bylaws, the powers of the Corporation, its Members, it's Directors, it's Officers and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject of the Articles of Incorporation in effect from time to time.

ARTICLE 2. PURPOSES

- 2.1 Purposes: This institution has been organized and is incorporated under the Maine Nonprofit Corporations Act and shall be operated exclusively for charitable, educational, social welfare or scientific purposes within the meaning of 501(c)(4) of the U.S. Internal Revenue Code of 1986 (the "Code") as the same may be amended from time to time. Within these purposes, the purposes of the Corporation shall include.

- a) Educating the public regarding safe handling of firearms.
- b) Encourage the organized and safe use of firearms by providing a facility for safe shooting.

- c) Education and other group activities consistent with the forgoing.

In furtherance hereof, but not by way of limitation, the Corporation shall be organized and empowered to do everything necessary, proper, advisable or convenient for the accomplishment of the forgoing purposes, and to do all other things incidental to them, or connected to them, that are not forbidden by law, the Articles of Incorporation, or these Corporate Bylaws provided, however, that the Corporation shall not engage in any transaction, or do or permit any act or omission, which shall operate to deprive it of its tax exempt status as a Corporation described in 501(c)(4) of the Code.

2.2 Tax Exempt Purpose: It is intended that the Corporation shall have the status of a Corporation (i) which is exempt from Federal income taxation under Section 501(c)(4) of the Code, and (ii) which is “other than a private foundation” as defined in Section 509(a) of the Code. The Articles of Incorporation and these Corporate Bylaws shall be construed accordingly and all powers and activities of the Corporation shall be limited accordingly.

2.3 Dedication of Assets to Tax Exempt Activities: All the assets and income of the Corporation shall be used exclusively for its charitable, educational, social welfare or scientific purposes and no part thereof shall inure to the benefit of any director, officer, or private individual; provided,

however, that nothing contained herein shall be construed to prevent the payment by the Corporation of expenses to Officers, Directors and Members of Corporation or to prevent the use of the facilities of the Corporation by its Members in a manner that is consistent with its purpose.

If this Corporation be dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Corporation, none of its assets shall inure to the benefit of any Director, Officer, Member or private individual, and all its assets remaining after payment of all of its liabilities shall be distributed by affirmative vote of the Members exclusively for;

- (a) One or more nonprofit organizations which may have been created to succeed the Corporation, as long as such organization, or each of such organizations, shall then qualify as an organization exempt from federal income taxation under 501(a) of the Internal Revenue Code of 1986 as an organization described in 501(c)(3) or (4) of such Code, as amended, and as a charitable, religious, benevolent or educational corporation within the meaning of Title 13-B of the Maine Revised Statutes as amended; and/or

- (b) One or more nonprofit organizations having similar aims and objects as those of the Corporation and which may be selected as an appropriate recipient of such assets by

the Members, as long as such organization, or each of such organizations, shall then qualify as an organization exempt from federal income taxation under 501(a) of such Code as an organization described in 501(c)(3) or (4) of such Code as amended, and as a charitable, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B of the Maine Revised Statutes as amended.

- (c) To the extent consistent with the forgoing, the assets on dissolution shall be distributed in **two equal shares** to or for the benefit of; **(i)** the University of Maine 4-H Camp and Hearing Center at Bryant Pond, Maine **and (ii) the NRA Foundation.**
- (d) It is the desire of the Corporation that in connection with any sale of real estate owned by the Corporation that the Corporation's neighbor, Chadbourne Tree Industries, receive a right of first refusal. This provision is advisory only and not intended to create third party legal rights.

In the event the assets of the Corporation are not so distributed, said assets shall be distributed by a court of competent jurisdiction in the county where the principal office of the Corporation is located to a non-profit organization or organizations having similar aims and objects as the Corporation and which may be selected as

an appropriate recipient of such assets as long as such organization, or each of such organizations, shall then qualify as an organization exempt from federal income taxation under 501(a) of such Code as an organization described in 501©(3) or (4) of such Code, as amended, and as a charitable, religious, benevolent or educational corporation within the meaning of Title 13-B of the Maine Revised Statutes as amended.

ARTICLE 3. MEMBERSHIP

- 3.1 Identification of Members: There shall be three classes of members of this Corporation, Individual, Family and Group.

The Individual Members of the Corporation shall consist of all persons who may register as Adults, Seniors over the age of 65 or Disabled Veterans prior to the annual meeting of the Corporation in each year by submitting dues in an amount to be determined by the Members together with information to include name, address and such other information reasonably required by the Corporation to maintain its voting records. Individual Members shall be entitled to one vote at meetings of Members.

Temporary Membership is a 14-day membership. Cost is \$15.00 plus \$10 for the FOB. The \$10.00 will be returned to the member if the FOB is returned to the Secretary after the 14-day membership. No guest allowed except their spouse or children still in school. The FOB

will be deactivated at the end of the 14 days. Temporary membership will not be counted as our Regular membership of 350.

The Family Members of the Corporation shall consist of one or a maximum of two adult persons, with or without children, who register as an immediate nuclear family prior to the annual meeting of the Corporation in each year by submitting dues in an amount to be determined by the Members together with information to include name, address and such other information reasonably required by the Corporation to maintain its voting records. The aforementioned adult persons shall consist of husbands, wives, domestic partners, single parents and guardians and not their offspring or minors. Minors and adult children over the age of 18 enrolled in school are entitled use of the facilities under a family membership. Adult children over the age of 18 not enrolled in a school are not entitled to use of the facilities under a family membership. Family members shall be entitled to one vote in the case of a single parent or guardian and two votes in the case of two adults registered as a Family at meetings of Members. Both adults must be present at a meeting in order to cast two votes.

Group members shall consist of groups such as police departments and camps. Group members shall be entitled to one vote at meetings of Members.

All members are entitled to bring guests to use the facilities. Members must accompany their guests.

When a member brings their guests to shoot at the club only two shooting stations can be used at one time, with exception to Group membership. This will allow other members of our club access to the remaining shooting stations. This will also allow the member to supervise their guest when they are shooting. Members are responsible for their guest while on Club property.

After an adult guest accompanies a Member and makes use of the facilities 3 times in a given calendar year they must apply for and be granted a membership of their own in order to make use of the facilities. Minor guests may accompany an adult Member and make use of the facilities an unlimited number of times.

Members shall serve until they withdraw from membership, have membership terminated a manner set forth in the Bylaws of the Corporation, fail to pay dues as required, or such earlier time determined by the board of Directors and voted on by the Members.

3.2 Rights and Powers: The Members shall have all the rights set forth in the Articles of Incorporation and the Corporate Bylaws, to include:

- (a) The election of Directors at the Annual Meeting of the Members, subject to the right of the Members to appoint additional Directors pro tem.
- (b) Any other matter that the Directors vote to submit to the Members.

ARTICLE 4. BOARD OF DIRECTORS

4.1 **Elections and Qualification**: The activities, property, and affairs of the Corporation shall be managed by its Directors. The maximum number of directors shall be twelve (12) and the minimum shall be five (5).

The Directors shall be elected by the Members at the Annual Meeting of the Members and additional Directors may be appointed pro tem by the Members to serve until the next Annual Meeting of the Members.

4.2 **RIGHTS AND POWERS**: All of the business and affairs of the Corporation that are not reserved to the Members shall be managed by the Board of Directors. The Board of Directors shall manage the activities of the Corporation in a manner consistent and in compliance with the purposes, objectives, philosophy, and limitations set forth in the Articles of Incorporation, these Corporate Bylaws and as otherwise required by law. The Board of Directors may delegate any part of such power to any Officer, or to any committee of the Corporation.

4.3. **TERMS OF OFFICE**: Directors shall serve for term of one (1) year until their successors are elected and qualified, or until their prior death, removal, or resignation.

4.4 **MINUTES**: A written record of Board meetings shall be maintained by the Secretary in one or more Corporate Books reserved for this purpose.

4.5 Rules: The Board of Directors may adopt rules governing the conduct of business and procedures for meetings that are not inconsistent with law, the Articles of Incorporation and These Corporate Bylaws. The Board of Directors shall also adopt rules governing the use of the Corporation's facilities. Such rules may be amended by the Board of Directors at any meeting, without notice.

ARTICLE 5. OFFICERS

5.1 Number and Designation: The Officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. In addition, the Board of Directors may appoint one or more additional vice presidents, assistant secretaries, or assistant treasurers, and assign such duties to them, as from time to time it deems advisable.

5.2 Duties: Except as otherwise provided in these Corporate Bylaws, the officers of the Corporation shall perform, the duties pertaining to their respective offices in corporations organized under the Maine Nonprofit Corporations Act, such duties as may be required by the Articles of Incorporation or these Corporate Bylaws, and such other duties as may be prescribed from time to time by the Board of Directors. In addition, the Officers shall have the following duties:

- (a) The President shall be the duly authorized representative of the Board of Directors in all matters in which the Board of Directors or these Corporate Bylaws have not formally designated some

other person for that purpose. The President shall appoint all members of committees, except as otherwise provided in the Articles of Incorporation or these Corporate Bylaws. The President may determine the order of business at meetings of the Board of Directors and shall serve as chairperson of such meetings. The President shall perform any other duties normally within the expressed or implied terms of the office that may be necessary for the best interest of the Corporation. The President shall perform such other duties that the Board of Directors shall, from time to time direct.

(b) The Vice President shall assist the President in the discharge of the duties of the President. If at any time the President is unable through absence, illness or otherwise, to act as such, or should the office become vacant, The Vice President shall act as President until the President resumes the duties or the vacancy is filled.

(c) The Secretary shall be responsible for assuring that proper minutes of the Board of Directors meetings, and both monthly and Special meetings of the Members are taken and archived. It shall be the duty of the Secretary to maintain an accurate list of the Members. The Secretary shall maintain these records in both written and digital form at the office of the Corporation and make such records readily available and readily accessible in both written and non-proprietary digital format to the Officers and Directors of the Corporation upon request. The Secretary

shall renew memberships based on mailed in forms and make forms available on request. In the event that the Secretary is unable, or is unavailable, to perform these duties the President may designate an Officer or Director to fulfill these duties in his stead.

- (d) The Director of Membership (DOM) is responsible for conducting interviews of prospective, members, scheduling and conducting range orientations, and issuing membership cards and gate fobs. DOM will ensure membership list is current and provide new member information to the Secretary as needed. In the event that the Secretary is unable, or is unavailable, to perform these duties the President may designate an Officer or Director to fulfill these duties in his stead.

- (e) The Treasurer shall have custody of all funds of the Corporation, making payments therefrom as the Members authorize, and with the approval of the Board of directors, may delegate any of these duties to such person acting under the direction of the Treasurer, as the Board of Directors may approve. The Treasurer, acting on behalf of the Board of Directors, shall require that appropriate records be kept to give a full and accurate history of the financial transactions of the Corporation in order to present its financial condition, and to render such periodic and other reports as the Members, Officers and Board of Directors may require.

5.3 Election and Tenure: The Officers of the Corporation shall be elected by the Members at the Annual Meeting. The term of office for each Officer of the Corporation shall be one (1) year, and each Officer shall hold office until the next Annual Meeting or until a successor has been duly elected and qualified at a meeting of the Members, or until his or her prior death, resignation or removal. In the event of vacancies for the offices of President, Vice President, Secretary or Treasurer, the Board of Directors may appoint Officers pro tem to serve until the vacant office can be filled by election at the next meeting of the Members. An officer may be elected to serve for an unlimited number of successive terms.

ARTICLE 6. MEETINGS

6.1 Notice of Meetings:

(a) Notice of special meetings of the Members shall be given by the President or Directors of the corporation. Notice shall be given by email or phone to each member notice specifying the time and place of the meeting and in the event of a special meeting, the purposes thereof.

(b) The President shall select the date, time, and place for holding regular and special meetings of the Board of Directors and shall cause notice to be given to all Directors not less than five (5) days prior to the call of the meeting. Special meetings must be called within five days of the request for said meeting.

6.2. MEETINGS AND ACTION OF THE MEMBERS:

- (a) The Annual Meeting of the members shall be held during the month of December each year, at such time and location set forth in the notice of the meeting. In the event of a failure for any reason to hold the annual meeting as aforesaid, any business which may be properly be transacted at an Annual Meeting, Including the election of Officers and Directors may be transacted at the January meeting.
- (b) Special Meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of ten (10) or more Members of the Corporation.

6.3. Meetings of the Board of Directors: The Annual Meeting of the Board of Directors shall take place one week prior to the Annual Meeting of the Members. Meetings of the Board of Directors shall be called as deemed necessary by the President or any Director.

6.4. Quorum, Voting and Manners of Acting:

- (a) At any meeting of the Members of the Corporation, a quorum for the transaction of business shall consist of at least a total of five (5) Officers, Directors and Members; provided, however that a smaller number may adjourn such a meeting from time to time until a quorum is obtained. In the case of a meeting of the Board of Directors fifty percent (50%) of the Directors shall constitute a quorum for the transaction of business.

- (b) The act of a majority of the Directors, Officers or Members present at a meeting shall be the act of the body meeting, unless the act of a greater number is required by the Articles of Incorporation, these Corporate Bylaws, or any provision of law.

- (c) Each Director, Officer or Member who is present shall have one vote on each matter submitted to a vote at any appropriate meeting. Family Members shall have one or a maximum of two votes as outlined in section 3.1. Group members such as police departments and camps; shall have one vote.

6.5. Conduct at Meetings: The President of the Corporation, or in the absence of the President, the Vice President shall call any Board of Directors meeting or meeting of the Members to order and shall act as chairperson of the meeting. The chairperson of a committee, or in his or her absence, a vice chairperson or chair pro tem, shall call any committee meeting to order and shall act as the chairperson of the meeting.

ARTICLE 7. REGISTRATIONS, REMOVALS & VACANCIES

- 7.1 Resignation: Any Member, Director, Officer or person appointed to serve on a committee of the Corporation may resign as such at any time by giving written notice to any Officer or Director.
- 7.2 Removal of Directors and Officers: Any Director or Officer may be removed at any time with just cause by a vote of the Members whenever the best interest of the corporation shall be served thereby.
- 7.3 Vacancies: In the event of a vacancy of the Board of Directors or among the Corporate Officers occurring between Annual Meetings of the members, the Members may act to fill any such vacancy until the next Annual, or Special Meeting at which time the vacancy shall be filled in the manner, and for the unexpired term, of the person creating the vacancy.
- 7.4 Removal of Members: A member may be removed or denied a renewal of membership for conduct that is detrimental to the objectives of the Corporation, violation of the Bylaws or rules promulgated by the Members, or conduct that creates a nuisance or safety hazard on corporation property as follows. Any Member may be charged with a violation that warrants removal by any other Member delivering to any Officer or Director of the corporation a written statement describing the alleged conduct that constitutes the violation. This statement shall be signed by the Member or Members making the charges. The President, in consultation with the Officers

and Directors shall schedule a meeting of the Board of Directors to consider the charges and give notice to the Member charged at least ten (10) days in advance of the meeting. The notice shall include a copy of the written and signed statement of charges filed with the Board of Directors. At the meeting, the Member charged may make a statement, provide documentary evidence and have others speak on his or her behalf. Any other Member may also provide similar evidence or testimony to support the charge. The member charged may elect to respond to the charges in writing and waive an appearance at the meeting. At the conclusion of the meeting, the Board of Directors may vote to dismiss the charges or to recommend removal of the Member. The recommendation to remove the Member shall then be brought to a duly called meeting of the Members, which must ratify the recommendation by a super majority vote of sixty percent (60%) of the members at the meeting.

ARTICLE 8. INDEMNIFICATION

- 8.1 **Indemnification**: The Corporation shall in all cases, to the fullest extent permitted by the Maine Nonprofit Corporations act, indemnify any person who was or is involved in any matter (including, without limitations, as a party or a witness) in any threatened, pending or completed investigation, claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including without limitation, any action, suit, or proceeding brought by or in the right of Corporation to procure a judgment in its favor) by reason of the fact that the person is or was a Director or Officer of the Corporation,

against all liabilities and expenses actually and reasonably incurred by the person in connection with such actions, suits or proceedings, including but not limited to attorneys' fees, judgments, fines and amounts paid in settlement.

ARTICLE 9. GENERAL PROVISIONS

- 9.1 Fiscal Year: The fiscal year of the corporation shall be the calendar year.
- 9.2 Gender: Any word or reference contained in these Corporate Bylaws which implies one gender shall be applied to the other gender as appropriate.
- 9.3 Construction of Titles and Headings: The titles of Articles and headings of Sections of these Corporate Bylaws are intended to aid the reader in locating the substantive provisions contain herein, and they shall neither be interpreted as making or modifying any addition to or change in the substance of the operative provisions of these Corporate Bylaws nor be understood to summarize the provision to which they relate.
- 9.4 Severability: In the event that any provision of these Corporate Bylaws is deemed to be invalid or unenforceable for any reason, than the remaining provision of these Corporate Bylaws shall be construed in all respects as if such invalid or unenforceable provision were omitted.

- 9.5 Amendment: These bylaws may be amended or restated by affirmative vote at least sixty- seven percent (67%) of the Members attending any dully called meeting of the Members at which a quorum present; provided, however, that the text of the amendment or restatement shall have been circulated to the Members five (5) days prior to the meeting at which action is taken.
- 9.6 Facilities: The shooting range and facilities shall be for the use of the Members and guests of Members only. All Members and guests shall observe the rules adopted by the Members for the use of the range and facilities. Violations of the rules may result in suspensions of the rights to use the facilities or termination of membership.
- 9.7 Non-Discrimination: No person shall be denied membership or participation in Association activities on the basis of gender, race, religion, age, national origin, sexual orientation or disability.

END OF BYLAWS