

THE BYLAWS OF THE CHIPPEWA RIFLE CLUB, INC.

ARTICLE I GENERAL

Section 1. Name

This organization is incorporated under the laws of the State of Ohio and shall be known as THE CHIPPEWA RIFLE CLUB, INC., hereinafter referred to as the Club.

Section 2. Object & Purpose

The objects and purposes of the Club shall be:

- A. To promote bench rest rifle competition and marksmanship as a primary purpose.
- B. To encourage organized rifle shooting among its members, and to further the knowledge of Its members of the safe handling and proper care and use of firearms, and to encourage Improved marksmanship.
- C. To promote the development of honesty, good fellowship, self-discipline, team play and Self-reliance; the essentials of good sportsmanship and the foundation of true patriotism.
- D. To abide by the objects and purposes stated in the Articles of Incorporation.

ARTICLE II MEMBERSHIP

Section 1. Eligibility

Any person who is a member of the Club at the time of the adoption of these Bylaws shall continue to be eligible to be a member upon the payment of the annual dues beginning with the year immediately following the adoption of these Bylaws, provided:

The member agrees to abide by the Articles of Incorporation, these Bylaws and other rules of the Club.

Any person who is not a member of the Club at the time of the adoption of these Bylaws may become a member of the Club provided:

- A. They are citizens of the United States of America who has not been convicted of a felony.
- B. Two current members recommend them for membership.
- C. They agree to abide by the Articles of Incorporation, these Bylaws and other rules of the Club.

- D. The Officers of the Club approve their membership
- E. They pay the annual dues.

Membership shall be limited to 300 members per calendar year, not including Life members.

Section 2. Membership Dues

Membership dues of the Club shall be as fixed by the Board of Trustees and approved by the members.

Section 3. Suspension from Membership

Any member may be suspended or expelled by a majority vote of the Board of Trustees for failure to pay dues, a violation of posted range rules, the Articles of Incorporation, these Bylaws or other rules of the Club as adopted by a vote of the members. No members shall be suspended or expelled before they have been notified in writing, by ordinary U. S. mail of the charges against them, the time and place of the Board of Trustees' meeting at which the violations are to be presented. The member shall then be given an opportunity to be heard. Thereafter the member may be suspended or expelled by a majority vote of the Trustees present at the meeting.

Any member suspended or expelled by the Board of Trustees may appeal to the full membership of the Club. The appeal shall be made in writing to the Secretary of the Club within thirty (30) days after receipt of notice of expulsion or suspension from the Club. Upon receipt of an appeal, the Secretary shall notify the President, who shall then call a meeting of the members to act upon the appeal. The meeting shall be held no later than thirty (30) days after the date of receipt of the appeal. The Secretary shall cause notice of the meeting to be given, in writing, to all members. The notice shall state the date, time, place and purpose of the meeting. At the meeting, the Secretary shall read the original violation, any supporting affidavits and will read or display any accompanying exhibits. The Secretary shall also read the minutes of the special meeting of the Board of Trustees at which the violation or violations were heard. A full hearing shall then be held. A vote will be taken by ballot of the members present at the meeting and a two-thirds vote shall be required to reverse the action of the Board of Trustees.

Section 4. Life Members

New life memberships are hereby eliminated. All existing life Members will continue and pay dues at 1/2 the current membership cost. Life memberships shall continue to be excluded from the total membership limit.

ARTICLE III MEETINGS

Section 1. Places for Members Meetings

All meetings of the members of the Club shall be held within a thirty (30) mile radius of the Club's range facilities.

Section 2. Annual Meeting

The Annual Meeting of the members of the Club shall be held at the most practical time each year but no later than the fourth Sunday of October. The location, day and hour are to be designated by the Board of Trustees or a committee authorized by the Board to arrange for the meeting. Any member of the Club may introduce items of business to be conducted at the annual meeting, provided the items have been submitted to the Secretary for placement on the agenda 30 days before the scheduled meeting.

The following items of business shall be conducted at the Annual meeting:

- A. Treasurers Financial Report
- B. Presidents Report of prior year's activities
- C. Reports of other committees, if any
- D. Old business
- E. New business
- F. Election of Trustees and Officers pursuant to Article IV, Sec. 1 and Article V, Sec. 1 of these bylaws

Section 3. Special Meetings

Special meetings may be called at any time by the President, or by a majority vote of the Board of Trustees, or upon the written request of not less than ten (10) members to the President.

Section 4. Meeting Notices

Written notices of all meetings shall be given by Internet email or ordinary U.S. Mail to the members, at their addresses as appearing on the membership rolls of the Club, by the Secretary at least ten days in advance of the date upon which the meeting will be held. The notice shall contain a statement of the time and place of the meeting and the subject matter to be considered. All notices of meetings of the club shall be deemed to have been given when the same have been deposited in the United States mail or sent via email addressed as provided above.

Section 5. Membership Quorum

At all meetings of the members of the Club, the lesser of 15 of the members in good standing at the time, or 51% of the total membership shall constitute a quorum for the transaction of business.

Section 6. Trustees Meetings

A. Regular Meetings

Regular meetings of the Board of Trustees may be held at such time and intervals as may, by the Board of Trustees, from time to time, are determined, either by standing resolution or bylaw.

Regular meetings may be held without notice of the time, place or purpose thereof when such time and place have been so fixed by resolution.

B. Special Meetings

Special meetings of the Board of Trustees may be called at any time by the President or upon a written request to the President by a simple majority of Trustees. The person or persons calling a Special meeting of the Board of Trustees shall give notice thereof (or cause the Secretary to give such notice) by mailing such notice to each Trustee at least five (5) days before the meeting. Special meetings must be held within a thirty (30) mile radius of the Club's range facilities.

Section 7. Trustees Meeting Quorum

At all meetings of the Board of Trustees, a majority of the Trustees shall constitute a quorum for the transaction of business. Except as otherwise specifically provided in these Bylaws, any action to be taken or power to be exercised by the Board of Trustees shall be deemed to have been validly taken or exercised when authorized by the vote of a majority of the Trustees present at a meeting of the Board of Trustees duly called and held at which time a quorum is present.

ARTICLE IV GOVERNMENT

Section 1. Officers & Trustees

The government of the Club shall be vested in a President, Vice-President, Secretary and Treasurer and four (4) Trustees, all of whom shall be known as The Board of Trustees, who shall hold office for a term of one (1) year.

Section 2. Election of Officers and Trustees

The Officers and Trustees shall be elected at the Annual Members Meeting. At least one month prior to the Annual Members Meeting the President shall appoint a nominating committee consisting of two Trustees, two members who are not Trustees and the Vice President of the Club, who shall be the Chairman of the Nominating Committee. The Nominating Committee shall nominate persons, who shall be members of the Club, for the offices of President, Vice President, Secretary, Treasurer, and for the four (4) trustee's positions, and whose names shall be mailed to the membership with the notice of the Annual Meeting. At the Annual Meeting provision shall be made for oral nomination from the floor by any member. Election of Officers and Trustees so nominated shall be by written secret ballot. No person shall be eligible to serve as an Officer of the Club who has not been a member of the Club for at least two (2) years which membership need not have been by consecutive years.

The Officers and Trustees elected at the annual meeting as above provided shall assume their duties as such officers on the 1st day of January immediately following their election.

The remaining members of the Board shall fill vacancies on the Board of Trustees.
A member elected by the Board to fill a vacancy shall serve until the next annual meeting of members of the club.

ARTICLE V OFFICERS

Section 1. Designation & Election of Officers

The Officers of the Club shall consist of a President, Vice President, Secretary, and Treasurer, as hereinbefore provided in Section 1 of Article IV hereof, and shall be members of the Board of Trustees as hereinbefore provided in Section 2 of Article IV hereof. The same person may hold the office of Secretary and Treasurer and, in such case, said officer shall have only one vote as a Trustee.

Section 2. Duties of Officers

A. President

The president shall be the head of the Club and shall preside at all meetings of the members. He shall determine the need for all committees and shall appoint the same. He shall serve as the Chairman of the Board of Trustees. He shall, when authorized by the Board of Trustees and/or the members, with the Secretary of the Club, sign all instruments and formal documents on behalf of the Club

B. Vice President

The Vice President shall serve as the first assistant to the President, performing the duties of the President in the absence of the President. The Vice President shall also serve as the Chairman of the Nominating Committee provided for in Article IV, Section 2 of these Bylaws. The Vice President shall also perform such other duties as may be assigned to him, from time to time, by the President or the Board of Trustees.

C. Secretary

The Secretary shall be responsible for recording, or causing to be recorded, the minutes of all meetings of the Board of Trustees, and Members of the Club, and shall be responsible for the safekeeping of all correspondence of the Club. The Secretary shall prepare and submit all reports, correspondence and other documents required of the Club by, The Civilian Marksmanship Program or any other agency or association with which the Club may be affiliated. The Secretary shall be responsible for the preparation and distribution of all notices of all meetings of the Officers, Board of Trustees and Members of the Club. He or she shall be responsible for the preparation and safekeeping of all records of the club, including the membership roll, except those records of the Club which are required to be kept by the Treasurer or any other Officer of the Club. The Secretary

shall, when authorized by the Board of Trustees and/or the members with the President of the Club, sign all instruments and formal documents of the Club. The Secretary shall be responsible for the collection of all fees and dues and shall remit the same to the Treasurer, shall issue all membership cards and shall be responsible for maintaining the affiliation of the Club with The Civilian Marksmanship Program or any other agency or association with which the Club may be affiliated.

D. Treasurer

The Treasurer shall be the technical custodian of all funds of the Club, and shall be responsible, when authorized, for the disbursement of the funds of the Club. He or she shall present a financial report at the Annual Members Meeting of the Club and at every regular meeting of the Board of Trustees. All funds of the Club shall be deposited or invested by the Treasurer in such bank, banks or other institutions as may be approved by the Board of Trustees. The Clubs funds shall only be withdrawn by instrument signed by the Treasurer or the President and one other officer of the Club. Debts of the Club shall only be paid by check of the Club signed by the Treasurer or the President and one other officer of the Club.

E. Executive Officer

The Executive Officer shall be appointed by the Board of Trustees and shall be the custodian and have charge of all Club property, including the firing range of the Club.

F. Range Officer

The Range Officer shall be appointed by the Board of trustees and shall be responsible for all firearms instruction. He or she shall be responsible for enforcement of all rules of conduct on the firing range during competitions. He shall have the authority to appoint assistants.

ARTICLE V I MATCH RULES

All rifle competitions held by the Club shall be governed by rules and regulations as adopted by the Trustees of the Club or any committee appointed by the Trustees for such purpose.

ARTICLE VII INDEMNIFICATION

The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than any action by or in the right of the club, by reason of the fact that he is or was a trustee, officer, employee, or agent of the Club, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Club,

and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceedings had reasonable cause to believe that his or her conduct was unlawful. In all cases under these paragraphs authorizing indemnification of attorney fees, the Board of Trustees shall have the right to approve in writing the attorney or attorneys to be retained by the trustee, officer, employee or agent.

The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by suit or in the right of the Club to procure a judgment in its favor by reason of the fact that he or she is or was a trustee, officer, employee, or agent of the corporation, against expenses, including attorneys' fees, actually or reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Club, except that no Indemnification shall be made in respect of any claim, issue or matter as to which such persons shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Club unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

To the extent that a Trustee, officer, employee, or agent of the Club has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in the foregoing paragraphs hereof, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Any indemnification under the foregoing paragraphs (unless ordered by a court) shall be made by the Club only as authorized in the specific case upon a determination that the indemnification of the Trustee, officer, agent or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said paragraphs. Such determination shall be made (a) by a majority vote of Trustees acting at a meeting at which a quorum consisting of Trustees who were not parties to such action, suit or proceeding are present, or (b) if such a quorum is not obtainable (or even if obtainable) and a majority of disinterested Trustees so direct, by independent affirmative vote in person or by proxy of a majority of the members entitled to vote in the election of Trustees, without regard to voting power which may thereafter exist upon a default, failure, or other contingency.

Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals), or threat thereof, may be paid by the Club in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Trustees, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the Trustee, officer, employee or agent, to repay such amounts unless it shall ultimately be determined that he or she is entitled to be indemnified by the Club.

The indemnification provided for in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles, these Bylaws, any agreement, vote of members, any insurance purchased by the Club, or otherwise, both

as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, employee or agent, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

The Club may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Club, or is or was serving at the request of the Club as a Trustee, officer, employee or agent of another club, corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Club would have the power to indemnify him or her against such liability under the provisions of the Articles of Incorporation of the Club or of the General Corporation Law of Ohio.

ARTICLE VIII PARLIAMENTARY PROCEDURES AND SEAL

Section 1. Authority

The proceedings of the Club shall be governed by and conducted according to the latest rules of Robert's Rules of Order revised. The Trustees may appoint a Parliamentarian.

Section 2. Seal

The Club may use a seal of such design as may be adopted by the Board of Trustees, but such seal is not required.

ARTICLE IX GIFTS AND PROPERTIES

Section 1. Ownership Powers

The Club may acquire, take by gift, purchase, devise or bequest, real or personal property for purposes appropriate in the exercise of its purposes and powers, and may lease, mortgage and dispose of real and personal property.

Section 2. Expenditures, Purchases or Sale of Club Properties

The intent of this (Article IX, Section 2) shall be to reserve to the general membership, final decision on major issues of the Club, while allowing elected officials the flexibility to perform the duties of the office to which they were elected. This section shall supercede all other terms and provisions of the Bylaws whether expressed or implied and the following shall apply:

A. The Treasurer (or the President in emergency) shall have authority to pay for all usual and customary expenses in keeping with Article V, Section 2 of these Bylaws regardless of the amount.

Such usual and customary expenses (by way of example) shall include, but not be limited to; taxes, insurance, utilities, banquet expenses, trophies, preapproved honorarium, match expenses, dues, equipment repairs, range maintenance, postage and bulletin expenses.

B. The Board of Trustees shall have the authority to approve all expenses, purchase of property, or sale of property (except real estate) of \$1000.00 or less. The Board of Trustees shall also have authority to approve expenses of over \$1000.00 if necessitated by emergency that threaten the use of the range or well-being of the Club. An emergency is defined as an unforeseen critical circumstance for the purpose of this section. A telephone vote shall be proper under emergency circumstances, provided the vote is duly and fully recorded in the minutes of the next Board meeting of the Trustees.

C. A majority vote of members present at a meeting duly called and held for such purpose shall be required as follows.

1. Expenditures of \$1000.00 or more (except as specified in Article IX Section 2-b above).
2. Sale, purchase or exchange of real estate regardless of the amount of money involved.
3. All sales of property if over \$1000.00 owned by the Club other than real estate.
4. All mortgages, leases, easements or other legal encumbrances.

The annual business meeting shall be considered a proper forum for the purposes of this section, provided however; members are given proper advance notice of the amount and/or issue to be voted on.

ARTICLE X DISSOLUTION

In case of the dissolution of the Club as a Non-Profit Corporation, all property of the Club shall be sold or disposed of in such manner as the Board of Trustees may determine. After the payment of all debts of the Club, any money or property remaining shall be divided equally among those members of the Club who have been in good standing for five consecutive years last past.

ARTICLE XI SEVERABILITY

In the event any provisions of these Bylaws is determined to be invalid or void, such determination shall in no way effect the validity of the remaining provisions hereof.

ARTICLE XII AMENDMENTS

Section 1. Approval

All proposed amendments to these Bylaws shall first receive the approval of the Board of Trustees.

Section 2. Revisions

These Bylaws may be amended, altered or revised by a two-thirds vote of members present at any regular or special meeting called for the purpose, provided proper notice has been given to the entire membership.

ARTICLE XIII WAIVER

Whenever notice is required to be given to the Trustees or members under the provisions of these Bylaws, the Articles of Incorporation, or by applicable law, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

These revised Bylaws adopted by the Chippewa Rifle Club, Inc., October 21, 2024 by a unanimous vote of the membership present at the Annual Business Meeting.

_____(s)_____
Paul Weihe, President

_____(s)_____
Joe Marella, Secretary

<i>Revision History</i>			
<i>Date</i>	<i>Section</i>	<i>Change</i>	<i>Filename</i>
10/29/1995	Article II, section 4	Added section 4	ByLaws2003.doc
3/16/1996	Article IX, section 2	Adopted at 3/16/1996 Business meeting	ByLaws2003.doc
12/12/2020		Added Revision history table	ByLaws2020.docx
12/12/2020	Article II, section 4	New life memberships eliminated.	ByLaws2020.docx
12/12/2020	Article III, section 4		ByLaws2020.docx
10/21/2024	Article II, Section 1 Article V, Section 2, C,	Removed National Rifle Association membership requirement	BYLaws2024.docx