

**CORPORATE BYLAWS OF SCARBOROUGH FISH & GAME ASSOCIATION, INC.**  
*As Accepted & Amended 5/14/2024*

**ARTICLE I GENERAL**

**Section 1.1. Name:** The name of the Corporation shall be the Scarborough Fish & Game Association.

**Section 1.2. Location of Corporation:** The Corporation shall have its principal place of business at 79 Holmes Rd Scarborough, Maine.

**Section 1.3. Seal:** The Corporation may adopt a circular seal with the Corporation's name, the year of its organization and the word "Maine" inscribed on it. The seal may be used by causing it or a facsimile of it to be impressed or affixed or in any manner reproduced. A corporate seal may be adopted at any time by act of the Board of Directors in accordance with these Bylaws.

**Section 1.4. Registered Office:** The Registered Office of the Corporation is as designated in the Articles of Incorporation, as amended from time to time by the Board of Directors. The address of the Registered Office may be changed from time to time by the Board of Directors or by the Registered Agent.

**Section 1.5. Registered Agent:** The Registered Agent of the Corporation is the person designated in the Articles of Incorporation, as amended from time to time by the Board of Directors.

**ARTICLE II PURPOSES**

**Section 2.1. General Purposes:** The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 2.2. Powers:** This Corporation shall have all such powers as are authorized to non-profit corporations by the Maine Nonprofit Corporations Act, as amended from time to time.

**Section 2.3. Prohibition of the Inurement of Assets and Income to Private Persons:** All the assets and income of the Corporation shall be used exclusively for its stated purposes, and no part thereof shall inure to the benefit of any private individual; provided, however, that nothing contained herein shall be construed to prevent the payment by the Corporation of compensation in a reasonable amount to its members, directors or officers for services rendered and expenses to officers and employees of the Corporation.

**Section 2.4. Dissolution:** Upon the dissolution of the Scarborough Fish and Game Association Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of the

county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE III MEMBERSHIP**

**Section 3.1. Classes of Members:** The Corporation shall have the following classes of Members: Probationary, Individual, Family, Senior, Life, Honorary, Hardship.

**Section 3.2. General:** The Members of the Corporation shall form a membership body that supports the Corporation's structure as a non-profit community-based entity. In addition to the other powers of the Members listed in Section 3.4. hereof, the Members shall have the responsibility for the election of the Board of Directors of the Corporation, which Board has the ultimate responsibility for governing the Corporation. The criteria and qualifications for being a member, and the rights and responsibilities of the Members, may be changed from time to time by an amendment to the Articles of Incorporation (to the extent required by law) and by these Bylaws.

**Section 3.3. Qualifications:** Each Member shall be at least eighteen (18) years of age, shall have exhibited safe shooting practices and shall have agreed to take an active interest in and be willing to support and serve the Corporation. In addition, the Board of Directors may set criteria from time to time as it may deem prudent or necessary. In order to become a Member, a person's right to own, use or possess a firearm shall not be suspended, revoked or otherwise impaired under the law of any applicable jurisdiction. In the event that a Member's right to own, use or possess is suspended, revoked or otherwise impaired by operation of law, the affected Member shall immediately so advise the Board of Directors. Neither the Board of Directors nor the general membership shall disqualify any such member from retaining membership in the Corporation unless the Member is permanently prohibited by law from owning, using or possessing firearms, or is known to, or exhibits unsafe firearms practices and character. No person shall be denied membership in the Corporation on the grounds of gender, race, religion, color, ancestry, national origin, or disability. All new Applicants to the Corporation must attend a Membership Committee interview, an Orientation Meeting, and must be successfully voted on by the general membership, to become an Individual Member.

**Section 3.4. Powers:** The Members shall have those rights set forth in the Articles of Incorporation and as stated in these Bylaws. Such rights are as follows:

- A. The establishment of the size of the Board of Directors within the limits described in Section 4.2 hereof;
- B. The election of Directors, with the exception of filling of a vacant Board seat as provided in Section 4.4 hereof;
- C. The removal of Directors from the Board of Directors;
- D. The election of Members of the Corporation in accordance with the procedures set forth in Section 3.5 hereof;
- E. The amendment, restatement, or modification of the Articles of Incorporation or of the Bylaws of this Corporation;
- F. The approval of the sale, lease, or other disposition (excluding by mortgage or pledge for purposes of security) of all, or substantially all, of the assets and property of the Corporation;
- G. The dissolution of the Corporation or its merger with or consolidation with another corporation; and
- H. Any other matter which a majority of the Board of Directors voting on the matter votes to submit to the Members.

- I. The right of review, at any general meeting, any action of the Board of Directors. Any member may bring to the floor for consideration any action of the Board of Directors that he or she questions and the Members present may debate and vote to rescind any Board action. Actions taken by the Board of Directors related to Article III, Section 3.11, 3.16 and actions taken by the Board to protect life or property shall be exempt from this provision. All action of the Board of Directors shall continue in full force and effect until amended or repealed by Member vote. Any such review must take place within 30 days of the publication of the questioned Board action in the minutes.

**Section 3.5. Nominations (Sponsoring) of Membership:** Any Member of the Corporation who has been in good standing for a minimum of one year and who has attended an Orientation Meeting may make a recommendation to the Corporation with respect to an individual to be considered for membership. The nominating or sponsoring Member shall present the Nominee a current membership application form and a copy of the Policies then in effect. Each prospective member shall complete an application for membership, as may be established and amended by the Board of Directors, and shall submit to the Treasurer the application and application fee, as may also be established and amended by the Board of Directors, plus the dues for the year in which the application is made. The application fee shall not be refundable.

Each applicant will complete a process defined by the Membership Committee and approved by the Board of Directors. This process is attached to these By-laws as Appendix A. The Membership Committee Secretary is responsible for recommending appropriate modifications in the Membership Process to the Board of Directors, who may choose to modify the process.

**Section 3.6. Probationary Membership:** All new applicants voted in as Members will be Probationary Members for a period of one year from date of acceptance. A Probationary Member is subject to work and commitment requirements as outlined by the Board of Directors. A Probationary Member shall have full access rights to the facilities and voting rights as outlined for each respective membership type. After successfully completing one (1) full year as a Probationary Member, he/she will become an Individual Member to the Corporation.

**Section 3.7. Individual Membership:** Is a member who has completed the Probationary term and is in good standing. An Individual Member shall have full access rights to the facilities and voting rights. An Individual Member may also belong to one of the other Classes of Membership except Probationary and Honorary.

**Section 3.8. Family Membership:** In the event that spouses who reside in the same household and share the same address, apply for membership at the same time, then the second spouse's application fee shall be waived, and the second spouse's annual membership dues shall be one-half (1/2) of the full annual membership dues for each year in which both spouses are Members.

In the event that the spouse of an existing Member shall apply for membership, then the application fee shall be waived, and the annual dues shall be one-half (1/2) of the full annual membership dues for each year in which both spouses are Members.

**Section 3.9. Life Memberships:** Any Member who has reached his or her 65<sup>th</sup> birthday and has been a Member in good standing for ten consecutive years prior to turning 65 shall be awarded a life membership in the Corporation, and all annual dues shall be waived for full calendar years subsequent to the year in which the Member turned 65. No dues refunds shall be retroactively made. In the case of Family Memberships, Life Membership shall be granted to both members when the older of the two becomes eligible as long as Family Membership dues (or Senior Family Membership dues) have been paid for at least 10 consecutive membership years. A Life Membership may be granted by 2/3 vote of the Board of Directors based on merit.

**Section 3.10. Senior Memberships:** Prior to January 1, 2023, any Member who is at least sixty-five (65) years old and has been a member for at least one (1) year shall be granted reduced annual membership dues equal to one-half of the annual dues. Dues refunds shall not be retroactive.

**Section 3.11. Honorary Memberships:** The Board of Directors may elect to bestow honorary memberships to recognize individuals whose outstanding efforts have promoted and contributed to the improvement, operation, and growth of the Corporation, or who have distinguished themselves by their efforts and achievements in promoting or excelling in hunting, fishing, conservation, shooting sports, or the preservation of the rights of their fellow sportsmen. Honorary memberships may be conferred on an annual or lifetime basis.

Any Member may nominate an individual for an honorary membership by submitting that individual's name to the Board of Directors together with a written statement of the reasons for the nomination. The Board of Directors may elect to bestow an honorary membership upon a two-thirds (2/3) affirmative vote and shall be entitled to the same use of the Corporation's facilities as any regular Member.

**Section 3.12. Hardship Memberships:** In the event that the Board of Directors is satisfied that a Member is unable to renew his or her membership on account of actual financial hardship and that Member has previously demonstrated devotion to the Corporation by his or her efforts, then the Board of Directors may, in its sole discretion, waive the dues payable for the year in question. The Secretary shall register that Member as though his or her dues were paid in full and that Member shall have all of the rights and obligations of a dues paying member.

**Section 3.13. Term of Membership Dues:** Each Member shall continue as a Member until such time as he or she resigns or is removed. Each Member shall pay annually to the Treasurer of the Corporation the dues prescribed by the Members, in return for which he/she shall be given a membership card and gate FOB. Dues are payable on or before the 1<sup>st</sup> of January of each year. Dues not paid by February 1st will be assessed a \$25.00 late fee and Gate access FOB will be deactivated. Dues not paid by March 1st will terminate the member's membership. Reinstatement of membership for failure to pay dues requires board approval.

The Board of Directors shall set the amount of the dues upon no less than 30 days advance notice to the Members of the meeting at which such change is to be voted upon. A two-thirds majority vote of the Directors present and voting shall be required to change the amount of the dues.

Any Member elected to Membership in or after October 1 of any year and who has paid their membership dues in full shall not be required to pay the annual dues for the year following his or her election as a Member.

**Section 3.14. Resignation:** Any Member may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. Such resignation shall be effective at the time specified in such resignation notice, or, if no time is specified, upon receipt by the Secretary. In addition, any Member who fails to pay his or her annual dues by the second Tuesday of April in the year such dues are payable shall be deemed to have resigned effective as of that date.

**Section 3.15. Reinstatement:** Former members seeking reinstatement of membership within the same calendar year of allowing their membership to lapse must submit a written request to the Corporation for consideration and must pay their delinquent dues in full. The Membership Committee will review all reinstatement requests and make a recommendation to the Board of Directors on a case-by-case basis. Past members, who are considered by the corporation to be in good standing, may reapply for membership.

**Section 3.16. Removal:** Members may be removed or suspended with cause by the affirmative vote of two-thirds (2/3) of the Board of Directors voting on the matter. Cause shall be determined at the sole discretion of the Board of Directors, subject to the provisions of Section 3.3, and may be deemed to specifically include, without limitation, the following:

- A. The violation or willful hindering of any of the stated purposes of the Corporation or any of its policies, as may be adopted from time to time;
- B. The willful destruction or misuse of Corporation property;
- C. The misuse or unsafe handling or use of a firearm;
- D. The excessive use of vulgar or abusive language, or the continued use of vulgar or abusive language after a request to cease;

- E. Conduct unbecoming a sportsman, including the violation of any game, fish, or firearms-related law or regulation or conduct which negatively effects Scarborough Fish and Game Association;
- F. The loan of keys, gate fobs or the dissemination of lock combinations that provide access to any Corporation property or facility to any non-member (excepting any such loan or dissemination by the Directors or Officers of the Corporation to rental users of the property or to service providers such as trash haulers, fuel deliverers, utility inspection and the like) or; and;
- G. The unauthorized duplication of keys that provide access to any Corporation property or facility;
- H. The making of any false statement in support of any application for membership;
- I. Disparaging remarks and/or false statements or allegations made verbally, in writing, or via social media, directed at or about the Scarborough Fish and Game Association, its Board of Directors, discipline specific committees, or members;
- J. Any member(s) found to be in violation of one or more of the above sections will be subject to disciplinary action by the Board of Directors and/or its Disciplinary Committee (a committee of three (3) sitting Board of Directors members, selected by the Board of Directors). The Board of Directors Disciplinary Committee will be tasked with reviewing all information and documents regarding the alleged By-Laws violation. The committee, upon completion of its review will report and make a recommendation to the Board of Directors based on its findings. The Board of Directors will then make a decision as to the level of disciplinary action, if any, to be taken. The Board of Directors decision will be final and may not be appealed by the member (s) against who/whom the action is taken. Disciplinary action will result in one of the following:
  1. A written letter of reprimand
  2. A suspension of membership from Scarborough Fish and Game Association for a period of either three (3) months, six (6) months, or one (1) year. During the term of the suspension the member (s) will forfeit the following:
    - a. Membership privileges at Scarborough Fish and Game Association will be completely suspended.
    - b. The member's gate fob will be de-activated and the member (s) will be barred from being on Scarborough Fish and Game Association property.
    - c. The member (s) will be prohibited from conducting any business on behalf of the Scarborough Fish and Game Association.
  3. Membership at Scarborough Fish and Game Association will be revoked and the member will be permanently barred from Scarborough Fish and Game Association property.

**Section 3.17. Certificate of Membership:** The Board of Directors may provide for the issuance and replacement of certificates evidencing membership in the Corporation.

#### **ARTICLE IV BOARD OF DIRECTORS**

**Section 4.1. Management by Board:** The affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and do all lawful acts and things necessary or appropriate to carry out the purposes of the Corporation, specifically including the adoption, amendment and repeal

of policies necessary and prudent for the safe, efficient and appropriate use of the Corporation's facilities.

As set forth in Section 3.4(I), the decisions of the Board of Directors may be subject to review, amendment, repeal or ratification by the Members at any General Meeting if a motion to reconsider is made by any Member in good standing.

All uses of the Corporation's property for any purpose, excepting the rentals of ranges, shall be approved in advance by the Board of Directors, such approval to be upon majority affirmative vote of those present and voting.

Rentals of the Corporation's ranges shall be made by the Chief Range Safety Officer, or LE Chair in accordance with rules adopted by a majority vote of the Members at any General Meeting.

No improvement, removal, repair or alteration of the Corporation property shall be made without the prior approval of the Board of Directors, except that the Board of Directors may delegate the performance of such repairs and improvements as may normally be prudent or necessary in the ordinary course of the Corporation's affairs.

No contract for any service to be performed or goods to be delivered upon the Corporation's property, nor any contract made in the Corporation's name, shall be entered into without the prior approval of the Board of Directors.

No activity, event, shoot or match that will or could disrupt the operations of any established discipline or the use of any range shall be held without the prior approval of the Board of Directors and the committee chairperson of the affected discipline.

Any action not taken in the course of the Corporation's regularly conducted business and which requires an expenditure in excess of Five Thousand Dollars (\$5,000) shall be submitted to the Members for approval by majority affirmative vote, except that the Board of Directors shall have the power to authorize an expenditure of no more than Seven Thousand Five Hundred Dollars (\$7,500) and the President One Thousand Dollars (\$1,000) on an emergency basis, as may be necessary to preserve life or property.

**Section 4.2. Number of Directors; Eligibility:** The number of Directors shall not be less than seven (7) and shall be fixed within the foregoing limits by the Members at their Annual Meeting or any meeting held in lieu thereof. Any Member who supports the purposes of this Corporation and who is willing to undertake the duties of a Director and abide by these Bylaws is eligible to become a Director. The Board of Directors shall be made up of the seven (7) duly elected voting officers of the Corporation, one (1) Director who is the discipline chair or the discipline chair's designee to represent each of the disciplines, three (3) Directors who shall be appointed by the President, and five (5) Directors who shall be elected by the Members.

**Section 4.3. Directors Election; Term of Office; Nomination:** Each Director shall serve for the term of office specified in the vote by which such Director was elected until his or her successor is duly elected or appointed, unless he or she sooner resigns or is removed.

At the Members' Annual Meeting, the Members shall elect individuals to the Board of Directors. Directors may be elected from individuals nominated from the floor at the Members' Annual Meeting or from the slate of nominees developed by the Nomination Committee in accordance with the following procedure:

- A. Any Member may make a recommendation to the Nomination Committee with respect to an individual or individuals to be considered for a position on the Board of Directors, and the Committee shall develop a slate of nominees consisting of the names of at least one (1) candidate for each vacancy on the Board of Directors.

**Section 4.4. Vacancies:** Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A person appointed to fill a vacancy which occurs other than by reason of an increase in the number of Directors shall serve until the next Annual Meeting of the Members. Any vacancy that is a discipline position, discipline will bring forward name to fill position.

**Section 4.5. Removal of Directors or Officers:** Any Director or Officer may be removed from office at

any time, with or without cause, by a two-thirds (2/3) vote of the Members voting on the matter.

**Section 4.6. Resignation:** Any Director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect on the date of receipt or at any later time specified therein. Any Director who fails to attend five (5) regularly scheduled Board meetings (during any twelve (12) month period commencing with the date of the Annual Meeting of the Board of Directors) shall be deemed to have resigned from the Board, unless such Director has provided the President with prior notice of his or her inability to attend the meetings, or unless the Board waives this requirement with respect to said Director. The President shall provide written notice to the Board and to the Secretary stating that such Director has been deemed to have resigned from the Board in accordance with this Section 4.6. Failure to attend a Special Meeting of the Board shall not be considered in determining this attendance requirement.

**Section 4.7. Compensation:** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, expenses related to the business of the Corporation, if any, may be allowed. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

## **ARTICLE V MEETINGS**

**Section 5.1. Annual Board Meeting:** The Board of Directors shall meet on the first Tuesday of October for the transaction of such other business as may come before the meeting.

**Section 5.2. Regular Board Meetings:** Regular meetings of the Board of Directors shall be held on the first Tuesday of each month, except November. The time and the place of each meeting shall be published by the Secretary ~~in~~ on the Corporation website.

**Section 5.3. Special Board Meetings:** Special Meetings of the Board of Directors may be called by the President of the Corporation on his or her own motion or upon written request of two (2) of the Directors, and held not less than three (3) nor more than thirty (30) days after such notice is given to each Director, either personally, by mail, email, or by telephone.

**Section 5.4. Waiver of Notice:** Whenever under the provisions of the statutes, Articles of Incorporation or these Bylaws notice is required to be given to any Director, 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 deemed equivalent to the giving of such notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or Special Meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by law or these Bylaws.

**Section 5.5. Telephonic Board Meetings:** The Directors may hold a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence of the Director at such meeting. Notice of such meeting shall give each Director the telephone number at which, or other manner in which, he or she will be called.

**Section 5.5.1 Closed Session Board Meeting (closed to the General Membership):** The ability of the Board of Directors to conduct closed sessions shall indicate the precise nature of the business of the closed session. Certain circumstances exist wherein the Board of Directors may meet without the general membership in attendance. Such circumstances include but are not limited to:

**Membership issues:** A closed session may be held to discuss the appointment, evaluation of, performance, or dismissal of a member or Director, or to hear complaint against the member/Director unless the member/Director requests a public hearing.

**Litigation:** Pending litigation by or against Scarborough Fish & Game Association when it is necessary for the Board to discuss issues with legal counsel.

It is critical to stress that there shall be no violation of closed session confidential information. Members of the Board, club members, or anyone else present shall not disclose to any person, the press, or anyone else the content or substance of any discussion which takes place in a closed session without Board approval. Typically closed sessions will be scheduled prior to the Board of Directors meeting or at the end of the Board of Directors meeting after general business has been concluded This is done so public portions of the meeting are not interrupted by closed sessions. This does not, however prohibit the Board from entering directly into a closed session if that session is for the sole purpose of one of the allowed reasons above. The Board shall not discuss nor act on any other business during a closed session that would be proper to be discussed during a regular Board Meeting at which regular members are welcome.

**Section 5.6. Board of Directors - Manner of Acting:** Except as specified by law or these Bylaws, the Board of Directors shall act by a majority vote of the Directors present in person or by proxy at any duly called and held meeting of the Board of Directors at which a quorum is present. Each Director shall have one (1) vote.

**Section 5.7. Board of Directors - Quorum:** A majority of the Directors shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of Directors, the Directors present thereafter may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business shall be transacted which might have been transacted at the meeting as originally notified.

**Section 5.8. Board of Directors - Conduct of Meeting; Record of Meetings:** Meetings shall be held in accordance with Roberts Rules of Order. The President of this Corporation, or in his or her absence, First Vice President or, in his or her absence, the Treasurer, or, in his or her absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as the presiding officer for the meeting. The Secretary, or if he or she does not participate in the meeting, one of the Directors designated by the Board participating in the meeting, shall keep a record of the meeting. The minutes of all actions taken by the Board of Directors shall be published by the Secretary on the Corporation website immediately following such action.

**Section 5.9. Action by Unanimous Consent:** Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all of the Directors, and filed with the minutes of the meetings of the Board of Directors.

**Section 5.10. Informal Action by Directors:** Action of the Directors may be taken in accordance with the provisions of Section 708 of the Maine Nonprofit Corporations Act, Title 13-B M.R.S.A. In amplification of, and not in limitation of the foregoing, action taken by agreement of a majority of Directors shall be deemed action of the Board of Directors if all Directors know of the action taken and no Director makes prompt objection to such action. Objection by a Director shall be effective if written objection to any specific action so taken is filed with the Secretary of this Corporation within seven (7) days of such specific action.

**Section 5.11. Annual Membership Meetings:** The Annual Meeting of the Members shall be held on the second Tuesday in December of each year on the grounds of the Corporation in Scarborough, Maine, unless otherwise specified. In the event of a failure for any reason to hold an Annual Meeting as aforesaid, any business that may properly be transacted at an Annual Meeting, including the election of Directors, may be transacted at a Special Meeting.

**Section 5.12. General Membership Meetings:** General Meetings of the Members shall be held on the second Tuesday of each month of each year, with the exception of November, on the grounds of the Corporation in Scarborough, Maine, unless otherwise specified.

**Section 5.13. Special Membership Meetings:** Special Meetings of the Members may be called at any time by the President or a majority of the Directors, and shall be called by the Secretary upon written application of five percent (5%) or more of the Members.



**Section 5.14. Notice of Membership Meetings:** Notice of all meetings of the Members shall be given by the Secretary or in his or her absence or disability by the President, by mailing or e-mailing to each Member a notice specifying the time and place of the meeting, such notice to be addressed to each Member at his or her last known address or e-mail address and sent at least five (5) but not more than fifty (50) days before the meeting. In the event notice has not been duly given as described in the preceding sentence, a meeting of the Members shall be a legal meeting if there is a quorum present and all Members not present at the meeting sign a waiver of notice of the meeting.

**Section 5.15. Membership Meeting - Quorum:** Twelve of the Members, including Directors, present in person shall constitute a quorum at any meeting of the Members. If a quorum is not present at any meeting, a majority of the Members present may adjourn or continue the meeting to a later time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business shall be transacted which might have been transacted at the meeting as originally notified.

**Section 5.16. Membership Meeting - Voting:** Each Member is entitled to one (1) vote on any matter properly submitted to the Members for their vote, and there shall be no cumulative voting. Voting shall be in person.

**Section 5.17. Membership Meeting - Manner of Acting:** The act of a majority of the Members present and voting in person at a meeting at which a quorum is or has been present shall be the valid act of the Members, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws.

## **ARTICLE VI OFFICERS AND AGENTS**

**Section 6.1. Officers:** The officers of the Corporation shall be a President, Vice President, Treasurer, Secretary, Past President, Recording Secretary, Chief Range Safety Officer, and Membership Secretary.

**Section 6.2. Election of Officers:** The Members shall choose annually the officers of the Corporation in the same manner set forth in Section 4.3 of the Bylaws. A person may not hold more than one (1) office.

**Section 6.3. Other Officers and Agents:** The Board of Directors may appoint such other officers and agents as it shall deem necessary. Such officers and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**Section 6.4. Compensation:** Directors and officers, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum or reimbursement of expenses of attendance may be allowed for attendance at any meeting of the Board. Any director or officer may serve the Corporation in any other capacity and receive compensation therefor.

**Section 6.5. Term of Officers:** The officers of the Corporation shall hold office until their successors shall have been elected and qualified. Any officer may be removed with or without cause at any time by an affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by vote of the Directors.

**Section 6.6. President of the Corporation:** The President of the Corporation shall, when present, chair all meetings of the Board of Directors. He or she shall inform himself or herself concerning all affairs of the Corporation and see that the duties of the officers and employees of the Corporation are properly discharged; that the Bylaws of the Corporation are observed; and that all statements and returns required by law are made; and he or she shall assume such share in the management of the Corporation's business as the Directors may determine. The President of the Corporation shall appoint such committees as he or she deems necessary, subject to the approval of the Directors. The President shall perform all duties incident to the office of the President.

**Section 6.7. Vice President:** The office of Vice President is to be filled by a current or past board member, or discipline chair. The position is to be nominated by the board and ratified by a membership vote. The Vice President shall perform such duties as are assigned to him/her by the President or the Board. In the absence of the

President, the Vice President shall perform the duties of that office. If for any reason the Vice President cannot fulfill his/her duties the Board shall appoint an acting Vice President for the remainder of the Vice President's term.

**Section 6.8. Treasurer:** The Treasurer shall have charge and custody of and be responsible for all corporate funds and securities; keep full and accurate accounts of receipts and disbursements and books belonging to the Corporation; and deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings or when the Directors shall require, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her.

Nothing in this section shall prevent the various discipline committees from appointing a Committee Treasurer who shall have the responsibility for monies raised by and for the use of the respective committee for the operation of that discipline. All Committee Treasurers shall provide a financial accounting of all income and expenditures for the immediately preceding calendar year to the Corporation Treasurer at least one month prior to the Members' Annual Meeting. Monies held by the Discipline Committees shall be the property of the Corporation.

**Section 6.9. Secretary:** The Secretary shall attend all meetings of the Corporation and record all proceedings in a book kept for that purpose. He or she may give, or cause to be given, notice of all meetings and shall perform such other duties as may be prescribed by the Board of Directors or by the President. The Secretary may certify all votes, resolutions and actions of the Corporation. The Secretary shall ensure that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; and be the custodian of the corporate records. The Secretary will publish the minutes of all General and Board of Directors meetings on the corporation website. The website shall also contain a calendar of scheduled activities at the Corporation's ranges and Disciplines. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her.

**Section 6.10. Past President:** The office of Past President is to be filled by the immediate Past President (ex-officio). If the ex-officio is unable to serve due to health, relocation, or other personal issues, then the office of the Past President shall be filled by the next past president in serving sequence. The Past President shall serve as an advisor to the current president and board. In the absence of the President and Vice President the past president shall perform the duties of the Presidential office. The Past President only has voting rights when serving as the president.

**Section 6.11. Recording Secretary:** The Recording Secretary shall keep a Master Register of the post office address and telephone number and email addresses of each Member. The Recording Secretary shall be responsible for sending out Dues notices to each member in November of each year. The Recording Secretary shall be responsible for receiving all replies to such notices and shall convey all monies received to the Treasurer. The Recording Secretary shall be responsible for delivering the membership cards due each member paid for any calendar year. Those dues cards shall be Available and delivered on or after January 1<sup>st</sup> each calendar year to qualified members who have paid any and all dues and assessments required by the Board of Directors. The Recording Secretary shall provide updated address lists as needed to the Secretary. The Recording Secretary shall in general perform all duties incident to the office of Recording Secretary and such other duties as from time to time may be assigned to him/her.

For the calendar year in which this change to the By-laws is accepted the Recording Secretary shall be appointed by the Corporation President, after that year the Recording Secretary shall be elected by majority vote at the Annual Meeting of the Corporation.

**Section 6.12. Chief Range Safety Officer:** The Chief Range Safety Officer shall be responsible for the safe operation of all indoor and outdoor ranges used on the Corporation's premises. A "range" is any portion of the Corporation's facilities that is established for the shooting of targets, paper, and clay or otherwise, with a firearm, air-operated weapon, or bow and arrow. The Chief Range Safety Officer shall inspect the ranges on a regular basis, shall investigate all complaints and/or suggestions regarding the safe operation and maintenance of the ranges,

shall be informed of prevailing national and industry safety standards for the operation of ranges, and shall report to the Board of Directors and the General Membership on a regular basis. Any unsafe range use or condition that is brought to the attention of the Chief Range Safety Officer shall immediately be reported to the President. The Chief Range Safety Officer shall work with the various discipline committees to develop, review and implement standard operating procedures for the safe operation and use of each range and for the reaction to any emergency situation that may arise at any range. The Chief Range Safety Officer shall train, coordinate and supervise the Safety Officers for each Discipline Committee. The Chief Range Safety Officer, in his or her discretion may close any range at any time, and for any length of time, that a condition exists that would render the use of that range unsafe. The Chief Range Safety Officer shall upon either (a) the express direction of the President, as ratified by majority vote of the Board of Directors, or (b) the vote of two-thirds (2/3) or more of the Directors present and voting, close any range for such duration as may be determined appropriate.

**Section 6.13. Membership Secretary:** The Membership Secretary shall chair the Membership Committee and be responsible to coordinate the interviewing, orientation, and induction of new members into the corporation. The Membership Secretary shall keep the Board of Directors informed as to the number and names of nominees applying for membership, interviewed, and successfully completing the orientation meeting.

**Section 6.14. Clerk:** The Clerk shall be the Registered Agent, and his or her office shall be the Registered Office of the corporation. The Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his/her signature.

## **ARTICLE VII ADVISORY BOARD**

**Section 7.1. Advisory Board:** The Board of Directors is authorized to appoint an advisory board and to charge it with such functions not directly engaged in the governance of the Corporation, as the Board of Directors deems appropriate.

## **ARTICLE VIII COMMITTEES**

**Section 8.1. Nomination Committee:** The Nomination Committee shall consist of: three (3) Members selected by the Board of Directors and may include no more than two (2) Directors. The Committee shall prepare a slate of officers and directors, which may be amended at any time, and shall submit their recommendations to the Members at the Annual Meeting, all in accordance with the provisions of Section 4.3.

**Section 8.2. Membership Committee:** The Membership Committee shall be chaired by the Membership Secretary and consist of a minimum of five (5) members appointed by the Board of Directors, Of these members there shall be a minimum of three (3) Board members, one of which shall be the Membership Secretary. The Committee shall:

- A. Receive all membership applications.
- B. Review all applications.
- C. Hold regularly scheduled Membership Committee meetings for the purpose of interviewing prospective new members and their sponsors.
- D. Interview and investigate proposed members as to their qualifications as defined in the By-Laws.
- E. Provide a list of Nominees and Sponsors to the Board of Directors at the next scheduled Board of Directors meeting.
- F. Hold periodic Orientation Meetings.
- G. Notify and recommend to the Board of Directors those Nominees who have successfully completed the requirements for membership into the Corporation.

**Section 8.3. Discipline Committees:** For each discipline or activity that is conducted on the property of the Corporation on an established and regular basis, there shall be a committee to oversee that discipline.

Each such discipline committee shall have a Chairman, a Safety Officer, a Treasurer, a Secretary and such

officers as may be deemed necessary for the safe, efficient and practical operation of the discipline or activity. Each Discipline Committee shall be responsible for the day-to-day operation of each respective discipline or activity, specifically taking all steps necessary to ensure that such disciplines are operated and maintained in a safe, efficient, courteous manner and in accordance with all laws affecting their operation.

The members of each Discipline Committee shall choose officers annually at a meeting of their choice prior to September 30 of the calendar year and that slate of officers shall be presented to the Board of Directors for accepted or disapproval, in whole or in part, at the October meeting of the Board of Directors by a majority affirmative vote.

Each Discipline Committee shall have a member of that Committee present for each meeting of the Board of Directors.

At the first meeting of the Board of Directors for each calendar year, each Discipline Committee shall present to the Board of Directors an estimated budget, schedule of proposed improvements, and a general plan for the safe operation and growth of the Discipline for that calendar year. Each Committee shall, upon the request of the Board of Directors, present a financial accounting and such other information as the Board of Directors may request from time to time.

At each Annual Meeting of the Members, each Discipline Committee shall present to the Members an accounting of its finances, accomplishments and activities for the immediately preceding calendar year. The financial report shall be presented to the Corporation Treasurer no less than 30 days prior to the Membership Annual Meeting.

In the event of any perceived violation of these bylaws by any committee, and upon a two-thirds (2/3) majority vote of the Board of Directors present and voting that a perceived violation has occurred, the Secretary shall send a notice to the chairperson of the committee at issue. Such notice shall offer the committee chairperson, or designee, the opportunity to attend at the next regularly scheduled meeting of the Board of Directors and explain the circumstances surrounding the perceived violation.

If the matter is explained to the satisfaction of the Board, then the notice of violation shall be rescinded. If the matter is not explained to the Board's satisfaction, or if the chairperson or designee fails to attend the meeting specified in the notice, and upon a two-thirds (2/3) majority vote of the Board of Directors present and voting, the notice of violation shall be upheld and the committee shall be directed to take such corrective action as the Board may deem appropriate.

In the event of any perceived violation of these bylaws by the same committee within ninety (90) days of the date of a vote by the Board upholding a prior violation, and upon a two-thirds (2/3) majority vote of the Board of Directors present and voting that a perceived violation has occurred, the Secretary shall send a notice of second violation to the chairperson of the committee at issue. Such notice shall again offer the committee chairperson, or designee, the opportunity to attend at the next regularly scheduled meeting of the Board of Directors and explain the circumstances surrounding the perceived violation.

If the matter is explained to the satisfaction of the Board, then the notice of second violation shall be rescinded. If the matter is not explained to the Board's satisfaction, or if the chairperson or designee fails to attend the meeting specified in the notice, and upon a two-thirds (2/3) majority vote of the Board of Directors present and voting, the notice of second violation shall be upheld and the Board of Directors shall take such action as they deem appropriate under the circumstances, which may include the closing of any range, the relinquishment of all keys to any facility, and the turnover of control of funds.

**Section 8.4. Other Committees:** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate and appoint from among the Members one (1) or more committees for such terms and purposes, as the Board of Directors deems appropriate. Each such committee shall only have such powers as specifically delegated to the committee by said resolution, and members of such committees shall be removed with or without cause whenever it is determined by the Board of Directors to be in the best interest of the Corporation.

**Section 8.5. Terms of Committee Members:** Unless another or different term is specified at the time of

election or appointment to a committee, the election or appointment to any committee of the Board shall continue to the next following Annual Meeting of the Board of Directors.

## **ARTICLE IX FINANCES**

**Section 9.1. Ownership of Funds:** All income in any way derived from the use of the property of the Corporation shall be funds of the Corporation. To the extent that any such funds are income from the operations of a particular discipline committee, such funds shall be managed and remain available for use by such committee. All funds shall be maintained in local bank accounts and the Corporation Treasurer shall have signing authority over all such accounts. However, upon a two-thirds vote of the Board of Directors, the Board may require committee funds to be placed under the control of the Corporation if an emergency is found to exist. The management and availability of funds hereunder may also be affected by the procedures set forth under Article VIII of these bylaws.

**Section 9.2. Checks:** All checks or demands for money and notes of the Corporation shall be signed by the Treasurer and such other officers or persons as the Board of Directors may from time to time designate.

**Section 9.3. Fiscal Year:** The fiscal year of the Corporation shall end on December 31, unless otherwise fixed by resolution of the Board of Directors.

## **ARTICLE X LIABILITY; INDEMNIFICATION**

**Section 10.1. Directors and Agents:** The individual property of the Directors, officers, employees or agents of the Corporation shall not be held liable for the debts of the Corporation.

**Section 10.2. Indemnification:** The Corporation shall indemnify without formal action by the Board of Directors, a person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving in another capacity at the request of the Corporation, to the fullest extent authorized by law, including, without limitation, liability for expenses incurred in defending against pending, commenced or threatened actions. The foregoing rights of indemnification shall, in the case of death or incapacity of any Director, officer or other person described in this Section 10.2, inure to the benefit of his or her heirs, estate, executors, administrators, conservators or other legal representatives.

**Section 10.3. Insurance:** The Corporation may, at the discretion of the Board of Directors, purchase and maintain insurance on behalf of the persons described in Section 10.2, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person under the laws of the State of Maine.

## **ARTICLE XI CONFLICTS OF INTEREST**

### **Section 11.1. Statement of Potential Conflicts:**

The Corporation shall not enter into a conflict of interest transaction, as such term is defined in the Maine Nonprofit Corporation Act, 13-B M.R.S.A. Sec. 718, except in accordance with the disclosure and approval provisions of such statute. No conflict of interest transaction shall be voidable or grounds for imposing liability on a director or officer of the Corporation if the transaction was fair at the time it was entered into or is approved in accordance with 13-B M.R.S.A. Sec. 718 as incorporated herein. The conflict of interest policy set forth on Appendix B which is attached hereto is hereby adopted and incorporated herein.

## **ARTICLE XII MISCELLANEOUS**

**Section 12.1. Amendments:** These Bylaws may be amended or repealed, or new Bylaws may be adopted by a two-thirds (2/3) affirmative vote of the Members present and voting at any General, Special or Annual Meeting, provided that the Secretary shall provide notice of any proposed amendment, repeal or adoption of bylaws to all Members no less than 30 days prior to any meeting at which such proposed amendment, repeal or adoption of bylaws is voted upon. Once notice has been so provided, the Secretary shall provide notice to all Members of the meeting at which the proposed change to the Bylaws is to be voted upon. The Secretary shall provide notice of the exact wording of any proposed additions, amendments, or deletions, and may summarize the reasons and presumed effects of the proposed language. All notices required shall be given in accordance with the procedures specified in

Section 12.2 hereof.

**Section 12.2. Notice:** Whenever under the provisions of the statutes, Articles of Incorporation or these Bylaws notice is required to be given to any Director or Member, such notice must be given in writing by personal delivery, by mail, e-mail, or by fax, addressed to such Director or Member at his or her postal or e-mail address as it appears on the records of the Corporation, with postage or other delivery fees prepaid, or at his or her telephone number as it appears on the records of the Corporation. Notice by mail shall be deemed to be given at the time it is deposited in the United States Mail. The period of advance notice shall be such as to reasonably permit the individual to take action on the notice, and 14 days notice shall be presumed reasonable under all circumstances.

**Section 12.3. Syntax:** Each reference in these Bylaws which refer to a Member as he, she, his or her shall also be construed to refer to any Corporate Member entity as "it".

**SCARBOROUGH FISH AND GAME ASSOCIATION, INC.  
BYLAWS – APPENDIX A**

**MEMBERSHIP PROCESS:**

The process for becoming a member of the Scarborough Fish & Game Association follows:

**1. SUBMISSION OF APPLICATION:**

A completed application, along with payment for the application fee and appropriate dues, are submitted to the Club Treasurer. The Treasurer processes the application and releases it to the Recording Secretary.

**2. RECORDING:**

The Recording Secretary processes the application and releases it to the Membership Committee, which facilitates the actions in Steps 3 through 9 below.

**3. SPONSORSHIP:**

Each Applicant must be sponsored by a current member, who is in good standing and has been a member for at least one year. Sponsors must have attended an Orientation Meeting.

**4. FIRST READING / PUBLICATION:**

The application is read at the next General Membership Meeting, provided the Applicant is present. If read, the Applicant's name, town of residence, and Sponsor's name are published in the next issue of the Club's monthly newsletter, which can be viewed on the Corporation's website.

**5. SPONSOR EVALUATION & CERTIFICATION:**

The Applicant and Sponsor must tour the facility, discuss our various disciplines, and shoot together on the club range(s). It is the Sponsor's responsibilities to provide a copy of the club Safety Rules and Policies and to review them in detail. At the Applicant's interview (Step 6, below), the Sponsor must certify that he or she has personally shot on our range(s) with the Applicant and that the Applicant has exhibited safe shooting and firearms handling practices. During the interview, the Sponsor must also address the Applicant's potential as a member.

**6. INTERVIEW:**

The Applicant and Sponsor attend a formal Membership Committee interview. The Applicant must complete Steps 1 through 6 before proceeding to the Orientation.

**7. ORIENTATION:**

The Applicant attends an Orientation Meeting scheduled and held by the Membership Committee. At the completion of the Orientation Meeting, the Applicant must sign a statement, attesting to receipt and understanding of the safety rules, the other information received, and attendance at the meeting.

**8. RECOMMENDATION:**

At any time during the process, the Membership Committee may stipulate additional evaluation or training needed to qualify the Applicant for membership. The Membership Secretary will bring any issues or concerns that may be cause for disqualifying an Applicant directly to the Board of Directors for their decision on appropriate action.

**9. NOMINATING / VOTING:**

Upon the Applicant's successfully completing the foregoing steps, the Membership Secretary will nominate the Applicant for election as a Probationary Member at the next General Membership Meeting.

**10. TIME LIMIT:**

Applicants have a time limit of three General Membership Meetings from the date of their First Reading to Nomination. Should extenuating circumstances prevent an Applicant from attending an Interview or Orientation Meeting, the Membership Secretary may approve an extension to this time limit. If an

Applicant fails to complete the application process within the specified time limit, his or her application and any prepaid dues will be returned to them. A new application fee will be required for any resubmitted applications.

**11. PROBATIONARY MEMBERSHIP:**

Upon affirmative vote by the General Membership, the Applicant becomes a Probationary Member. Probationary Members are subject to work and commitment requirements as specified by the Board of Directors.

**12. CONTINUED MEMBERSHIP:**

If, after one year as a Probationary Member, the member remains in good standing and has completed any work and commitment requirements specified by the Board of Directors, which were in effect at the beginning of the probationary period, the member becomes an Individual (or Family) Member. If the Probationary Member either fails to remain in good standing or fails to complete any work commitment requirements specified by the Board of Directors, his or her membership will be terminated.



## APPENDIX B

### Conflict of Interest Policy

#### ARTICLE I PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### ARTICLE II DEFINITIONS

**1. Interested Person** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2. Financial Interest** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

**a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

**b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

**c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

**d.** Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A financial interest isn't necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### ARTICLE III PROCEDURES

**1. Duty to Disclose** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**2. Determining Whether a Conflict of Interest Exists** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**3. Procedures for Addressing the Conflict of Interest**

**a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

**b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

**c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**d.** If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**4. Violations of the Conflict of Interest Policy**

**a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

**b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **ARTICLE IV RECORDS OF PROCEEDINGS**

The minutes of the governing board and all committees with board delegated powers shall contain:

**a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

**b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **ARTICLE V COMPENSATION**

**a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

**b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

**c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **ARTICLE VI ANNUAL STATEMENTS**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

**a.** Has received a copy of the conflict of interest policy,

**b.** Has read and understands the policy,

**c.** Has agreed to comply with the policy, and

**d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

#### **ARTICLE VII PERIODIC REVIEWS**

To ensure the Organization operates in a manner consistent with charitable purposes, and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

**a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

**b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

#### **ARTICLE VIII USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews, as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.