

**BYLAWS OF
CEDAR ROD & GUN CLUB**
(A Michigan Nonprofit Corporation)

Founded in 1936
Bylaws Amended and Restated December 2021

Article 1
ORGANIZATION AND PURPOSE

1.1 **Organization.** This organization shall be known as the Cedar Rod and Gun Club (the “Club”), 8075 Sullivan Road, Cedar, MI 49621

1.1.1 The Club shall be incorporated as a Michigan Nonprofit Corporation, and the length of its Corporate existence shall be perpetual.

1.1.2 The Club shall be operated in a manner so as to be exempt from federal income taxes under the provisions of Section 501(c)(7) of the Internal Revenue Code.

1.2 **Purpose.** The purpose of the Club shall be to promote good sportsmanship; support and promote the shooting sports; promote hunting, fishing and sound conservation practices; and provide and promote sound hunter safety education programs to the general public.

Article 2
BOARD OF DIRECTORS

2.1 **Functions.** Except as specifically provided in the Club’s Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities related to the management and control of the Club’s property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Club that is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party. Notwithstanding the foregoing, the Board of Directors shall not

authorize capital expenditures in excess of \$15,000 per expenditure without approval by a majority vote of the membership pursuant to Article 5, Section 5.6 of these Bylaws. Ordinary and necessary operating expenditures are not subject to membership approval.

2.2 **Number and Term.** The Board of Directors shall consist of nine (9) directors who shall be members of the Club in good standing and shall serve for a term of two (2) years, and until their successor is elected and qualified, or until their resignation or removal.

2.2.1 Five (5) of the directors shall be directors-at-large and four (4) shall be the Club's officers set forth in Article 3, Section 3.1 of these Bylaws.

2.2.2 Election of directors-at-large shall be held on a staggered basis. Two (2) directors shall be elected at the same time as the election of the Club President and Club Secretary, and three (3) directors shall be elected at the same time as the election of the Club Vice President and Club Treasurer.

2.3 **Removal.** The Board of Directors may remove any director, with or without cause, by a 2/3 majority vote of the Directors.

2.4 **Vacancies.** Any vacancies occurring in the Board of Directors for any reason may, but need not, be filled by the Board of Directors. Any person appointed to fill a vacancy shall be a member of the Club in good standing and shall serve for the unexpired portion of the term.

2.5 **Meetings.**

2.5.1 An organizational meeting of the Board of Directors may be held on a date and at a place and time as the Board of Directors shall determine for the determination of meeting dates, times and places, or the selection of committee members and for the transaction of any other business that may come before such meeting.

2.5.2 In addition to the organizational meeting, there shall be held regular meetings, at such times and places as the Board of Directors shall determine. A schedule of the regular meetings of the Board of Directors shall be posted on the Club's web site.

2.5.3 Special meetings of the Board of Directors may be called by the Secretary of the Club upon the request of the President.

2.5.4 Meetings of the Board of Directors may be held at any place within the State of Michigan.

2.5.5 A majority of the directors shall constitute a quorum for the purposes of conducting business at any meeting of the Board of Directors.

2.5.6 A majority of the directors present may adjourn any meeting to another time and place. Notice of such adjourned meeting shall be given even though the time and place thereof are announced at the meeting at which the adjournment is taken.

2.5.7 Any action required or permitted to be taken pursuant to an authorized vote at any meeting of the Board of Directors, may be taken without a meeting if, before or after the action, all members of the Board of Directors, consent thereto in writing. Written consent shall be filed with the minutes of the proceedings of the Board of Directors. Such consent shall have the same effect as the vote of the Board of Directors for all purposes.

2.5.8 A member of the Board of Directors may participate in a meeting by electronic means by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

2.6 **Notice of Meetings.**

2.6.1 The schedule of regular meetings of the Board of Directors shall be

posted on the Club's website.

2.6.2 Special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally, communicated by telephone, or sent by electronic mail ("email") or regular mail to each director not less than ten (10) days prior to the meeting, and if by telephone, confirmed in writing.

2.6.3 Notwithstanding the foregoing, no notice need be given to any director who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

2.7 **Resignation.** A director may resign by giving written notice to the Secretary of the Club. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

2.8 **Voting.** The vote of a majority of the directors present at a meeting shall be the act of the Board of Directors. Each director present shall have one vote. In the event of a tie vote, the matter shall be considered not adopted by the Board of Directors but may be brought up for reconsideration at a subsequent Board meeting.

2.9 **Compensation of Directors.** The directors, as such, shall not be compensated for the performance of services for the Club but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Club.

Article 3 **OFFICERS**

3.1 **Officers.** The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Club members at an annual members meeting. The officers shall be elected on a staggered basis as follows: the President and the Secretary shall be elected in even numbered years and the Vice President and the Treasurer

shall be elected in odd numbered years. In addition to the powers set for in these Bylaws, the officers shall have such authority and shall perform such duties as may be determined by the Board of Directors.

3.2 **Term of Office and Vacancy.** Each officer shall serve for a term of two years or until such officer's successor is elected. Any officer may serve consecutive terms. A vacancy in any office shall be filled by a vote of the Board of Directors. A person elected to fill a vacancy shall serve for the balance of the unexpired term.

3.3 **Removal.** Any officer may be removed at any time, with or without cause, by a 2/3 majority vote of the Directors.

3.4 **Duties of the Officers.** The duties of all officers shall be as set forth in these Bylaws and as specifically established by the Board of Directors from time to time.

3.4.1 **President.** The President shall preside at all meetings of the Board of Directors, shall act as the chief executive officer of the Club and, subject to the direction of the Board of Directors, shall have general powers of supervision and management of the affairs and operations of the Club.

3.4.2 **Vice President.** The Vice President shall take the place of the President and perform the duties of the President whenever the President shall be absent or unable to act.

3.4.3 **Secretary.** The Secretary shall cause a record to be kept in permanent form of all meetings of the Board of Directors and of the membership and shall initiate notices of all membership and Board of Director meetings.

3.4.4 **Treasurer.** The Treasurer shall have general charge of the finances of the Club. When necessary and proper, he or she will endorse, on behalf of the Club, all checks, drafts, notes, and other obligations and evidences of the payment of money to the Club or coming into his or her possession, for deposit in such bank(s) as may be

selected by the Board of Directors. He or she shall keep full and accurate account of all receipts and disbursements of the Club in books belonging to the Club, which shall be open at all times to the inspection of the Board of Directors. He or she will present to the Board of Directors at its regular meetings a report as Treasurer and will, from time to time, present such other reports to the Board of Directors as it may require.

3.5 **Compensation.** The compensation of all agents, employees, officers, and representatives of the Club shall be fixed by the Board of Directors or in accordance with the method for such determination which is established by it.

Article 4 **COMMITTEES**

4.1 **Appointment of Committees.** The Board of Directors may designate one or more committees, each of which will consist of one committee chairperson and one or more committee members. The Board of Directors shall establish the number, terms and qualifications of Committee members. Committee members may be members of the Board of Directors or other interested individuals. The chairperson and members of the committee will be appointed by the President, with the approval of the Board of Directors.

4.2 **Standing Committees.**

4.2.1 The following Standing Committees of the Board of Directors shall be established:

- Membership
- Shotgun Sports
- Rifle Range
- Pistol
- Club Operations

4.2.2 The duties and responsibilities of each such Standing Committee shall be established by the President in consultation with the Board of Directors.

4.2.3 Each such Standing Committee shall include at least one (1) member of the Board of Directors.

4.3 **Reports of Committees.** The studies, findings, and recommendations of all committees will be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors. Committees may adopt such rules for the conduct of business and meeting schedules and locations as are appropriate and as are not inconsistent with the Bylaws, the Articles of Incorporation, or state law.

Article 5 **MEMBERSHIP**

5.1 **Eligibility.** Any person eighteen (18) years of age or older shall be eligible for membership in the Club. Subject to the foregoing, the Board of Directors shall establish the requirement and qualifications of all persons seeking membership in the Club. All applications for membership shall be subject to approval by the Membership Committee. Membership extends to the member, the member's spouse and all a member's family under the age of 18 years; however, each such family shall have only one (1) vote on matters presented to the membership for approval.

Classes of Membership.

5.2.1 **A Regular Membership** shall be for a period of the calendar year, commencing on January 1 and ending December 31. The Board of Directors shall have the authority to establish one or more types of Regular Membership and to specify the requirements, privileges and membership dues applicable to each such type of Regular Membership. Holders of previously issued Life Memberships shall enjoy all the privileges of Regular Members, but new Life Memberships shall not be issued.

5.2.2 **Honorary Membership.** The Board, at its sole discretion, may award an Honorary Membership to an individual that, in the Board's judgment, has made extraordinary contributions in services or otherwise to the Club or to the shooting sports. Honorary members shall enjoy all the privileges of a Regular Membership.

5.2.3 **Military Service Membership.** Any member of the U.S. Armed Forces on active duty status who meets the eligibility requirements of Section 5.1 shall be eligible to receive Regular Membership privileges at no cost so long as such serviceman or woman remains on active duty status.

5.3 **Dues.** The amounts and payment terms of membership dues shall be established by the Board of Directors and posted on the Club's website. Dues shall be payable in January and cover the ensuing calendar year.

5.4 **Benefits of Membership.** Members in good standing are entitled to the use of all Club ranges and facilities in accordance with all policies and procedures established by the Board of Directors. All Club property is for the express use of Club members, invited guests and other designated parties only.

5.5 **Use of Club Facilities.** The Board of Directors shall establish policies and procedures governing the operation and use of all Club ranges, properties and facilities. All members shall sign the Club's RELEASE, WAIVER, INDEMNIFICATION, HOLD HARMLESS, AND ASSUMPTION OF THE RISK AGREEMENT prior to being allowed to use all Club ranges, properties and facilities.

5.5.1 Pets are not allowed in Club buildings or unrestrained on Club grounds, during operational hours of 10am- 9pm. Such prohibition shall not apply to Service Animals. Activities requiring the use of dogs, such as Field Trials, or dog training must be approved in advance by the Board of Directors.

5.5.2 Alcohol is prohibited on all Club property unless specifically authorized by the Board of Directors.

5.5.3 The Club President and/or the Board of Directors shall have the authority, to make the use of Club ranges and facilities available to designated groups when such use is consistent with the Club's mission to promote the shooting sports. The Club President shall report all such uses to Club properties to the Board of Directors at a regular Board meeting.

5.6 **Meetings.**

5.6.1 An Annual Meeting of Club members shall be held on the first Friday

in January unless a different date is selected by the Board of Directors, upon three (3) months advance notice, for the election of Directors and Officers and for the transaction of any other business that may properly come before such meeting. Notice of such meeting shall be posted on the Club's website.

5.6.2 A quorum of at least ten (10) members must be present at any Annual Meeting in order to conduct business. Voting privileges shall be extended to current members in good standing only.

5.6.3 Nominations for Directors and Officers shall be presented at the regular Board of Directors meeting prior to the Annual Meeting. Additional written nominations may be accepted up to the time of voting.

5.6.4 Requests for absentee ballots for the Annual Meeting may be made by means of a email request to the Club Secretary at least twenty (20) days in advance of the Annual Meeting. Absentee ballots will be emailed to members requesting ballots two (2) weeks prior to the election and shall be returned to the Club Secretary at least three (3) business days prior to the Annual Meeting in order to be included in the Annual Meeting voting results.

5.6.5 In addition to the Annual meeting, there shall be held regular meetings of the members in accordance with a schedule at such times and places as the Board of Directors shall determine. The schedule of such regular meetings shall be posted on the Club's website.

5.6.6 All meetings shall be conducted in accordance with Roberts Rules of Order. Final determination concerning the conduct of any meeting shall rest with the President or a Sergeant of Arms designated by the President. The President shall have the authority to eject any member from any meeting.

5.7 **Member Conduct.** The safety of Club members and their guests while using Club ranges and facilities is the Club's highest priority. While Range Officers are authorized to monitor and enforce compliance with all Club Range and other operating policies, any member may enforce the safety rules set forth in the Range Manual. All members of the Board of Directors and Club officers shall be considered Range Officers.

5.7.1 Club Members shall comply with all Range policies and other safety procedures adopted by the Club.

5.7.2 A member is responsible for the conduct of any guests while on Club property and shall accompany all guests using Club facilities.

5.7.3 The Board of Directors may limit the number of guests a member may bring onto Club ranges and facilities.

5.8 **Noncompliance with Club Safety Policies**

5.8.1 Club members shall report any acts of noncompliance with Club safety policies or any instances of poor or unsafe handling of firearms or weapons of any type by a member or guest to a Range Officer. The Range Officer shall discuss the matter with the person demonstrating such improper conduct and shall issue a verbal warning, specifying the necessary corrective actions to be taken.

5.8.2 Failure to implement the required corrective action or a second offense of poor or unsafe handling of firearms or weapon of any type shall, at the discretion of the Range Officer, result in the immediate suspension by the Range Officer of membership privileges by denial of access to Club facilities.

5.8.3 The facts, circumstances and actions resulting in the suspension of membership privileges shall be reviewed by the Board of Directors within thirty (30) days of such suspension. The Board of Directors shall have the authority to prescribe any corrective measures or other actions that, in its sole judgment, must be taken by the suspended member in order to restore such suspended member's membership privileges.

5.8.4 The Board of Directors, at its sole discretion, may terminate member's Club membership upon a two-thirds (2/3) majority vote of the Board of Directors.

Article 6
INDEMNIFICATION OF DIRECTORS,
OFFICERS AND EMPLOYEES

6.1 **Actions in the Best Interest of the Club.** To the full extent permitted by law, the Club shall indemnify and pay the defense expenses of 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, by reason of the fact that he or she is or was a director, officer, partner, trustee, employee or agent of the Club against all expenses (including attorney's fee), liability and loss reasonably incurred in connection therewith. Notwithstanding the foregoing, the Board of Directors, at its sole discretion, may refuse to indemnify and pay the expenses of any director, officer, partner, trustee, employee or agent of the Club who has acted in bad faith or willful violation of these Bylaws or the Club's published policies and procedures. No repeal or modification of this Article shall adversely affect any right of any person existing at the time of, or with respect to, any acts or omissions occurring before such repeal or modification.

6.2 **Insurance.** The Club shall have power to purchase and maintain insurance on behalf of any person in accordance with the Michigan Nonprofit Corporation Act.

Article 7
CONFLICT OF INTEREST

7.1 **Statement of Policy.** It is the policy of the Club that all officers, directors, committee members and employees of the Club shall avoid any conflict between their own respective individual interests and the interests of the Club in any and all actions taken by them on behalf of the Club in their respective capacities.

7.2 **Dealing with the Club.** A contract or other transaction between the Club and one or more of its directors or officers, or between the Club and a domestic or foreign corporation, firm or association of any type or kind in which one or more of the Club's directors or officers are directors or officers, or are otherwise interested, is not void or voidable solely because of such common directorship, officership or interest, or solely because such directors are present at the meeting of the Board Directors or committee thereof at which such contract or transaction is acted upon, or solely because their votes are counted for such purpose, if any of the following conditions is satisfied:

7.2.1 The contract or other transaction is fair and reasonable to the Club when it is authorized, approved or ratified: or

7.2.2 The material facts as to such director's or officer's relationship or interest and as to the contract or transaction are disclosed or known to the Board of Directors or committee thereof and the Board of Directors or committee thereof authorizes, approves or ratifies the contract or transaction by a vote sufficient for the purpose without counting the vote of any common or interested director or officer.

7.3 **Procedure in Event of Potential Conflict of Interest.** In the event that any officer, director, committee member or employee of the Club shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with the Club, such officer, director, committee member or employee shall give the Board of Directors notice of such interest or relationship and shall thereafter refrain from voting or otherwise attempting to exert any influence on the Club, its Board of Directors, or its committees, to affect its decision to participate or not to participate in such transaction.

7.4 **Special Voting Rules.** Any member of the Board of Directors or Officer who has a conflict of interest on any matter involving the Club shall not be counted in determining

the quorum for the meeting at which the matter is to be acted upon, even when permitted by law. The minutes of the meeting shall reflect that a disclosure was made, the absention from voting, and the quorum situation.

Article 8
ANNUAL FINANCIAL STATEMENTS AND FISCAL YEAR

8.1 **Annual Financial Statements.** The Treasurer shall present the annual financial statements of the Club to the Board of Directors at a regular Board meeting. By a majority vote of the Board of Directors, an annual audit of the financial statements of the Club may be directed.

8.2 **Fiscal Year.** The fiscal year of the Club shall be determined to be on a calendar year basis unless changed by the Board of Directors.

Article 9
MISCELLANEOUS PROVISIONS

9.1 **Affiliations.** The Club shall maintain an active affiliation with the National Rifle Association. The Board of Directors shall have the authority to establish and maintain such other affiliations as it deems appropriate.

9.2 **Mortgages.** No mortgages or liens of any nature shall be placed or permitted to exist on any real estate, building or property of the Club.

9.3 **Expenditure Approval.** The Board of directors shall designate officers to approve expenses and sign checks, draft, or other obligations for the payment of money.

9.4 **Method of Giving Notices.** Any notice required by statute or by these Bylaws to be given to the directors, or to any officers of the Club, unless otherwise provided herein or in any statute, shall be given by email to such director or officer at such director's or officer's last email address as appears on the records of the Club and such notice shall be deemed to have been given at the time of such emailing. Any person to whom such notice shall be given

shall elect to receive such notices by electronic mail and such electronic mail notification shall be deemed to comply with this Section.

9.5 **Amendments.**

9.5.1 Any amendment or revision of the Club's Bylaws shall first be presented in writing to the Board of Directors for study and approval. The Board may reject, accept or refer the proposed amendment or revision back to the amendment sponsor for further consideration and resubmission to the Board of Directors.

9.5.2 If accepted by the Board of Directors, the proposed amendment shall be distributed to the Club membership and a vote shall be taken at a membership meeting pursuant to the provisions of Article 5, Section 5.6 of these Bylaws.

9.5.3 The proposed amendment shall be adopted upon approval by a simple majority vote of the Club members present and voting on the proposed amendment.

9.6 **Dissolution of the Cedar Rod and Gun Club.**

9.6.1 A simple majority vote of the members of the Cedar Rod and Gun Club, at a special membership meeting called for that purpose, shall be required to effect the dissolution of the Cedar Rod and Gun Club.

9.6.2 Notice of such a special meeting shall be given by mail to all members in good standing two (2) weeks prior to such meeting.

9.6.3 Upon liquidation of all Club assets and properties and satisfaction of all Club liabilities, any funds remaining shall be distributed equally to the remaining members of the Club or upon the affirmative vote of a simple majority of the then Club members, may be donated to any charitable or service organization selected by a simple majority of the Club members.

9.6.4 The Board of Directors shall establish the specific actions to be taken to effect the dissolution of the Club and Distribution of any remaining proceeds pursuant to this Section 9.6.

9.7 **Additional Rules.** The Board of Directors may adopt additional rules and procedures for the conduct of their meetings, and additional rules and regulations for the conduct of the affairs of the Club provided that no such additional rule shall be inconsistent with the Articles of Incorporation or these Bylaws.

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