

Salem Trap and Skeet Club Annual Meeting

December 8, 2012

Call to Order

President Ted Sapoznik called the meeting to order in the Clubhouse of Salem Trap and Skeet Club, located in Gervais, OR at 10:00 AM. Club Members were notified of the meeting date and location, as required by the Constitution and By-Laws.

Flag Salute

Flag Salute was completed by all attending.

Roll Call of Officers and Directors

The following persons were present:

Ted Sapoznik, President
Duane Hesketh Vice President
Craig Rhea, Secretary
Don Nussmeier, Treasurer
Brent McTaggart, Director
David Farley, Director
Justin Moore, Director
Max Kloster, Director
LT Spring, Director

Not present:
Ellen Delegates, Director

Members Present

Bruce Austin	Dan Fields	Robert Lopez	Robert J. Siefert
Jack Baker	Steve Fields	Bill Mautner	Roy W. Smith
Bob Bottemiller	Jim Fuhrmeister	Kevin Meader	Stanley Smith
Michael J. Bragg	Don Heppner	Craig Miya	Ronald Snyder
Dale Browning	Bruce Johnson	Terry Murphy	StanleyTremayne
Stephen Browning	Tom Jones	John L. Palmer	Dick Wade
James Dally	Robert E. Kessler	Jerry Prescott	Richard Walsh
Jake Egger	Dale Kreilkamp	Jerry Richardson	Randy Wells
Hunter Emerick	Gerry Kroeger	Bill Scott	Reuben Worster
	Bill Long	Bruce Schultz	

Members Represented by Proxy

Ronald Anglin
Duane & Sandy Hug
Chuck Tannland

Quorum Present

Ted Sapoznik confirmed that a Quorum was present at the meeting.

January 21, 2012 Annual Meeting Minutes

The minutes from the previous Annual Meeting held on January 21, 2012 were reviewed and approved with no changes.

Communications

President Ted Sapoznik had the following comments about progress to date during the year 2012:

1. Ted thanked Dave Farley for his many years of service to the Club as a Board Member.
2. Ted thanked Ellen Delegates for the work to date on the Club's Web Site, which is now up and operational.
3. A special note of thanks was extended to Brent McTaggart for his diligent efforts on the clubs behalf.
4. An additional not of thanks was extended to Justin Moore and his company EC Electric for the free material and services repairing and improving the tower.
5. Ted thanked Suzanne and Stephen Parks for their diligent efforts in operating the Club throughout this past year.
6. Finally Ted reported that the Clubs records have finally been gathered and stored in one location.

Treasurer's Report

Treasurer Don Nussmeier presented a financial report for the Salem Trap and Skeet Club (ST&SC) for 2012. A portion of the report was titled Operating Receipts and Disbursements, 1/1/2012 to 11/30/2012, and is attached to these minutes. Don reported that during the year the ST&SC purchased a residential house previous owned by the Mitchells, which was located on the property. Professional Fees were spent for lawyers and accountants as the Board worked through identifying the type of Organization that the ST&SC is, and filing tax returns for the organization. Don reported that the Club's general checking account balance was \$16,970.90 on November 30, 2012.

Don Nussmeier also presented a report detailing the value and investment holdings of the Morningstar account, managed on the Club's behalf by member Gerry Kroeger. The report is attached to these minutes. The balance of the investment account on December 4, 2012, was \$78,334.90.

Don responded to Member questions at the end of his report.

Membership

Craig Rhea reported that there currently are 192 Members of the ST&SC. For those interested in a Membership List it is available on the Club's Website, or an email of request can be sent to the Secretary.

The website address for the Club is <http://www.salemtrapandskeet.org>. Members can use the User ID, 23t45, and the Password 45t23.

Finally, the Club completed a membership survey in May and June of 2012. 97 of the Surveys were returned for a 52% return rate, which is very high. The information was analyzed by the Board, and informational copies were shared with the Club Operators, Stephen and Suzanne Parks. Most likely the survey will be repeated in 2013.

Property and Facilities Report

Brent McTaggart reported on projects which have been carried out during the year. These include repair and maintenance to the ST&SC's rental house, tower repair and upgrade, Club House repair, including upgrade to the women's bath, and necessary repair to the skeet houses and related fencing.

Finance and Legal Committee Report

Ted Sapoznik reported on the Board's efforts to determine the non-profit structure of the Club. This included gathering all records, retaining the service of the Buckley Law Firm, submitting a request to the IRS to determine the type of organization on file for the ST&SC and working with an assigned Tax Payers Advocate. Finally after months of effort the Board learned that the Club was organized as a 501-C-4 in 1980. We have received a copy of a Letter sent to the Club in September of 1980 confirming this status.

The IRS designation of 501-C-4, is a Public Benefit form of Not for Profit, and allows the public to use the Club's facilities. It is clear that the club sometime prior to 1980 was organized as a 501-C-7 and that the Articles, Constitution and By-laws were written for that form of organization. For that reason the Board finds it necessary to amend the Articles of Incorporation, and the Constitution and By-laws. More information about these changes will be presented later in the meeting.

Last year, due to confusion about the type of organization ST&SC was required to file extensions with the IRS for the 2011 tax return. The 2011 tax return was filed by the November 15, 2012 extension deadline, as required.

There were several Member questions after Ted's report. One specific question was whether or not ST&SC had a written agreement with Suzanne and Stephen Parks for the operation of the club. There is a written agreement, the term of which is five years, with three automatic extensions of five years each.

Governance

Max Kloster presented information to the group concerning proposed changes to the Articles of Incorporation, and Constitution and By-Laws. The proposed changes were mailed to Club Members with the meeting notice. Attached with these minutes are the documents which detail the proposed changes. Following is a general summary of the change and related information.

- **Article II Proposed Change.**
The point of emphasis in this is adding language designating the club as a Public Benefit organization under the IRS Code Section 501 (C) (4). This change brings the Club's articles in compliance with the Letter of Determination received by the IRS, indicating the Club is organized in the IRS records as a Section 501 (C) (4) organization type. Several members commented and asked questions about the change in scope for the Public Benefit, versus the previous private member club scope of Club activity. Craig Rhea made a motion, seconded by David Farley to make the proposed changes to Article II of the Club's Articles of Incorporation.
- **Article VI**
A change was proposed by the Board to let Members of the ST&SC decide on distribution of assets in the event of Organizational Dissolution. The proposed change would require a 2/3 Member vote for distribution. This change is in compliance with ORS Statute 65 governing non-profit corporations. Duane Hesketh made a motion, seconded by Brent McTaggart to accept the proposed changes to Article VI.
- **Constitution and By-Laws**
Several changes were proposed to the Constitution and By-Laws, a copy of the proposed changes to this document is attached with these minutes. The purpose of the change was to correct language which was written when the Club was organized as a 501 (C) (7) type of organization structure. Several other nomenclature errors were also corrected. Finally some language was added for Officers and Directors terms of office. Craig Rhea made a motion to accept the proposed changes to the Constitution and By-Laws, seconded by Don Heppner.

There was a wide ranging conversation held concerning the proposed changes, club operations, intentions of the Board, and related questions. Max and Ted responded to each question.

The vote for changes in the Articles of Incorporations, specifically Article II and Article IV was held by collecting ballots from Members in attendance.

The vote for changes in the Constitution and By-Laws was taken by collecting ballots from each Member in attendance.

The votes were tallied with the following result:

- Vote to Amend Article II of the Club's Articles of Incorporation passed, 41 yes, 7 no.
- Vote to Amend Article VI of the Club's Articles of Incorporation passed, 42 yes, 6 no.
- Vote to Amend the Club's Constitution and By-Laws passed, 40 yes, 6 no.

Nominating Committee

Max Kloster as head of the Nominating Committee, and President Ted Sapoznik indicated the following Members have been nominated to continue as Officers of the ST&SC, for a two year term.

Duane Hesketh	Vice President
Craig Rhea	Secretary

In addition the following individuals have been nominated as Directors of the ST&SC:

Ellen Deleganes	Director
Justin Moore	Director
Don Heppner	Director

Since the amendments to the Constitution and By-Laws were approved, the Offices of President and Treasurer are not up for election this year.

A motion was made by Jack Baker, and seconded by Dale Browning to accept the nominated Officers and Directors.

A vote for the Officer positions of Vice President, Secretary and three Directors were taken through the collection of ballots provided by each Member in attendance.

- Duane Hesketh was re-elected as Vice President with a vote of 41-3.
- Craig Rhea was re-elected as Secretary with a vote of 40-2.
- Don Heppner was elected as Director with a vote of 38-1.
- Ellen Deleganes was re-elected as Director with a vote of 41-2.
- Justin Moore was re-elected with a vote of 40-3.

New Business

There was no new business.

Manager's Report

Suzanne and Stephen Parks provided a Managers Report on the Operation of the Club. Stephen made a report that touched on operating all aspects of the Club's shooting venues, trap, skeet and sporting clay. Stephen also commented on support for Club activities in areas such as youth shooting, Boy Scout orientation to shooting, and firearms safety instruction for the public.

Stephen indicated he supported the Boards activity in determining the IRS designation for the Club's organization type.

Finally, Stephen commented that there would be a 5 stand tournament this weekend.

There was a wide ranging conversation about the Club's operation, the Board's role in Club activities, and shooter input for management in operations.

Adjourn

Randy Wells made a motion to adjourn the meeting, seconded by Craig Mia. The motion passed unanimously, and the meeting was adjourned at 12:00 PM.

Proposed Changes to the Salem Trap and Skeet Club's Articles of Incorporation
November 23, 2012

Article II

Existing Language

Mutual Benefit

Proposed Language

The objective of the Club is to further the common good and general welfare of the community by providing well maintained facilities where individuals have the opportunity to learn about the safe use of firearms and to develop skills in the shotgun sports. The Club shall operate as a Public Benefit organization under the IRC Code Section 501 (c) (4).

Reason for the Proposed Change

In 1980, the Club requested, and was granted a determination by the Internal Revenue Service that it be classified as a tax exempt organization under IRC Code Section 501 (c) (4). This designation is defined as a Public Benefit Corporation in the State of Oregon. This change is necessary for the Club to legally meet the requirements to maintain its status as a Section 501 (c) (4) organization.

Article VI

Existing Language

All assets upon dissolution will be distributed to the Oregon Department of Fish and Wildlife, Range Development Fund.

Proposed Language

Upon dissolution of the Club, the remaining assets will be distributed in a manner that is in compliance with Oregon Statutes Chapter 65 governing non-profit corporations and in compliance with IRC Code Section 501(c)(4) and approved by at least two-thirds (2/3) of the membership votes cast or a majority of the membership voting power, whichever is less.

Reason for the Proposed Change

This change provides the members of the Club the ability, upon dissolution of the Club, to decide which organization the assets of the Club will be distributed to. Oregon Statute 65 and IRC Code 501 (c) (4) have certain requirements as to what type of organization the Club can distribute its assets after its dissolution. Under these statutes, the assets of a Section 501 (c) (4) organization **cannot** be distributed to Club members or any individual(s).

Proposed Changes to the Salem Trap and Skeet Club's Articles of Incorporation

November 23, 2012

Article II

Existing Language

Mutual Benefit

Proposed Language

The objective of the Club is to further the common good and general welfare of the community by providing well maintained facilities where individuals have the opportunity to learn about the safe use of firearms and to develop skills in the shotgun sports. The Club shall operate as a Public Benefit organization under the IRC Code Section 501 (c) (4).

Reason for the Proposed Change

In 1980, the Club requested, and was granted a determination by the Internal Revenue Service that it be classified as a tax exempt organization under IRC Code Section 501 (c) (4). This designation is defined as a Public Benefit Corporation in the State of Oregon. This change is necessary for the Club to legally meet the requirements to maintain its status as a Section 501 (c) (4) organization.

Article VI

Existing Language

All assets upon dissolution will be distributed to the Oregon Department of Fish and Wildlife, Range Development Fund.

Proposed Language

Upon dissolution of the Club, the remaining assets will be distributed in a manner that is in compliance with Oregon Statutes Chapter 65 governing non-profit corporations and in compliance with IRC Code Section 501(c)(4) and approved by at least two-thirds (2/3) of the membership votes cast or a majority of the membership voting power, whichever is less.

Reason for the Proposed Change

This change provides the members of the Club the ability, upon dissolution of the Club, to decide which organization the assets of the Club will be distributed to. Oregon Statute 65 and IRC Code 501 (c) (4) have certain requirements as to what type of organization the Club can distribute its assets after its dissolution. Under these statutes, the assets of a Section 501 (c) (4) organization **cannot** be distributed to Club members or any individual(s).

Proposed Changes for Member Approval – November 23, 2012

ARTICLE I

Name

The name of this Club shall be the ~~Salem Clay Target Sports Club, doing business as,~~ Salem Trap and Skeet Club. **The Club is an Oregon public benefit, nonprofit corporation organized and operated under IRC Section 501(c)(4)-C-7. not for profit corporation.** Throughout the remainder of this document, the above named corporation shall be referred to, simply as the “Club”.

ARTICLE II

Location

Headquarters of this Club shall be at 6181 Concomly Road North East, Gervais, Oregon, Marion County. The permanent mailing address shall be 6181 Concomly Road, NE, Gervais, Oregon 97026. An alternate mailing address of PO Box 9097, Brooks, Oregon 97035, shall also be maintained.

ARTICLE III

Objective

The objective of the Club shall be to ~~foster, promote and encourage interest in shotgun sports, fishing, hunting and the great outdoors; to promote the conservation and propagation of wildlife in Oregon; to insist upon respect for the enforcement of laws covering wildlife, promote firearm safety and to promote good fellowship among sportsmen~~ **further the common good and general welfare of the community by providing well maintained facilities where individuals have the opportunity to learn about the safe use of firearms and to develop skills in the shotgun sports.**

ARTICLE IV

Membership

Section 1. Eligibility.

Any person of good character, showing definite interest in the Club and being eighteen (18) years of age or older, may apply for membership.

Section 2. Procedure for Membership.

- a. Membership application must be made in writing on a form provided by the Club, giving name and address of the prospective member.
- b. Membership application throughout the year shall be subject to prorated membership dues as established by the Board of Directors and posted in the **clubhouse Standing Rules of the Club**.

Section 3. Membership Privileges.

- a. A member in good standing may utilize all the facilities of the Club during normal business hours. Business hours are posted in the **clubhouse Standing Rules of the Club**.
- b. A member in good standing may cast one (1) vote at any general membership meeting.
- c. Family members of a dues paying member have all the privileges of the member, except voting. A family member is defined as a spouse and/or a child 18 years of age or younger, or a child ~~enrolled in school~~ **residing with the dues paying member** until age 21.:

Section 4. Membership Removal.

- a. Charges against any officer or member may be preferred by a member in good standing. All charges shall be submitted in writing. Such charges shall be filed with the Secretary, who will immediately notify the Chairman of the Board of Directors. The Chairman will call a meeting of the Board of Directors to hear the charges. The Secretary will give at least fifteen (15) days notice of the meeting to the Board, to the accuser and to the accused.
- b. The notice will give a true copy of the charges and of any supporting affidavits or exhibits.
- c. Based on the evidence presented at the special Board meeting, the Board of Directors, may dismiss the charges, suspend the accused member from the Club for a specified period of time, or expel the member from the Club. Any of the above actions must be approved by two-thirds (2/3) of the Board of Directors before being implemented.
- d. Any member suspended or expelled may appeal to the full membership of the Club. Such appeals shall be made in writing to the Secretary who will notify the Chairman of the Board of Directors. The Chairman will call a special meeting of the membership for the purpose of acting on the appeal. The Secretary shall give at least fifteen (15) days notice in writing to all members in good standing, stating the date, place and reasons for such a special meeting. At the meeting of the full membership, the Secretary will read the original charges, the supporting affidavits, and the minutes of the special meeting of the Board of Directors at which the charges were heard and the action taken. A full hearing will be given to the accuser and the accused. A two-thirds (2/3) ballot vote shall be required ~~from form~~ the attending membership to reverse the action taken by the Board of Directors.

- ~~e. Any member who has been expelled from the membership of the Club cannot return to the Club as a non-member.~~

ARTICLE V

Officers and Board Directors

Section 1. Officers.

Officers of the Club shall consist of a President, Vice President, Secretary and Treasurer.

Section 2. Board of Directors.

The Board of Directors will consist of (10) members. ~~Including~~, the four (4) officers named above, **and six (6) members will be elected to the Board of as Directors** from the membership.

Section 3. Terms of Office for Officers and ~~Board Members~~ Directors.

- a. The four (4) officers listed in Section 1 above shall have terms of ~~one~~ **two (2)** years.
- b. The President and Treasurer will be elected in the odd numbered years and the Vice-President and Secretary will be elected in the even numbered years.**
- ~~b.c.~~ The six (6) ~~Board Members~~ **Directors** specified in Section 2 above will have terms of two (2) years.
- ~~e.d.~~ Three ~~Board Members~~ **Directors** will be elected annually to ensure that a minimum of three (3) experienced ~~Board Members~~ **Directors** return to the Board of ~~Directors~~ each year.
- ~~d.e.~~ There is no limit to **the number of** consecutive terms **that may be served by** ~~for~~ any ~~officer or member of the Board of~~ Directors.

Section 4. Election of Officers and ~~Board Members~~ Directors.

- a. The Board of Directors shall form a nominating committee at the ~~October~~ **September Board of Directors** meeting. The specific purpose of this committee shall be to solicit nominations for Officers and ~~Board Members~~ **Directors** from the membership. The committee will interview each respective nominee to determine if the nominee is genuinely interested in serving the Club and the membership in the office for which they were nominated. If, in the opinion of the Board of Directors, the nominee does not satisfy the requirements of the position for which they were nominated, the nomination can be rejected. This decision is subject to appeal by the membership.
- b. Nominations for Officers and ~~Board Members~~ **Directors** shall open ~~at the on~~ **October 1st** ~~general membership meeting and will close on October 31st. five (5) days prior to the election at the December annual membership meeting. The nominating committee will~~

interview all nominees and make its recommendations to the Board at the November Board of Directors meeting for their approval.

- c. The December annual membership meeting will be held expressly for the purpose of **electing the installing the newly-elected Officers and Board-Members Directors**, reviewing the annual financial report for the Club and reviewing any proposed changes to the Constitution and ~~By-Laws~~. A date and time will be specified by the Board of Directors which will ensure maximum participation by the membership. Written notice, to include a year-end financial report, will be posted at the club for all members to view at least ~~five (5)~~ **seven (7)** days in advance of the meeting.
- d. No member shall be entitled to hold office or vote unless in good standing.
- d.e. Newly elected Officers and Directors will assume their positions on January 1st of the following year.**

Section 5. Installation of Officers and ~~Board-Members~~ Directors.

- a. The elected officers, before entering upon their duties, shall thoroughly review and acquaint themselves with the ~~Celub's~~ **Articles of Incorporation and Constitution and By-Laws as well as review Oregon Statute 65 and the applicable State and Federal regulations pertaining to the Club.**
- b. Past officers shall assist the newly elected officers **prior to them taking office on January 1st.** ~~for the duration of the meeting following their installation.~~

Section 6. Vacancies.

- a. Any vacancy occurring among the Officers or the Board of Directors shall be filled by appointment. The appointment will be made by the President subject to the approval of the Board of Directors.
- b. Appointments will be for the remainder of the term of office.

ARTICLE VI

Duties of Officers and ~~Board of~~ Directors

Section 1. President.

- a. The President shall preside at all meetings, preserve order, promote harmony and enforce the **Articles of Incorporation and Ceonstitution and Bby-Laws of the Club as well as the applicable laws and regulations of the State of Oregon and of the United States of America governing the Club.**

- b. The President shall decide questions of order, subject to appeal from the body and shall cast his vote only in the case of a tie.
- c. The President shall appoint all committees, unless otherwise ordered by the membership.
- d. The President shall act as ex-officio member of all committees.
- e. The President will also function as Chairman of the Board of Directors.

Section 2. Vice President.

The Vice-President shall assist the President in the discharge of his duties and shall officiate in the President's absence.

Section 3. Secretary.

- a. The Secretary shall record the minutes of all meetings and read all documents and correspondence.
- b. The Secretary shall issue all summons to meetings.
- c. The Secretary shall also act as such for the Board of Directors and shall record all minutes thereof.
- d. The Secretary shall maintain a current record of the names and addresses of each member. This shall include a member's status and a record of dues paid.
- e. The Secretary is responsible for publishing a Club newsletter. The express purpose of the newsletter will be to keep the membership informed, in a timely manner, of pertinent news and events relating to the Club.
- f. Secretary shall post the minutes of Board of Directors meeting in the Club house.

Section 4. Treasurer.

- a. The Treasurer shall receive all monies in the treasury and shall report the itemized receipts and disbursements at each Board Meeting and **the annual general** membership meeting. A report of receipts and disbursements shall be in writing.
- b. The Treasurer shall deposit all funds in a bank **or other approved financial institution** designated as the official depository of the Club.
- c. The Treasurer is authorized to make disbursements for ordinary, necessary and reoccurring business expenses. Further, the Treasurer is to make disbursements for necessary emergency **repairs reports** and upkeep. Any extraordinary or non-reoccurring expenses must be approved by **a majority of the members of the Board of Directors at the Board of Directors meeting.**

- d. The Treasurer shall provide the Club's accountants all the necessary paperwork including deposits, canceled checks and check register the first week of every month.
- e. The Treasurer shall post the monthly financial statements in the Club house.
- e.f. If the Treasurer is not able to perform these duties, the Vice-President will act as Treasurer until a new Treasurer is appointed.**

Section 5. Board of Directors.

- a. The President will function as Chairman of the Board of Directors.

~~The Board of Directors shall hold regular monthly meetings on the last Thursday of the month. See Article IX for Board Meetings~~

- b. The Board of Directors shall have supervision of all funds and properties of the Club, subject to the direction and approval of the membership. Specifically, the Board of Directors shall not have the power to sell the real property of the Club or disburse funds from any "special" savings accounts without approval of the two-thirds (2/3) majority of the membership.

Section 6. Manager.

- a. The Board of Directors shall have the authority to enter into a management agreement with an individual (s) or other entity to manage the Club and from time to time make amendments to that agreement as it deems necessary.
- b. The Manager shall attend the regular monthly meeting unless notified otherwise by the Board.

ARTICLE VII

Dues and Membership Assessment

Section 1. Dues.

- a. Annual dues will be levied on each member as a condition for membership.
- b. Annual dues will be reviewed annually for adjustment by the Board before the first of June. The adjustment amount will be posted in the **clubhouse Standing Rules of the Club**.
- c. The Board will mail a renewal membership form to members on or before the first week of May. Annual dues are payable on the first of June. There will be a thirty (30) day grace period for payment. Dues are considered delinquent at the end of the grace period.
- d. A member whose membership dues are delinquent is not entitled to any membership privileges of the Club.

ARTICLE VIII

Membership Meetings

Section 1. Membership Meetings.

There shall be a membership meeting of the Club at least once a year.

Section 2. Special Membership Meeting.

- a. Special membership meetings may be called by the President or the Board of Directors. Specific written notice, ~~(not in newsletter)~~, must be given to the membership at least fifteen (15) days prior to any special membership meeting.
- b. A special membership meeting must be called if requested by at least ten (10) members. Requests should be directed to the President or the Board of Directors.
- c. At a special meeting, only that business for which the meeting was called will be transacted. No regular business will be transacted.

Section 3. Quorum.

The number of members attending the annual membership meeting will be recorded by the Club secretary. A quorum **at any membership meeting** will be defined as at least **seven (7) members** of the Board of Directors ~~members~~ present.

Section 4. Procedure for the Annual Membership Meeting.

- a. The annual membership meeting shall be governed by "Robert's Rules of Order." A copy of these rules must be available at the meeting.
- b. Voting. Only members in good standing may vote at the annual membership meeting. In the case of a family that has paid its Membership dues, that family has only one (1) vote. However, all active family members may participate in the annual membership meeting.
- c. Order of business:
 - (1) Salute the flag;
 - (2) Roll call of ~~O~~**officers and Directors**;
 - (3) Minutes of previous meeting;
 - (4) **Report of the President** ~~Communications~~;
 - (5) Report of the Treasurer;
 - (6) Reports of ~~standing~~ committees;
 - (7) **Old business** ~~Reports of special committees~~;
 - (8) **New** ~~Unfinished~~ business;
 - (9) **Election of Officers and Directors** ~~New business~~;
 - (10) Adjournment.

ARTICLE IX

Board of Director Meetings

Section 1. Regular Board of Director Meetings.

There shall be a regular monthly Board of Directors meeting. **Dates for the monthly Board of Directors meetings shall be set by the Board so that maximum participation of the Board members can occur and allow for a quorum to be present at the Board Meetings. Notice of all regular Board meetings will be posted in the clubhouse at least ten (10) days in advance of the meeting as well as on the Club's website.**

Section 2. Attendance.

- a. All members in good standing are invited to observe all regular Board meetings and are allowed to participate.
- b. Any member of the Board of Directors who misses three consecutive meetings will be notified by the Board Secretary that they are dismissed from the Board. The Chairman of the Board of Directors shall replace any Board member who has been dismissed.

Section 3. Quorum.

Seven (7) members of the Board of Directors shall constitute a quorum.

Section 4. Charges, Complaints and Protests.

- a. All charges, complaints and protests pertaining to the Club and its members must be made in writing to the Board of Directors at its next regular meeting.
- b. The Board of Directors will investigate the complaint or protest and settle it, if possible.
- c. If, in the opinion of the Board, the matter should be brought before the membership for opinion or resolution, then it shall be presented at the next regular membership meeting.
- d. The membership shall endeavor to reach a solution to the problem and, if necessary, proper disciplinary measures shall be taken, if voted by a two-thirds majority of the members present.

ARTICLE X

Liability

- a. All Officers and Directors of the Salem Trap and Skeet Club shall be indemnified to the fullest extent permitted under Oregon Statute (ORS 65.391).

- b. No member of the Salem Trap and Skeet Club can financially obligate the Club to another party for any purpose, except as outlined in Article VI, Sections 4 and 5.

ARTICLE XI

Other

Unless otherwise stated in the Articles of Incorporation and / or the Constitution and By-Laws, Oregon Statute 65 – Nonprofit Corporations shall prevail.

ARTICLE XII

Amendments

Section 1. Procedure.

- a. This Constitution **and By-Laws may shall** be amended to suit the needs of the membership.
- b. Amendments to this Constitution **and By-Laws** may be presented, in writing, at the annual membership meeting **or at any special membership meeting called in accordance with ORS 65.**
- c. Written notice of any proposed changes must be sent to each regular member at least ten (10) days prior to any action taken at the annual membership meeting.
- d. Any proposed amendment to this Constitution **and By-Laws** must be approved by a two-thirds majority of the members present.

Section 2. Review.

The Board of Directors is the executive Constitution and By-Laws committee. The Constitution and By-Laws shall be reviewed annually and amended as necessary.

Revision History:

1. Revised 26 January 1991 and approved by the general membership on 26 January 1991.
2. Revised 19 January 1992 and approved by the general membership on 19 January 1992.
3. Revised 22 October 1997 and approved by the general membership on 22 October 1997.
4. Revised 17 November 1997 and approved by the general membership on 22 October 1997.
5. Revised 24 April 2002 and approved by the general membership on 27 June 2002.
6. Revised 25 September and approved at the annual meeting December 2008.
- 6-7. Revised 23 November 2012 and approved at the annual meeting December 8, 2012.**