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# Salem Trap & Skeet Club ByLaws

## ARTICLE 1

### Name

**Section 1.1** The name of this Club shall be the Salem Trap and Skeet Club. The Club is an Oregon public benefit, nonprofit corporation organized and operated under IRC Section 501 (c) (4). Throughout the remainder of this document, the above named corporation shall be referred to, simply as the "Club".

## ARTICLE 2

### Location

**Section 2.1** 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 3

### Objective

**Section 3.1** The objective of the Club shall be 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.

## ARTICLE 4

### Membership

#### Section 4.1 Classes of Membership

There shall be two classes of members as:

- a. Active Members
- b. Honorary Life Members

#### 4.1.a Active Members

An Active Member shall consist of those persons designated by the Club who have paid the annual membership dues in the amount prescribed by the Club and will be considered a "member in good standing". An Active Member's spouse and/or unmarried children residing at home under the age of eighteen (18) years or college student(s) in school up to twenty-one (21) shall be entitled to all club privileges, except that neither may vote.

**4.1.b Honorary Life Members** are those persons so designated by the Board of Directors, (hereinafter the "Board") for their exceptional service to the club. See also 4.3.c for procedure. Honorary Life members are entitled to all club privileges and will be considered a member in good standing, but are exempt from payment of annual dues and are entitled to vote.

#### Section 4.2 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.

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### **Section 4.3 Procedure for Membership.**

**4.3.a** Membership application must be made in writing on a form provided by the Club each year, giving name, address and email address if available of the prospective member.

**4.3.b** Membership application through out the year shall be subject to membership dues as established by the Board of Directors and posted in the clubhouse.

**4.3.c** The Board of Directors may grant a lifetime membership to an individual for outstanding service. The Board must vote to recommend Honorary Life membership with a two thirds (2/3) majority vote of the Board members and must present the nomination at the Annual Member meeting for ratification by a two thirds (2/3) vote of the members present.

### **Section 4.4 Membership Privileges**

**4.4.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.

**4.4.b** A member in good standing may cast one (1) vote at any general membership meeting.

**4.4.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 residing with the dues paying member until age 21.

### **Section 4.5 Membership Removal**

**4.5.a** Charges against any officer, director or member may be presented by a member in good standing. All charges shall be submitted in writing to the Secretary, who will immediately notify the Chairman of the Board of Directors. The Chairman will call an Executive Session of the Board of Directors to hear the charges. The Secretary will give at least fifteen (15) days notice of the meeting of the Board, to the accuser and to the accused.

**4.5.b** The notice will give a copy of the charges and of any supporting affidavits or exhibits.

**4.5.c** Based on the evidence presented at the Executive 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) majority of the Board of Directors before being implemented.

**4.5.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 the attending membership to reverse the action taken by the Board of Directors.

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## ARTICLE 5 Officers and Directors

### Section 5.1 Officers

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

### Section 5.2 Board of Directors

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

### Section 5.3 Terms of Office for Officers and Directors

**5.3.a** The four (4) officers listed in Section 1 above shall have terms of two (2) years. 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.

**5.3.b** The six (6) Directors specified in Section 2 above will have terms of two (2) years. Three Directors will be elected annually to ensure that a minimum of three (3) experienced Directors return to the Board each year. Director positions 1, 3 and 5 elected in odd years and positions 2, 4 and 6 will be elected in even years.

**5.3.c** There is no limit to the number of consecutive terms that may be served for any Officer or Director.

### Section 5.4 Election of Officers and Directors

**5.4.a** The Board of Directors shall form a nominating committee at the September Board of Directors meeting. The specific purpose of this committee shall be to solicit nominations for Officers and 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 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. See Article 9.4 Charges, Complaints & Protests

**5.4.b** A member may not serve as an Officer or Director of Salem Trap and Skeet, if they serve on a Board or any other leadership position at another gun club facility in Oregon due to conflict of interest.

**5.4.c** Nominations for Officers and Directors shall open on October 1st and will close on October 31st. The nominating committee will interview all nominees and make its recommendations to the Board at the November Board of Directors meeting for their approval.

**5.4.d** The annual membership meeting will be held expressly for the purpose of electing the Officers and 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 seven (7) days in advance of the meeting. See 8.1 for Annual Meeting.



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**5.4.e** No member shall be entitled to hold office or vote unless in good standing.

**5.4.f** Newly elected Officers and Directors will assume their positions on January 1st of the following year.

### **Section 5.5 Installation of Officers and Directors**

**5.5.a** The elected officers, before entering upon their duties, shall thoroughly review and acquaint themselves with the Club's Articles of Incorporation, Constitution and By-Laws as well as be familiar with Oregon Statute 65 and the applicable State and Federal regulations pertaining to the Club.

**5.5.b** Past officers shall assist the newly elected officers prior to them taking office on January 1st.

### **Section 5.6 Vacancies**

**5.6a** Any vacancy occurring among the Officers or Directors shall be filled by appointment. The appointment will be made by a two thirds majority (2/3) vote of the Board.

**5.6.b** Appointments will be for the remainder of the term of office.

## **ARTICLE 6 Duties of Officers and Directors**

### **Section 6.1 President**

**6.1.a** The President shall preside at all meetings, preserve order, promote harmony and enforce the Articles of Incorporation and Constitution and By-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.

**6.1.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.

**6.1.c** The President will also function as Chairman of the Board of Directors.

### **Section 6.2 Vice President**

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

### **Section 6.3 Secretary**

**6.3.a** The Secretary shall record the minutes of all meetings and read all documents and correspondence.

**6.3.b** The Secretary shall issue all summons to meetings.

**6.3.c** The Secretary shall maintain record of all Board business, including meetings, email and conference communications.

## Salem Trap & Skeet Club ByLaws

**6.3.d** The Secretary shall have access to the names and addresses of each member that the current Operator maintains.. This shall include a member's status and a record of dues paid, and email address if available.

**6.3.e** The Secretary is responsible for maintaining the Club website. The express purpose of the website will be to keep the membership informed of pertinent news and events relating to the Club, posting of Minutes, Treasurer's report and current ByLaws.

### **Section 6.4 Treasurer**

**6.4.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 membership meeting. A report of receipts and disbursements shall be in writing.

**6.4.b** The Treasurer, or designated Officer or Director shall deposit all funds in a bank or other approved financial institution designated as the official depository of the Club.

**6.4.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 and upkeep. Any extraordinary or non-reoccurring expenses must be approved by the Board of Directors, in advance.

**6.4.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.

**6.4.e** The Treasurer shall post the monthly financial statements in the clubhouse-

**6.4.e** If the Treasurer is not able to perform these duties, the Vice-President will act as Treasurer until a new Treasurer is appointed.

### **Section 6.5 Board of Directors**

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

**6.5.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 two-thirds (2/3) majority of the members.

**6.5.c** The-Board shall appoint all committees, unless otherwise ordered by the membership.

**6.5.d** At least one Board member shall hold a position on all committees.

### **Section 6.6 Manager/Operator**

**6.6.a** The Board of Directors shall have the authority to enter into a management agreement with an individual(s) or other entity to manage or operate the Club and from time to time make amendments to that agreement as it deems necessary.

**6.6.b** The Manager/Operator shall attend the regular monthly meeting unless notified otherwise by the Board.

## Salem Trap & Skeet Club ByLaws

### **ARTICLE 7 Dues and Membership Assessment**

#### **Section 7.1. Dues**

**7.1.a** Membership dues will be levied annually on each member as a condition for membership.

**7.1.b** Membership dues will be reviewed annually by the Board and make adjustments, as needed. The adjustment amount will be posted in the clubhouse.

**7.1.c** Membership dues are payable on the anniversary of the date of the previous year's membership acceptance. Dues are considered delinquent after their anniversary date.

**7.1.d** A member whose membership dues are delinquent is not considered a member in good standing and is not entitled to any membership privileges of the Club.

### **ARTICLE 8 Membership Meetings**

#### **Section 8.1. Membership Meetings**

There shall be a membership meeting of the Club at least once a year, usually in December.

#### **Section 8.2. Special Membership Meeting**

**8.2.a** Special membership meetings may be called by the President or the Board of Directors. Specific written notice must be given to the membership at least fifteen (15) days prior to any special membership meeting.

**8.2.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. A special membership meeting must be held within twenty one (21) days of the time at which the request is received by the President or the Board of Directors. At least seven (7) Board members shall attend.

**8.2.c** At a special meeting, only that business for which the meeting was called will be transacted. No regular business will be transacted.

**8.2.d.** The number of members and Board members attending a special membership meeting will be recorded by the Club secretary.

**8.2.e** A quorum at any special membership meeting will be defined as at least ten (10) percent of the current membership of the club present, including signed proxies, and seven (7) Board members.

#### **Section 8.3. Quorum**

The number of members attending the annual membership meeting will be recorded by the Club secretary. A quorum at any annual membership meeting will be defined as at least seven (7) members of the Board of Directors present and ten (10) members of the club present.

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### **Section 8.4 Procedure for the Annual Membership Meeting**

**8.4.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.

**8.4.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, family has only one (1) vote. However, all active family members may participate in the annual membership meeting. See Section 8.5 Voting

#### **8.4.b Order of business:**

- (1) Salute the flag
- (2) Roll call of Officers and Directors
- (3) Minutes of previous meeting
- (4) Report of the President
- (5) Report of the Treasurer
- (6) Reports of committees
- (7) Old Business
- (8) New Business
- (9) Election of Officers and Directors
- (10) Adjournment.

### **Section 8.5 Voting**

**8.5.a** Only members in good standing may vote at the annual membership meeting or at any other time.

**8.5.b** Only one vote per membership. In the case of a family that has paid its Membership dues, family has only one (1) vote.

**8.5.c** A signed proxy by a current Active or Honorary member is allowed and counts for one vote.

## **ARTICLE 9 Board of Director Meetings**

### **Section 9.1 Regular Board of Director Meetings**

**9.1.a** There shall be a regular monthly Board of Directors meeting. Dates for the monthly Board of Directors meeting 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.

**9.1.b** 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.

**9.1.c** The Board of Directors meeting shall be governed by “Robert’s Rules of Order”. A copy of those rules must be available at the meeting.

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**9.1.d** Any member who has an issue for discussion may submit, in writing, a description of the item for discussion and request to be added to the agenda for the next regular Board meeting.

**9.1.e** The Board may conduct their business, including voting on issues, in person, via conference calls or email. Written records must be kept by the secretary along with other Board correspondence.

### **Section 9.2 Attendance**

**9.2.a** All members in good standing are invited to observe all regular Board meetings, excluding only Executive Session, and are allowed to participate.

**9.2.b** Any member of the Board of Directors who misses three consecutive meetings or four in any calendar year, without making arrangements to participate by other means, will be notified by the Board Secretary that they are dismissed from the Board. The Board of Directors shall replace any Board member who has been dismissed.

### **Section 9.3. Quorum**

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

### **Section 9.4 Charges, Complaints and Protests.**

**9.4.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.

**9.4.b** The Board of Directors will investigate the complaint or protest and settle it, if possible.

**9.4.c** If, the Board, determines the matter should be brought before the membership for opinion or resolution, then a special member meeting shall be called for this purpose.

**9.4.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 10 Liability**

**Section 10.1.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).

**10.1.b** The club shall provide Officers and Directors insurance for all Board members.

**10.1.c** 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 11 Other**

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

# Salem Trap & Skeet Club ByLaws

## **ARTICLE 12 Amendments**

### **Section 12.1 Procedure**

**12.1.a** This Constitution and By-Laws may be amended to suit the needs of the membership.

**12.1.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.

**12.1.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.

**12.1.d** Any proposed amendment to the 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 17 November 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 on December 2008.
7. Revised 23 November 2012 and approved at the annual meeting on December 8, 2012.
8. Revised 29 September 2015
9. Revised 14 December 2019 approved at the annual membership meeting