

BY-LAWS OF HOLMES HARBOR ROD AND GUN CLUB, INC.

AMENDED 12/1/2021

PREAMBLE

Holmes Harbor Rod and Gun Club, Inc. is a private nonprofit organization dedicated to fostering participation in hunting and fishing, providing a safe environment for shooting sports, spreading the interest and enthusiasm for each of the shooting disciplines and developing amongst its members and in the community, a true spirit of conservation and wildlife.

SECTION I. The name of this organization shall be: Holmes Harbor Rod and Gun Club, Inc., and shall be conducted as a nonprofit organization for the purposes set forth in the Preamble.

SECTION II. MEMBERSHIP

(A) Any person over the age of twenty-one (21) years shall be eligible for membership, one membership per person. The Spouse, or Significant Other, or Children 26 years old and younger and enrolled in school, of a Proprietary or Associate Member shall be accorded full club privileges.

(B) All associate members of the Holmes Harbor Rod and Gun Club in good standing shall have the option of becoming Proprietary Members by purchasing a Proprietary Membership from an existing Proprietary Member, receiving a Proprietary Membership from a family member, or purchasing a Proprietary Membership from the Holmes Harbor Rod and Gun Club if such Proprietary Membership is offered.

(C) Proprietary Membership

(1) The ownership, management and control of the club shall be vested in those individuals who acquire a Proprietary Membership, as hereinafter provided. Said Proprietary Members shall own a beneficial interest in the assets of said club, and shall be entitled to vote, and shall have and enjoy all club privileges. In order to qualify for a Proprietary Membership, an individual must be approved by the Board of Directors.

(2) The number of outstanding Proprietary Memberships, evidenced by membership certificates, shall not exceed four hundred (400). Such ownership certificates shall be prepared under the direction of the Board of Directors, and executed and issued for the signature of the President and Secretary. The Board of Directors, at its discretion, may offer for sale Proprietary Memberships at a price set by the Board of Directors at time of offering.

(3) A Proprietary Membership or Certificate may be sold or assigned to another person as long as they meet all requirements and are approved by the board in power at said date, and a transfer fee paid, as established by the Board of Directors.

(4) Nothing hereinabove set forth shall prevent the holder or beneficiary of a Proprietary Membership certificate from transferring said certificate to a member of his family by gift or bequest, and any such member may become a member of the club, provided he/she otherwise qualifies for membership, in accordance with these by-laws. Any person not twenty-one (21) years of age, who receives a Proprietary Membership by gift or bequest may sell such certificate

with Board of Director approval, or be held in limbo with no penalties for dues until he becomes of age. At this time he must become a member and pay dues or forfeit his certificate.

(D) Associate Membership

Associate Members shall consist of individuals approved by the Board of Directors, but who do not meet the qualifications for a Proprietary Membership. Associate Members shall be entitled to all privileges of the club, without voting power and without office, and shall not participate in the management of the club's affairs, except on special committees, and shall not have or own any beneficial interest in the club or its affairs. In order to qualify for Associate Membership, an individual must be approved by the Board of Directors.

SECTION III. ELECTION OF MEMBERS

All applications for membership in any class shall be signed by the applicant, and by the member (either Proprietary or Associate) proposing him or her. The application shall state the applicant's name, and residence. It shall be presented to the Board of Directors and shall be subject to the approval or disapproval of the Board.

SECTION IV. ENTRANCE FEES, DUES, AND INITIATION FEES

(A) Proprietary Membership.

The entrance fee for new proprietary members shall be an associate membership in good standing plus a transfer fee. The renewal cost for an existing member in good standing shall be the current dues.

(B) Associate Membership

The entrance fee for new associate members shall be the current dues plus an initiation fee. The renewal cost for an existing member in good standing shall be the current dues.

(C) Dues

Dues of Proprietary and Associate members shall be current dues per year, payable on January 1 of each year. If dues payment is not received by April 1, the member shall be delinquent and shall no longer be entitled to club privileges. An Associate Member with delinquent dues shall automatically forfeit his membership. A Proprietary member with delinquent dues of two years will be given notice by certified mail that his/hers Proprietary Membership will be terminated unless delinquent dues are received within thirty days.

(D) Initiation fees, transfer fees, and current dues may be increased or decreased by the Board of Directors on approval of the voting membership at the annual business meeting or a special meeting called for the purpose of increasing or decreasing the fees or dues.

(E) The requirement to pay dues shall be suspended for deployed military and shall be reinstated when no longer deployed.

(F) The Initiation fee shall be waived for new members under twenty-six years of age who are the children of members in good standing.

SECTION V. EXPULSION OF MEMBERS

(A) The Board of Directors shall have the power by affirmative majority vote, to expel a member and to forfeit his membership for any conduct on his or her part which in their opinion is likely to injure the welfare or character of the club, or for any conduct in violation of the By-Laws or established rules of the club, and the Board of Directors shall be the sole judge of which constitutes a violation of the By-Laws or established rules of the club.

No member shall be thus expelled or suspended without opportunity to be heard. The question of expelling a member may be considered at any regular or special meeting of the Board, provided five (5) days' written notice to the offending member shall have been previously given of the time and place of such meeting.

Any member so expelled by action of the Board may appeal from its decision to the next annual meeting of the club or to a special meeting of the members; and the President shall call a special meeting to pass upon such appeal at the request of the offending member if such request is made within thirty (30) days from the date of the Board's action. If, at a meeting of the members, the action of the Board shall not be sustained by a majority of those present and voting, the member shall be restored to membership upon payment of any indebtedness due to the club. Voting at such meetings shall be by ballot.

(B) The Board of Directors shall have the power, by affirmative majority vote, to suspend for a period of thirty (30) days or less any member who has been guilty of any conduct prejudicial to the harmony, welfare or good order of the club, or which is in violation of its By-Laws or rules.

No member thus suspended shall be without opportunity to be heard, and the question of suspending a member may be considered at any regular or special meeting of the Board, after five (5) days' written notice to the offending member shall have been given, indicating time and place of such meeting.

Suspension means that voting privileges and all activities at the club shall be denied the suspended member for the period of the suspension. Said period shall begin to run the day after the Board meeting provided for above.

SECTION VI. OFFICERS AND DIRECTORS

(A) Corporate powers of the corporation shall be vested in a Board of Directors. The number of Directors who shall manage the affairs of the corporation shall be nine.

(B) At each Annual Meeting, the Proprietary Members of the club, shall elect three (3) Directors by ballot for a term of three (3) years. Terms of office of Directors shall be limited to two consecutive terms of three years each.

(C) At the first meeting of the Board of Directors after each Annual Meeting of the Proprietary Members, the Board of Directors shall elect a President, Vice-President, Secretary and Treasurer. Requirement for President is a minimum of one year as a Director. The Board may also at any time appoint an Executive Secretary and/or Assistant Secretary and/or Assistant Treasurer. Officers of the corporation so elected shall hold office for the term of one (1) year or until their successors are qualified. Any officer may be suspended or removed by a majority vote of all of the Directors.

(D) No Director or Officer, except the Executive Secretary and/or the Assistant Secretary and/or Assistant Treasurer, shall receive any salary or compensation from the corporation for the performance of their duties as directors or officers.

SECTION VII. MEETINGS-

(A) General Meetings

(1) General Meetings of the membership of the corporation shall be held quarterly at the principal place of business of the corporation or at such other places as the Board of Directors may elect, and the membership shall be informed of the time and place.

(2) The first General Meeting each calendar year shall be designated as the Annual Meeting, and the Board of Directors Election shall be held at such meeting.

(3) At all General Meetings of the membership, the majority of Proprietary Members present shall constitute a quorum.

(B) Board Meetings

(1) The Board of Directors shall meet no less than once a month for the purpose of managing the club at the principal place of business of the corporation or at such other place as the Board of Directors may elect and the Board of Directors shall be informed of the time and place.

(2) Failure of any Director to attend two consecutive regular board meetings without legitimate excuse shall be conclusive grounds for the removal of such Director by majority vote of the remaining Directors, and his successor shall be named by a majority of such Directors.

(C) Special Proprietary Meetings

(1) Special meetings of the Proprietary Members may be called at any time by the President or a majority of the Board of Directors or a majority of the Proprietary Members. Notice of a special meeting, stating the object thereof, shall be given by the Secretary by mailing such notice to each Proprietary Member not less than ten (10) days prior to the date on which such meeting is to be held.

(2) At all Special Proprietary Meetings, the majority of the Proprietary Members present shall constitute a quorum for the transaction of business. Each member shall be entitled to one (1) vote at such meetings.

(D) Special Board Meetings

(1) Special meetings of the Board of Directors shall be called at any time by the Secretary on order of the President or a majority of the Board of Directors. The Secretary shall give each Director notice of all regular and special meetings at least one (1) day prior thereto.

(2) A Director may exercise his right to vote by phone or email ballot at Special Board Meetings.

SECTION VIII. POWERS AND DUTIES OF DIRECTORS

(A) Subject to limitations in the Articles of Incorporation and the By-Laws and the Laws of the State of Washington, all powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, and subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers:

(1) To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-Laws, fix their compensation and require from them security for faithful service.

(2) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the By-Laws, as they deem best.

(3) To issue certificates of membership to approved members in good standing who have paid the initiation fee as set by the Board of Directors, subject to the conditions or terms as may be provided in the Articles of Incorporation and the By-Laws.

(4) To charge and/or assess the several members as hereinbefore more particularly set forth.

(5) To cause to be kept a complete record of all minutes and acts, and to present a full statement to the regular annual meeting of members showing in detail the conditions of the affairs of the corporation.

(B) The real property of the club shall not be sold, mortgaged, encumbered or otherwise disposed of by the Board of Directors, unless authorized so to do by vote of the Proprietary Members at a meeting called for that purpose, written notice of which shall have been given to all Proprietary Members at least twenty (20) days prior thereto, by mail. In order to authorize any action of the Directors under this section, the affirmative vote must be a majority of the entire Proprietary Membership, whether voting in person or by absentee ballot. Such notice shall be set forth in full the matter of proposition to be considered at such meeting .

SECTION IX. DUTIES OF OFFICERS

(A) President. The President shall preside at all meetings of the Directors and members; he shall sign as President all certificates of membership and all contracts or other instruments in writing authorized by the Board of Directors; he shall call special meetings of the Board of Directors or of the members whenever he deems it necessary; he shall have and exercise under the direction of the Board of Directors, the general supervision of the affairs of the corporation.

(B) Vice-President. The Vice-President shall preside at all meetings in the absence of the President, and in case of absence or disability of the President, shall perform all other duties of the President which are incidental to his office.

(C) Secretary. The Secretary shall issue all notices and shall attend and keep the minutes of all meetings; he shall have charge of all corporate books, records and papers; he shall be

custodian of the corporate seal, shall attest his signature and impress with the corporate seal all written contracts of the corporation, and shall perform all such other duties as are incidental to his office.

(D) Treasurer. The Treasurer shall keep safely all monies and securities of the corporation and disburse the same under the direction of the Board of Directors. He shall cause to be deposited all funds of the corporation in a bank selected by the Board of Directors. At such annual meetings of the members, and at any time directed by the Board of Directors, he shall issue and present a full statement showing in detail the condition of the affairs of the corporation.

(E) Any officer, other than the President, may occupy two offices concurrently, if the Board of Directors so directs.

SECTION X. COMMITTEES

(A) There shall be appointed the following standing committees:

House Committee,

Finance Committee,

Building & Grounds Committee,

Trap & Range Committee,

Membership Committee,

Publicity & Fundraising Committee,

and such other committees as the Board of Directors may from time to time establish.

Such committees to be appointed by the President and approved by the Board of Directors and shall hold such appointments at the pleasure of said Board.

(B) The House Committee shall consist of not less than three members one of whom shall preferably, but not necessarily, be a Director. It shall be the duty of this committee to have the entire charge in and around the Club House and shall have full charge and management of the club employees. It shall be its duty to make all rules and regulations for the management of the Club House, with the approval of the Board. It shall regulate all charges to be paid by members for meals or any other Club House service. The House Committee shall meet at least once a month, reporting to the Board.

(C) The Membership Committee shall have charge of promoting the benefits of club membership, collecting dues, maintaining membership records and proprietary member certificates and conducting membership drives.

(D) The finance Committee shall consist of not less than three (3) Proprietary Members. It shall be the duty of this committee to examine all books, vouchers and accounts of the club, or to cause the same to be done by such accountant(s) as it may appoint. This report shall be submitted quarterly to the Board of Directors. The Finance Committee shall also submit a comprehensive report to the Board of Directors at the close of the year, for submission to the annual meeting of the club. It shall be its duty to supervise, investigate, analyze and report such financial matters as shall be referred to it by the Board of Directors, or shall otherwise come to its attention.

(E) The Trap and Range Committee shall have control of all firing ranges and all

activities incidental thereto.

(F) The Publicity & Fundraising Committee shall have charge of securing favorable publicity for club activities, maintaining a favorable public image for the club and conducting various fundraising activities for the club throughout the year.

(G) The Chairman of each committee shall, so far as convenient, have regular meetings of his or her committee, and shall submit upon request of the Board to any meeting, a written report of its activities.

SECTION XI. NOMINATION OF NEW DIRECTORS FOR ANNUAL ELECTION

(A) The Board of Directors shall, not later than sixty (60) days before the annual election, select five (5) proprietary members of the club in good standing, as a Nominating Committee, and the five so selected shall meet and nominate three or more Proprietary Members of the club as candidates for the office of Director, having first obtained the consent of each, and shall, not later than forty (40) days prior to the date of the election meeting, cause the names of those so nominated to be posted on the club bulletin board and mailed to all voting members of the club. In addition to the method hereinbefore set out, any five (5) Proprietary Members of the club may nominate candidates for the office of Director, by posting over their signatures the name of any consenting candidate(s) at least thirty-five (35) days prior to the election meeting if candidate(s) meet the above requirement.

(B) Voting for Directors at the election meeting of the club shall be by ballot. The Secretary shall provide ballots, on which shall be arranged in alphabetical order, without designation of the manner of nomination, the names of all candidates nominated and posted, as provided in Section (A) of this section. The three (3) candidates receiving the highest number of votes shall be elected as Directors for the ensuing term; provided however, that if there are further vacancies on the Board of Directors, by resignation or otherwise, exist at the time of the annual election, then four or more candidates, as the case may be, receiving the highest number of votes shall be elected Directors. In the latter event, the three (3) candidates receiving the highest number of votes shall be elected to three (3) year terms, and the next highest, respectively, to the longer or longest vacant term(s) to be filled. The two methods of nominations for the office of Director shall be and constitute the sole means of attaining eligibility for election to such office.

SECTION XII. VISITORS

(A) The courtesies of the club may be extended to a visitor when accompanied by a member in good standing. A visitor must abide by the rules posted at the club.

SECTION XIII. AMENDMENTS

(A) These By-Laws may be amended at any time, at either a Special Proprietary Meeting called for that purpose or at the Annual Meeting as set forth in the meeting notice, by 60% of the ballots cast by Proprietary Members in good standing voting. They can vote either in person or on an absentee ballot.

SECTION XIV. DISSOLUTION

(A) In the event of the dissolution of the corporation, each Proprietary Member, and none other, shall receive his or her pro rata proportion of the property and assets, after all of the club's debts have been paid.

(B) Unused proceeds from gambling activities shall be distributed to another bona fide non profit or charitable organization which has been granted an Internal Revenue Service exemption.

SECTION XV. LIFE MEMBERSHIP

Any Past President in good standing of the Holmes Harbor Rod and Gun Club is entitled to a life membership and hereby relieved from further payment of dues, but not assessments.

(A) The member shall receive immediately from the Secretary, a Life Membership Certificate under the seal of the Holmes Harbor Rod and Gun Club, which may not be transferred.

(B) The holder of a life membership certificate is subject to all the laws, rules and regulations of the Holmes Harbor Rod and Gun Club, and loss of membership by suspension or expulsion shall automatically abrogate his life membership.

(C) A Life member shall be at least sixty (60) years of age the year of implementation.

**HOLMES HARBOR
ROD AND GUN CLUB
Past Presidents**

1933, 1935 & 1940 Claude Johnson	1991 Arthur J. Burke
1934 & 1935 Roy Neil	1992 Gary N. Olkonen
1936 Frank Melindy	1993 Cliff Filibeck
1937, 1938 & 1939 Harry Dines	1995 Oran Downs
1941 & 1942 Max Patzwaldt	1996 Donald Goodfellow
1943 Neil Grigware	1997, 1998, 1999 & 2000 Klaas Zuiderbaan
1944 George Jeffs	2001 Walter Clarke 2002 Sally Berry
1945 Roy Inglebritson	2003 & 2004 George "Dino" Dinovi
1946 Ed Christoe	2005 Klaas Zuiderbaan
1947 & 1949 Dr. Don Manchester	2006 Jim Irby
1948 Lawrence Carlson	2007 Jim Irby / John Lutch
1950 Bruce Hodgson	2008, 2009 & 2010 John Lutch
1951 & 1952 Angus Scurlock	2011 & 2012 Ron Brown
1953, 1954 & 1956 Jack Wardell	2013 Mike McInerney
1955 Jack Daniels	2014 Ron Brown
1957 Charles Rosemeyer	2015 Ron Brown
1958 N. E. "Dutch" Kramer	2016 Jay Miazga / Ron Brown
1959 Dewey Hockstra	2017 Ron Brown
1960 Paul Riedel	2018 Ron Brown
1961 Bill Harm	2019 Dave Shupe
1961, 1962, 1968 & 1974 Noah Bucklew	2020 & 2021 Edward Noble
1963 & 1971 Emmett Kramer	
1964 Paul Blasko	
1965 H. "Dode" Bercot	
1966 & 1967 O. G. Murphy	
1969 Lester Brett	
1970 Robert Porter	
1970 George Jones	
1972 & 1973 Raymond Gabelein	
1975 Herb Schooley	
1976 Glen Simons	
1977 Bill Morgan	
1978 Curtis Tuff	
1979 Emil Gabelein	
1980, 1981 & 1983 Al J. Puls	
1982 Art Trimble	
1984 Stan Johnson	
1985 & 1986 Larry Ogle	
1987, 1988 & 1994 John T. Brown	
1989 Larry Amundson	
1990 LeeRoy Young	