



# CONSTITUTION

## ARTICLE I - NAME AND PURPOSE

### Section 1 Name

The name of this organization is Diablo Rod & Gun Club, Incorporated, hereinafter referred to as the Club.

### Section 2 Purpose

The purposes for which the Club is formed are as follows:

- a) To promote the conservation of wildlife, wildlands and the use thereof
- b) To promote the observance and enforcement of wildlife and wildlands rules and regulations
- c) To promote the outdoor sports and to elevate the standards of sportsmanship
- d) To cooperate with sportsmen and organizations of sportsmen having similar purposes
- e) To educate the public in general concerning the advantages of preserving wildlife, wildlands and the use thereof
- f) To educate the youth and adults of the community in the safe handling of firearms
- g) To cooperate with other organizations and individuals in efforts to preserve the rights guaranteed by the Second Amendment to the Constitution of the United States of America.

## ARTICLE II – MEMBERSHIP

### Section 1 Eligibility

Any person, eighteen years of age or older, who is of good character and has interest in furthering the purposes of the Club is eligible for membership.

### Section 2 Regular Memberships

Election of regular members and adjustment of dues and fees of the Club shall be based on the following:

- a) All applicants must meet the eligibility requirements for regular membership. Applications must be made on the form provided for this purpose, and must be accompanied by the appropriate dues and initiation fee.
- b) Dues or fees may be adjusted only once every fiscal year. The motion to adjust dues or fees shall be made at a regular meeting, provided a quorum of at least fifteen members are in attendance. If passed by a two-thirds majority of those members present, the adjustment shall then take effect the day following the next regular Club meeting.
- c) Single and multiple year memberships' are available, as well as lifetime membership.
- d) Membership applications and renewals shall be accepted throughout the year.
- e) All expired memberships shall require the payment of both the annual dues and a reinstatement fee. The reinstatement fee may be waived on a case-by-case basis.

### Section 3 Associate Memberships

Spouses of regular members may become an Associate Member by paying associated member dues. Spouses of honorary members may become an Associate Member without paying the associated member dues when the Club bestows an Honorary Membership upon an individual. Associate members shall be entitled to all the rights and privileges of regular members. No Initiation fee will be due when an associated member elects to become a regular member.

### Section 4 Junior Members

Dependents of regular members, under the age of eighteen, are Junior Members. They shall not be voting members and are exempt from paying dues. No Initiation fee will be due when a junior member elects to become a regular member.

### Section 5 Honorary Members

The Club may bestow Honorary Membership by a two-thirds majority vote. Honorary members over the age of eighteen shall be entitled to the rights and privileges of regular members and may become regular members upon payment of dues. No initiation fee will be due when an honorary member elects to become a regular member.

## **ARTICLE III – ORGANIZATION**

### **Section 1 Officers**

The Officers of the Club shall consist of a President, Vice President, Secretary, Treasurer, Sergeant at Arms and Armorer. Duties of the Officers shall be as follows:

- a) **President** - The President shall preside at all meetings of the Club and may sign all letters, reports and other communications of the Club. The President shall accept nominations for and/or appoint all committee members and the required USI delegates and alternates, which may be modified by a majority vote of the Board. The President shall be an ex-officio member of all committees and activities and has the power to appoint a member to temporarily fill any vacant office or position. The President shall perform other duties from time to time as may be assigned by the Board.
- b) **Vice-President** - The Vice President shall perform all of the assigned duties and responsibilities of the President when the President is absent or the office is vacant. The Vice President shall perform other duties from time to time that may be assigned by the President or the Board.
- c) **Secretary** - The Secretary shall keep the minutes of all Club meetings and shall promptly transmit copies of the minutes to each member of the Board and to individual members upon request. The Secretary shall see that all notices are duly given in accordance with the provisions of this Constitution and its Bylaws. The Secretary shall keep a register listing the address and telephone number of each member of the Club and shall perform correspondence duties incident to the office of Secretary. The Secretary shall maintain the attendance rosters of the monthly meetings for the full year immediately preceding the nominations in May and shall perform other duties from time to time as may be assigned by the President or the Board.
- d) **Treasurer** - The Treasurer shall maintain the financial records of the Club and shall provide a monthly financial report to the Board and to the members in attendance at the monthly meetings. The Treasurer shall, upon leaving office, provide his/her replacement with a balanced set of financial records and a list of all assets of the Club. The incoming Treasurer shall ensure that the records are correct, balanced and complete and shall report to the Board immediately if they are not. The Treasurer shall serve on the annual audit committee and shall provide an annual written report to the membership and shall perform other duties from time to time as may be assigned by the President or the Board.
- e) **Sergeant at Arms** - The Sergeant at Arms shall maintain order at Club meetings and lead the pledge of allegiance to the Flag. The Sergeant at Arms shall circulate and supervise the monthly meeting attendance roster, and advise members of the responsibility to sign the roster, and deliver the roster to the Secretary at the close of each meeting. The Sergeant at Arms shall perform other duties from time to time as may be assigned by the President or the Board.
- f) **Armorer** – The Armorer shall be the named registrant of all guns owned by the club. The Armorer shall maintain a log all guns in inventory, persons authorized to use them, and the history of their use and maintenance. The Armorer is a position appointed by the President and confirmed by the Board. The Armorer may only vote on issues regarding the guns owned by the club. The Armorer can also hold Officer or Board of Director positions simultaneously.

### **Section 2 Board of Directors**

The Board of Directors, also referred to as the Board, shall consist of the elected officers and four members at large to be elected at the same time and in the same manner as the officers. The Board, by majority vote, shall make interpretations of this Constitution, Bylaws and any standing or operating rules.

### **Section 3 - USI Delegates**

The Club's USI delegate and alternate shall be selected from amongst the members of the Board. The USI delegate and alternate shall represent the Club at USI meetings and as such are to act in accordance with and per the direction of the Board.

### **Section 4 - Chairpersons**

Committees and activities shall be operated under the supervision of a chairperson and be formed for purposes of furthering the Club's goals. Chairpersons shall be determined as per Article III, Section (a) above. Chairpersons may request a budget amount from the Club's general fund for their annual needs. The chairperson is responsible for reports of their activities at the member meetings. Chairpersons are responsible for collecting fees and spending funds approved by appropriation as per Article III, Section (5) below.

### **Section 5 Financial Liability**

No officer, director, member or committee shall render the Club liable for an amount exceeding its appropriation as voted on at a monthly meeting. No officer, director or member shall be personally liable for any official debt of the Club.

### **Section 6 Attendance of Officers and Board Members**

Any officer or member of the Board may be removed from office if they miss four consecutive regular meetings or miss fifty percent or more of either regularly scheduled meetings or board meetings during their term of office (July through June).

## **ARTICLE IV - AMENDMENTS**

### **Section 1 Notice of Intent**

Notification of intent, and a copy of any proposed amendments to this Constitution or its Bylaws, must be sent to the Board at least twenty one days prior to presenting the amendment at a member meeting as new business. The Board may sponsor proposed amendments and such proposed amendments sponsored by the Board and having received a simple majority vote of the Board will be deemed to have met the notice of intent requirements of this section. The Board shall review the proposed amendment and may present alternate wording to the membership but only to the extent of minor edits for syntax and any direct conflicts with other articles or sections of the Constitution or Bylaws.

### **Section 2 Notification of Membership**

The Secretary shall notify the membership via the Club's newsletter, website, and e-mail announcement at least ten days prior to the regular monthly meeting at which an amendment is to be proposed and discussed.

### **Section 3 Approval of Amendment**

The membership shall vote on the proposed amendment at the next regular member meeting following its proposal and discussion. This Constitution and its Bylaws shall be amended if the proposal is passed by a two-thirds vote, provided a quorum of at least fifteen members are in attendance. Amendments shall become effective immediately upon approval unless a date was specified.

# **BYLAWS**

## **ARTICLE I - NOMINATION AND ELECTION OF OFFICERS**

### **Section 1 Eligibility**

To be eligible for nomination to any office, a member must have held a valid regular or associate membership for twelve months immediately preceding the nominations and must have attended at least fifty percent of those monthly meetings. Members are restricted from holding elected or appointed office in the Club if they are delegates or officers of other USI member clubs.

### **Section 2 Nominations**

A nomination committee shall be composed of the Sergeant at Arms and two members whom shall be appointed by the President at the April meeting each year. The purpose of the committee shall be to identify members eligible for nomination. The nomination committee shall prepare and present a list of eligible members per Section 1 to the membership at the May meeting. Nominations from the floor shall be made from the list of eligible members at the May meeting. If no nominations are accepted by those that meet the above eligibility criteria, eligibility shall be expanded to all members that have held a valid regular or associate membership for at least one year, and then nominations shall be closed.

### **Section 3 Elections**

Elections shall be held during the June meeting each year, all voting shall be by secret ballot and voter eligibility shall be confirmed by the Sergeant at Arms. Officers shall be elected by a majority of those casting votes and members of the Board shall be elected by a plurality of those casting votes. In the event of a lack of a majority for an officer or a tie vote for an officer or board member, a second ballot shall be cast for that office. If the vote is still tied after a second ballot, the election for that office shall be carried over to the next monthly meeting.

### **Section 4 Installation of Officers**

The new officers and board members shall be installed immediately after the conclusion of the member meeting. In the case of elections carried over beyond the June meeting, the outgoing officer shall hold office until the election is decided. Club records, statements, financial instruments, and all other items pertinent to their office shall be provided within a timely manner of the installation of the new officers.

## **ARTICLE II – IMPEACHMENT OR EXPULSION OF MEMBERS**

### **Section 1 Impeachment**

Any officer or director may be impeached. The impeachment procedure shall be as follows:

- a) A written complaint must be presented to the Board detailing the reasons why an individual should be impeached.
- b) The Board, excluding the officer or director in question, shall consider whether the complaint has sufficient merit to warrant action. The voting shall be by secret ballot and the subject individual shall not have a vote.
- c) If a majority of the Board feels the complaint has merit, the Board shall invite the complainant(s), the officer or director in question, and any witnesses either side wishes to present, to a meeting of the Board. Both sides may present their case, rebuttal and cross-examination if desired. A reasonable effort shall be made to schedule this meeting at a time convenient for all parties.
- d) After presentation of evidence, both parties and their witnesses shall be dismissed and the Board shall consider its action. The Board may impeach the officer or director in question by a two-thirds vote of Board members present and voting. The voting shall be by secret ballot and the subject individual shall not have a vote.
- e) If the officer or director is impeached, they shall have the right of appeal to the general membership. If such an appeal is made, it must be announced at the next monthly meeting and the appeal must be presented at the next monthly meeting following the announcement. The Secretary shall notify the membership at least ten days in advance of the presentation of the appeal in the same manner as outlined in Article IV Section 2 of the Constitution.
- f) The impeached officer or director shall not serve in office until after a successful appeal. The President shall, pursuant to Article III, Section 1, paragraph (a) of the Constitution, appoint a temporary replacement.
- g) The vote to overturn an impeachment shall be by secret ballot. The general membership shall be asked to "sustain" or "overturn" the impeachment and a simple majority vote shall determine the result. No further appeal of the impeachment shall be permitted.

### **Section 2 Expulsion**

Any Member may be expelled from the Club. The expulsion procedure shall be as follows:

- a) A written complaint must be presented to the Board detailing the reasons why an individual should be expelled.
- b) The Board, excluding the individual in question, shall consider whether the complaint has sufficient merit to warrant action. The voting shall be by secret ballot and the subject individual shall not have a vote.
- c) If a majority of the Board feels the complaint has merit, the Board shall invite the complainant(s), the subject individual in question, and any witnesses either side wishes to present, to a meeting of the Board. Both sides may present their case, rebuttal and cross-examination if desired. A reasonable effort shall be made to schedule this meeting at a time convenient for all parties.
- d) After presentation of evidence, both parties and their witnesses shall be dismissed and the Board shall consider its action. The Board may expel the individual in question by a two-thirds vote of Board members present and voting. The voting shall be by secret ballot and the subject individual shall not have a vote.
- e) If the individual is expelled from the Club, they shall have the right of appeal to the general membership. If such an appeal is made, it must be announced at the next monthly meeting and the appeal must be presented at the next monthly meeting following the announcement. The Secretary shall notify the membership at least ten days in advance of the presentation of the appeal in the same manner as outlined in Article IV Section 2 of the Constitution.
- f) The vote to overturn an expulsion shall be by secret ballot. The general membership shall be asked to "sustain" or "overturn" the expulsion and a simple majority vote shall determine the result. No further appeal of the expulsion shall be permitted.

### **ARTICLE III - DISSOLUTION & DISTRIBUTION OF ASSETS**

#### **Section 1 Dissolution**

All proposals for dissolution shall be in writing and presented to the Board. The proposal must then be approved and signed by no less than a majority of the Board. Upon approval by the Board, all members shall be notified in writing via mailed letter of the proposed dissolution meeting at least 10 days prior to the meeting. Dissolution of this corporation shall require two-thirds majority vote of the regular and associate members at a meeting called for the purpose of voting on dissolution.

#### **Section 2 Distribution**

In the event of dissolution, all assets, funds or property, tangible or intangible, belonging to this corporation at the time of dissolution, shall be transferred to United Sportsmen, Inc., to other clubs of United Sportsmen, Inc. or to other non-profit corporations organized with purposes similar to those of the Club. No part of the receipts, earnings, funds, property or any other assets of this corporation shall inure to the benefit of, or be distributed to any of the officers, directors or members of this corporation. This corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make all reasonable and necessary disbursements of corporate funds in furtherance of any permitted or authorized purposes of this corporation.

### **ARTICLE IV - CONDUCT OF MONTHLY MEETINGS**

#### **Section 1 Order of Business**

Monthly meetings shall be conducted as follows:

- a) Call to order
- b) Pledge of allegiance to the flag
- c) Roll call of Officers and Board members
- d) Introduction of guests
- e) Reading of the minutes of the previous monthly meeting
- f) Report by the Treasurer
- g) Committee and Activity reports
- h) Reading of the USI Board meeting minutes
- i) Old business
- j) New business
- k) Good of the Club
- l) Adjournment

#### **Section 2 Rules of Order**

The business of the Club shall be conducted according to this Constitution and its Bylaws, and as outlined in the current edition of Robert's Rules of Order, by General Henry M. Robert. The conduct of business shall comply with the requirements set forth for corporations in the state of California.

### **ARTICLE V - AMENDMENTS**

#### **Section 1 Amendments**

These Bylaws may be amended in the manner outlined in Article IV of the Constitution.

Voted and approved July 7<sup>th</sup>, 2016 by the Club at the regular member meeting.