

THE DUG HILL ROD & GUN CLUB, INC.



BY-LAWS

Dug Hill Rod & Gun Club a 501(c)(3) charitable organization

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BYLAWS OF DUG HILL ROD & GUN CLUB, INCORPORATED

ARTICLE I NAME AND OFFICE

Section 1.01 Name. The Name of the Organization shall be the Dug Hill Rod & Gun Club, Incorporated (hereinafter the “Corporation” or “Dug Hill”).

Section 1.02. Offices. Dug Hill shall have its registered office in the State of Maryland and may have such other offices and places of business within or without the State of Maryland as the Board of Directors may from time to time determine or the exempt purpose of Dug Hill may require.

ARTICLE II PURPOSE

Section 2.01 The purposes of Dug Hill are:

1. To promote good sportsmanship and conservation practices for game, fish, and other natural resources, and
2. To promote education, gun safety and responsible gun ownership,
3. To sponsor 4H Programs and activities in Hunter’s Education and Safety for young people, and
4. To perform other activities permitted corporations under the Laws of the State of Maryland to the extent such activities are permitted of organizations which are exempt from the Federal income tax under section 501(c)(3) of the Internal Revenue code of 1986 (as amended) or the corresponding provisions of any future United States Internal Revenue Law.

Section 2.02 The Corporation is organized exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.03 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other disqualified persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph 2.01 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III BOARD OF DIRECTORS

Section 3.01 Board of Directors. The Board of Directors shall be responsible for the overall policy and direction of the Corporation. The Board of Directors is a vested power of the Corporation.

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) including the following officers: the President, the Vice-President, the Secretary, the Treasurer, and the Membership Chairman.

However, the number of directors shall never be less than the minimum number required by the Maryland General Corporation Law. The number of members on the Board of Directors shall be an “odd” number for voting purposes.

Section 3.02 Meetings. The Board of Directors shall meet at least once annually and at the request of the President concerning legal, disciplinary, or sensitive issues for the good of Dug Hill.

Section 3.03 Actions of the Board of Directors. The vote of a majority of the Board of Directors shall be necessary to take action, unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation, or these By-Laws, in which case such provision shall govern the vote on the decision of such question or action. Each member of the Board of Directors shall have one vote.

Section 3.04 Action by Written Consent of the Board of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors thereof may be taken without a meeting, if a written consent thereto is signed by all members of the

Board of Directors, and such written consent is filed with the minutes of proceedings of the Board of Directors.

Section 3.05 Compensation. No compensation shall be paid to members of the Board of Directors for their services, but the Board of Directors may authorize payment of reasonable expenses. Nothing herein contained shall be construed to preclude any officer or Trustee from serving the Corporation in any other capacity and receiving compensation therefor.

Section 3.06 Indemnification.

SubSection 3.06.1 General

To the full extent authorized under the laws of the state of Maryland, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any by-law, agreement, resolution of the Board of Directors, or otherwise.

SubSection 3.06.2 Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

SubSection 3.06.3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IV OFFICERS

Section 4.01 Term of Officers. Each officer shall serve for one year, or until voted out at an annual election of officers, or until such officer resigns or is removed by a majority vote of the Board of Directors.

Section 4.02 Election of Officers. Officers shall be elected annually by a majority vote of the members of the Corporation. No election shall take place unless a quorum is present. If a quorum is not met, current officers will retain their positions until the next annual election. A quorum for the transaction of business at the annual meeting of the Members shall consist of at least (50%) of the Members in good standing of the Corporation on the current membership roster. Written, electronic, or in-person votes shall be counted in determining the presence of a quorum.

Section 4.03. Duties of the President. The President of the Corporation:

1. Shall preside at all meetings of Dug Hill;
2. May call for special meeting when required;
3. Shall enforce a rigid adherence to the rules and regulations of Dug Hill;
4. Shall perform other such duties as may be required;
5. Shall appoint a Chairperson for each committee;
6. Shall act as a spokesman for Dug Hill;
7. Shall remain in office until a successor is duly selected;
8. Shall have all the privilege of voting in the elections of Officers
9. Shall serve on the Board of Directors

Section 4.04. Duties of the Vice-President . The Vice-President of the Corporation:

1. Shall assist the President;
2. Shall preside over meetings and activities in the absence of the President;
3. Shall perform all other duties as required by Dug Hill.
4. Shall serve on the Board of Directors

Section 4.05. Duties of the Secretary . The Secretary of the Corporation:

1. Shall keep an accurate record of all proceedings of Dug Hill;
2. Shall maintain the membership roster
3. Shall serve on the membership committee;
4. Shall handle correspondence of Dug Hill as required;
5. Shall Notify all members of all special events and special meetings;
6. Shall be responsible for the safe-keeping of the Dug Hill Seal and post office box key.
7. Shall serve on the Board of Directors

Section 4.06. Duties of the Treasurer. The Treasurer of the Corporation:

1. Shall receive and deposit all monies in the bank;
2. Shall invest monies as directed by Dug Hill;

3. Shall pay all bills approved by Dug Hill in a timely manner;
4. Shall maintain a ledger of income and debits;
5. Shall report and present, if requested, all records at meetings;
6. Shall be entrusted with the keys to the safe deposit box and the post office box.
7. Shall serve on the Board of Directors

Section 4.06 Duties of the Membership Chairman. The Membership Chairman of the Corporation:

1. Shall assist in receiving and depositing monies in the bank;
2. Shall spend monies as needed for Membership supplies by Dug Hill;
3. In conjunction with the Secretary, shall maintain a roster of Dug Hill membership;
4. Shall report and present, if requested, all records at meetings;
5. May be entrusted with the keys to the safe deposit box and the post office box;
6. Shall administer and manage Club access and keys;
7. Shall perform membership orientations;
8. Shall serve on the Board of Directors

ARTICLE V TRUSTEE

Section 5.01 Term of Trustee. The Trustee term of office shall be one (1) year.

Section 5.02 Duties of Trustee. The Trustee of the Corporation:

1. Shall be entrusted with the supervision of the investments and property of Dug Hill;
2. Shall perform semi-annual audits, in February and in August of each year, of the Treasurer's ledger, receipts, records and books;
3. Shall report all findings of the audit to the Board
4. Shall perform bi-directional liaison with the membership and the Board of Directors and may be present during Board of Directors meetings if required.
5. Trustee does not have voting rights in the Board of Directors meetings.

ARTICLE VI MEMBERS

- Section 6.01 Classes of Membership.** There shall be two (2) classes of membership
1. Regular Membership: Individuals applying and accepted into Dug Hill are “Regular Members”.
 2. Life Membership: Life Member status shall be discontinued. Current Life Members shall be “grandfathered” as a Life Member status.
 3. Visitor: A Visitor classification is defined as an individual who may utilize Dug Hill’s facilities but does not have any voting or membership privileges.

Section 6.02 Term of Membership. Members shall be Members in Good Standing as long as they continue to meet the requirements for membership, comply with Dug Hill Bylaws and Rules and Regulations, and are in good standing with respect to dues.

Section 6.03 Requirements for Membership. A member must:

1. Be at least eighteen years old
2. Be able to pass a background check for the use of firearms
3. Pay the required initiation fee and annual dues.
4. Sign a release of liability waiver

Section 6.04 Statement of Nondiscrimination. No applicant for membership may be denied on the basis of age, race, religion, sex, gender, national origin, or political affiliation.

Section 6.05 Dues and Initiation Fee.

1. Yearly Membership dues and Initiation Fees shall be established each year at the December Board meeting of the prior year.
2. Yearly Membership dues are due and payable January 1st of each year as established in the Rules and Regulations of Dug Hill.
3. Members who have not paid the yearly membership dues by February 15th shall be notified in writing (via USPS mail or email) by the Secretary that if the yearly membership dues are not paid by Feb 28th of that year, the member shall be removed from Dug Hill.
4. Applicants are required to submit the membership dues, initiation fee, and release of liability waiver upon applying to Dug Hill for membership.

Section 6.06 Committees. Only the President shall have the right to form a Committee and to appoint any Member to a Committee. Any Member so appointed shall remain on the Committee until the business of the Committee is concluded, or until dismissed or relieved from their duties by the President or the Board. Each Committee

shall have a Chairperson, who shall, each month, submit to the Secretary a status report in connection with the work of the Committee.

Section 6.07 Discipline of Members

The Board of Directors may censure, suspend, or expel from membership any member of Dug Hill Rod & Gun Club for conduct unbecoming to the mission, vision, or beliefs of the Club and/or violations of the Bylaws or Rules and Regulations. Discipline of any member shall be in accordance with this policy.

1. Any Club member may submit to the Club's Executive Director in writing a formal request to have a member's conduct investigated. All requests must be signed by the individual making the request.
2. If a complaint has been made against a Member or any other concern has arisen in regard to a Member's conduct or violation of Bylaws or Rules and Regulations of Dug Hill Rod and Gun Club, and the Board has determined that the complaint or concern is not suitable for informal resolution, the Board may refer the complaint or concern to an Investigation Committee or hire outside counsel to investigate the matter and prepare a written report. The report shall indicate the particular vision, mission or belief, bylaw(s), or rules and regulation(s) that the member is alleged to have violated. The Member's rights of membership are suspended until the investigation and case is disposed of.
3. On receipt of a reference under 2) the Investigating Committee or outside counsel will give notice to the Member whose conduct the Board has determined should be investigated by the Investigating Committee or outside counsel, specifying the nature of the matter to be investigated, and all the facts and contentions that the Investigating Committee or outside counsel considers material to its investigation.
4. The Member will be given a reasonable opportunity to present in such manner as the Investigating Committee or outside counsel may determine, such facts and submissions as the Member may wish to place before it in relation to the matter being investigated.
5. The rules of evidence will not apply to investigations.
6. The Investigating Committee or outside counsel will determine whether the facts in regard to the matter under investigation constitute grounds for any action against the Member and will record its determination and its reasons for that determination in writing.
7. The final written report of the Investigations Committee or outside counsel shall be forwarded to the Board of Directors for consideration.
8. If the Investigation Committee or outside counsel has determined that there are grounds for action against the Member, the Board will send its determinations and its reasons to the Member. From time of receipt, the Member will have fourteen days

within which to provide the Board in such manner as the Board may determine, with facts and submissions relevant to any action the Board might take consequent upon the Investigating Committee's or outside counsel's determination.

9. Upon receipt of any facts and submissions provided to it by the Member, the Board will determine by majority whether or not to terminate the Member's membership of Dug Hill Rod & Gun Club or take other disciplinary action against the Member, and if so, what that disciplinary action should be, and will record its determination and its reasons for that determination in writing.
10. A copy of the Board's determination and reasons will be served on the Member together with a notice advising the Member of the disciplinary action.
11. The rules of evidence will not apply to the consideration and determination by the Board of the Investigation Committee's or outside counsel's determination and whether the Board should terminate the Member's membership or take disciplinary action against the Member, and if so, what the disciplinary action should be.

ARTICLE VII

MEMBERSHIP MEETINGS

Section 7.01 Regular Meetings. An Annual Meeting shall be held in January of each calendar year for the election of Officers; or at such time as soon as practical thereafter as determined by the Board of Directors.

Section 7.02 Meetings Held Electronically. Except as otherwise provided in these bylaws, meetings can be conducted through use of Internet meeting services designated by the Board that support voting and support visible displays identifying those participating and identifying those seeking recognition to speak. Participation by such means shall constitute in person presence for purposes of a quorum for transacting business. These electronic meetings shall be subject to all rules adopted by the Board, to govern them, which may include any reasonable limitations on, and requirements for, members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority. A vote conducted through the designated Internet meeting service shall be deemed a ballot vote and , fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

Section 7.03 Special Meetings of the Membership. Special meetings of the Membership may only be held at any time or place when called by the President, or by at least three directors from the Board, and upon not less than ten (10) days written notice. The notice shall state the date, time, and location of the special membership meeting and the purpose for

which the meeting is called. The Club Newsletter, website, social media, or email shall be considered as written notice.

Section 7.04 Quorum for Member Meetings. A quorum for the transaction of business at the annual meeting of the Members and at any special meetings of the Membership shall consist of at least (50%) of the Members in good standing of the Corporation on the current membership roster. Written, electronic, or in-person votes shall be counted in determining the presence of a quorum.

Section 7.05 Conduct of Annual Membership Meeting. The proceedings of the annual Dug Hill Member meeting shall be as follows:

1. Call to order by the president or presiding officer;
2. Roll call by the Secretary; Written, electronic, or in-person votes shall be counted in determining the presence of a quorum
3. Voting of Officers;
4. Adjournment.

ARTICLE VIII ELECTION OF OFFICERS & TRUSTEES

Section 8.01 Qualifications of Officers. As a 501(c)(3) charitable organization, the Officers shall have necessary qualifications/skills of each office to ensure competent operations, sustained fiscal survivability and be faithful stewards of Dug Hill's resources. To be eligible for office, candidates must be a member in good standing of Dug Hill (as identified in Section 6.03), agree to comply with federal and state laws for Dug Hill as a 501(c)(3) organization, and sign the Conflict of Interest policy. Each Officer of the organization shall possess (or demonstrate) the minimum requirements as obtained through formal education.

Section 8.0.1.1 Qualifications of President. The President is the Chief Executive Officer of the Corporation and as such, shall possess strong leadership qualities. The President shall have strong interpersonal communication skills, both oral and written. The President shall also possess a fair and unbiased, yet strict discipline, to the By-Laws and rules and regulations of Dug Hill. The President shall also demonstrate the ability to problem solve and resolve conflict within the organization. The core duties of the President are provided in Section 4.03.

Section 8.0.1.2 Qualifications of Vice President. The Vice President is the President's direct representative in the President's absence. Therefore, the Vice President's qualifications shall be consistent with the Section 8.0.1.1. The core duties of the Vice President are provided in Section 4.04.

Section 8.0.1.3 Qualifications of Secretary. The Secretary provides the documentation necessary for Dug Hill's accountability. The Secretary shall be well organized and proficient in the necessary computer software applications needed to document Dug Hill's meetings, actions, events and status of Dug Hill's operations and memberships. Additionally, the Secretary shall be able to communicate with the membership via e-mail, USPS mail, and social media. The core duties of the Secretary are provided in Section 4.05.

Section 8.0.1.4 Qualifications of Treasurer. The Treasurer is fiscally responsible for Dug Hill's finances and reporting compliance. The Treasurer shall be fiscally responsible in his/her personal (an/or private business) affairs before being considered as Dug Hill's Treasurer. The Treasurer shall be able to thoroughly and accurately maintain records of all of Dug Hill's accounting transactions. Therefore, the Treasurer shall possess the knowledge and skills of stand accounting/bookkeeping. The Treasurer shall also manage the operating budget to include (but not limited to) income, expenses, taxes, and identifying potential negative financial situations. The core duties of the Treasurer are provided in Section 4.06.

Section 8.0.1.5 Qualifications of Trustee. The Trustee is responsible to the Board of Directors to perform financial audits, assist in the execution of the operations of Dug Hill and bi-directional liaison with the membership. The Trustee shall have the knowledge and financial skills necessary ability to audit the Treasurer's records. Additionally, the Trustee shall be able to communicate with the Board of Directors and membership via e-mail, USPS mail, and social media. The core duties of the Trustee are provided in Section 5.02.

Section 8.0.1.6 Qualifications of Membership Chairman. The Membership Chairman is a member of the Board of Directors and performs duties as provided in Section 4.06.

ARTICLE IX DISSOLUTION OF THE CORPORATION

Section 9.01 Upon Dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, as the directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Carroll County or such other county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 9.02 A motion for dissolution of Dug Hill shall only be considered after at least 30 days written notice to the members in good standing, at which the vote for dissolution is to be considered. The vote for dissolution shall require at least a two-thirds (2/3) majority of the votes of members in good standing of the current membership roster, to become effective, unless Dug Hill is financially insolvent. In the event Dug Hill becomes financially insolvent a majority of the Board is authorized to approve dissolution of Dug Hill.

Section 9.03 Upon dissolution of Dug Hill, any personal property belonging to any member and on loan to Dug Hill shall be returned to that member, but in no case shall any member be entitled to any assets of Dug Hill nor achieve any personal financial gain due to the dissolution of Dug Hill.

Section 9.04 Upon proper dissolution of Dug Hill, all minutes, books, records, cards, and other papers shall be held by the Secretary of Dug Hill for a period of ten (5) years from the date of dissolution.

ARTICLE X RECORDS

Section 10.01 Records. The Corporation shall keep at its principal place of business the following:

1. A current list in alphabetical order of the full name and the last known street address of each Officer and Trustee;

2. A copy of the Articles of Incorporation, the Corporation's By-Laws and all amendments;
3. Copies of the Company's federal, state and local income tax returns and reports, if any, for the three most recent years;
4. Copies of any financial statements of the corporation for the three most recent years.
5. Records may be stored electronically in lieu of hard copies.

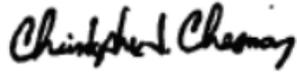
Section 10.02 Access to Records. Any person requesting access to the above listed records shall be permitted to examine them during normal business hours.

ARTICLE XI AMENDMENTS

Section 11.01 Amendments.

1. The Articles of Incorporation of Dug Hill may be amended at any special membership meeting, called by the President, by three-fourths (3/4) majority of all members in good standing on the current membership roster of Dug Hill. Changes to the Articles of Incorporation must be compliant with the State of Maryland regulations.
2. The Board shall have power to make, amend, alter, and repeal, the By-Laws of Dug Hill, provided that all changes conform to the Articles of Incorporation and the laws of the State of Maryland for 501(c)(3) organizations.
3. The Board shall have power to make, amend, alter, or repeal the Rules and Regulations of Dug Hill.
4. Members shall be notified in writing at least ten (10) days prior to voting on the proposed amendments of the Articles of Incorporation at a special meeting of the Membership called by the President or Board of Directors. Dug Hill website, social media, or email shall be considered as written notice.
5. Any amendments of the By-Laws or Rules and Regulations, upon acceptance, shall be effective immediately, and shall be entered into the Secretary's minutes and into a separate ledger provided for that purpose.
6. Amendments to the Articles of Incorporation become effective upon acceptance by the State of Maryland in accordance with the laws of the State of Maryland for 501(c)(3) organizations.

Document Approvals

Layn Lesniewski		Jun 6, 2020
President	Signature	Date
John Packard		Jun 6, 2020
Vice President	Signature	Date
Christopher J. Chesmar		Jun 6, 2020
Secretary	Signature	Date