

## SUMMARY

The proposed amendments merge the existing Executive Officers and Board of Directors into a single 19-member Board, elected by the Voting Members of the Association. This unified Board will then elect its Officers from among its members. This creates one governing body for the Association.

Once that merger occurs, and from that time forward, Board Members will continue to be elected by the Voting Members in the same way and for alternating two-year terms, as outlined in the current By-Laws. Monthly General Membership and Board of Directors meetings will be replaced by a single, regularly scheduled Association Meeting each month.

### Referenced Proposed By-Laws

4.1 Board of Directors: **The Board of Directors shall preside over all Association Meetings.** The Board of Directors will formulate programs to promote activities in the Association for the betterment of the membership and to enhance the financial position of the **Association**. The Board of Directors will direct and assist Committees in the implementation of policies, rules, and regulations of the Association. The Board will conduct all business, financial and otherwise, of the Association and act on all issues, in keeping with the Mission Statement of the Association. The acceptance of the previous **Association** Meeting Minutes confers acceptance of all Board of Directors decisions conducted at, and contained in, the previous Association Meeting Minutes.

4.3 Make-up of the Board of Directors: The Board of Directors will **consist of Nineteen Voting Members, all elected from the Association.** The Board will elect its Chairman of the Board as well as its Officers from its 19 members. A quorum of the Board is defined in Article 8.5 of these By-Laws.

**4.4 Term of Office:** The term of office for the elected Directors shall be two years. **Ten Directors will be Seated during each odd calendar year (elected during each even calendar year), and Nine Directors will be Seated each even calendar year (elected during each odd calendar year).** All Directors must be Voting Members in good standing.

**Exception:** At the first Association Meeting following the adoption of these By-Laws, the Executive Officers shall become members of the Board of Directors. To maintain proper rotation of Board Member seats, the President, Secretary and Treasurer shall be seated for two-year terms. The Vice President and Financial Secretary shall be seated for one-year terms. From that time forward, all Board Member Seats shall be elected as prescribed in Article 4.4. In addition, immediately following the adoption of these By-Laws, the Board will re-organize and select its newly defined Officers of The Board to carry out those duties for the remainder of the calendar year. From that time forward, the selection of Board Officers shall be in accordance with Article 5 of these By-Laws.

The establishment of a single Governing Body constitutes a departure from the current structure, which consists of two distinct entities holding separate meetings.

Nevertheless, this modification does not fundamentally alter the governance of the Association, as the Board of Directors has, under the existing By-Laws, always served as the principal Governing Body.

### **Referenced Existing By-Laws**

5.1 Board of Directors: The Board of Directors will actively assist in the formulation of programs to promote activities in the Association for the betterment of the membership and to enhance the financial position of the Association. **The Board of Directors will direct** and assist Association Officers and Committees in the implementation of policies, rules, and regulations of the Association. The Board will conduct all business, financial and otherwise, of the Association and act on all issues, in keeping with the Mission Statement of the Association. The acceptance of the previous Board Meeting Minutes confers acceptance of all Board of Directors decisions conducted at, and contained in, the previous Board Meeting Minutes. ~~The Voting Members at this time (the first Regular Membership Meeting following the Board Meeting minutes under discussion) may exercise a line item veto of any or all of the decisions conducted at the previous Board Meeting as defined in Article 9.3 of these By-Laws.~~

5.2 Duties of the Board: **The Board of Directors will govern and protect the Association and all Association properties and ensure adherence to the By-Laws of the Association.** The Board will provide the direction for growth of the Association and its members and maintain a nonpartisan Association perspective for all Association activities. The Board will promote the Association from within and without and motivate the members for positive action. The Board of Directors will stimulate interest in, and support conservation, shooting sports, and outdoor activities of the membership.

12.1 **Management:** all property of the Association shall be managed entirely by the Board of Directors.

The General Membership Meeting is presided over by the Executive Officers, each of whom is assigned specific responsibilities, including the support and oversight of all committees. This meeting primarily functions as a forum through which the General Membership may observe and respond to the actions taken by the Board of Directors, as well as attempt to influence Board decisions after they have been discussed, deliberated, and enacted.

### **Referenced Existing By-Laws**

~~4.1.1~~ It shall be the duty of all Executive Officers to uphold the By-Laws of the Association, act in a fair and sportsman-like manner, **and to bring to the attention of the Board of Directors** any and all possible improprieties of which they become aware.

~~9.4.1~~ Reports: Any **recommendation to the Board** voted on by the Voting Members at a General Membership Meeting must be considered and voted on by the Board Members at the

next regularly scheduled Board Meeting and the results of said vote reported in the Board Meeting Minutes, to be read at the next regularly scheduled General Membership Meeting.

**9.4.2 President:** The President will lead and promote the Association with commitment, honesty, and virtue. This task will include maintaining harmony among the members, motivating the membership, representing the Association in extra and inter organizational activities, and promoting the Association from within and without. The President will also organize and oversee the education and training of Association Officers and Committee Chairmen. The President is the presiding officer at all General Membership Meetings according to parliamentary procedure.

Under the current By-Laws, the General Membership is permitted to attend Board meetings but may not participate in any discussions unless invited to do so by the Board. By merging the two governing bodies, these amendments create an open-door and provide direct access for our General Membership to the Board of Directors. Members will have opportunity to participate in discussion and offer perspective and opinions on all motions being considered by the Board. This will help move us toward our goal of providing a much more efficient and transparent governance of the Association.

In addition, replacing the line-item veto section with bringing the membership into the discussion process will make the Board's efforts more efficient by getting input from the membership before making decisions and then finding later that they may have missed a perspective or better idea. The open meeting model will be more effective for the membership by affording them the opportunity to participate and provide input on Board action rather than try to influence by the shadow of an opportunity to possibly overturn a decision through the veto process under the existing By-Laws. Which clause only provides a one-time shot at being successful in overturning a Board decision and only if they meet the quorum requirements at the meeting immediately following the Board action.

## **Referenced Existing By-Laws**

Pertaining to the membership participation policy of Board Meetings

9.5 Board Meetings: Board Meetings will be the third Tuesday of every month starting at 7:00 p.m. local time unless prior notification of a different date or starting time is provided to the Board Members and as otherwise necessary. Any Association member, in good standing, may attend the Board Meetings. Recognition and participation in Board Meetings, by non-Board members will be by invitation only.

## **Referenced Existing By-Laws**

Pertaining to the line item veto process of Board Meeting Minutes

5.1 Board of Directors: The Board of Directors will .....

The acceptance of the previous Board Meeting Minutes confers acceptance of all Board of Directors decisions conducted at, and contained in, the previous Board Meeting Minutes. ~~The Voting Members at this time (the first Regular Membership Meeting following the Board Meeting minutes under discussion) may exercise a line-item veto of any or all of the decisions conducted at the previous Board Meeting as defined in Article 9.3 of these By-Laws.~~

**9.3** Board Meeting Minutes: the acceptance of the previous Board Meeting Minutes confers the acceptance of all Board of Directors decisions conducted at, and contained in, the previous Board Meeting Minutes. ~~The Voting Members at this time may exercise a line-item veto of any decisions by the Board conducted at the previous Board Meeting and contained in the previous Board Meeting Minutes. However, in any vote taken at a General Membership Meeting to veto or override a decision of the Board; the number of votes cast to veto or override must be greater than the number of votes cast by the Board for that measure, in order for the veto or override to prevail.~~

NOTE:(Under the current By-Laws, the number of votes needed to override could be as many as 22)

## Referenced Proposed By-Laws

### Pertaining to the proposed open-door policy of Board Meetings

8.1 Association Meetings: Association Meetings will be the first Tuesday of every month starting at 7:00 PM local time unless prior notification of a different date or starting time is provided to the Membership (ref 8.1.1). If the first Tuesday falls within the first week of Pennsylvania antlered rifle season, the Association Meeting will be held on the second Tuesday of that month. ~~The Chairman of the Board may at his/her discretion and pursuant to notice (ref 8.1.1), schedule, reschedule, postpone or cancel a meeting as well as add or subtract subjects to the Association Meeting agendas as defined in this Article. Any Association member, in good standing, may attend the Association Meetings. Recognition and participation in Association Meetings by non-Board members will be as prescribed in the in the Order of Business (ref 8.3).~~

~~In addition, the chairman will accept member comment during “discussion” of any proposed and seconded motion.~~

**8.1.1** ~~Notice:~~ Notification shall consist of the following: Posting of notice on the Association Bulletin Board, Emailing the notice to all voting members. Notice shall occur a minimum of 7 days prior to the announced meeting date.

8.3 Order of Business: The Order of Business of the Association Meeting shall be as follows:

1. Call the Meeting to Order .....

.....

**12. Comments from the General Membership**

Historically, the Board of Directors has demonstrated a strong record of self-regulation. However, during the discussions regarding the proposed amendments, it was requested that additional provisions be included to enhance oversight of the Board. At present, the

General Membership retains ultimate authority over the Board, as each year half of the Board is subject to re-election, with nominations and elections conducted by the General Membership. There was also a request to include a provision allowing for the recall of any Board Member who appears unwilling to fulfill their duties, or who is deemed incompetent, malfeasant, irresponsible, or reckless. The proposed By-Laws address this issue in Articles 4.6 through 4.7, as detailed in the attached redline version. Further, there was discussion concerning increased control over expenditures outside of the annual budget, which is addressed in Article 8 of the proposed amendments. The proposed By-Laws introduce specific provisions for General Membership oversight of financial matters. Notably, Article 14 requires the Board to prepare an annual budget comparing projected expenditures and revenues—a requirement not present in the current By-Laws.

(Until recently, the Board had been preparing a budget that they used as a guide, but it only addressed proposed expenditures. The last few budgets that have been used as a guide have included projected Revenues).

Additionally, Article 8 introduces a provision requiring majority approval by the General Membership for any proposed expenditures outside of the Board's adopted budget. If a quorum of Voting Members is not present, the vote is carried over to the next meeting in an effort to achieve the required quorum. This provision also grants the Board limited discretion to approve non-budgeted expenditures up to 10% of the adopted expenditures budget, enabling timely action on unforeseen opportunities or needs. All such agenda items must be posted to the membership in advance of the meeting.

(Most recent scenario is where the board was looking at extensive reviews of potential safety issues with the west pistol range confinement embankments that were projected to be very costly to rectify due to the need to purchase fill required to fortify the embankments. That fill is required to meet a stringent specification of its content. A member came forward and reported that he had found a source for that qualified fill that would be available at significant cost savings by only having to pay the trucking cost. That fill was being removed from under the turf at Acrisure Stadium, to which we had to commit within ten days or it would go elsewhere).

## Referenced Proposed By-Laws

**14.1.1 Annual Budget:** An annual budget outlining projected revenues and expenditures shall be adopted by the Board no later than December for the ensuing year. The budget shall be prepared by the treasurer and financial secretary based upon input from the Board of Directors and Committee Chairmen and shall be used to guide expenditures by the Board.

8.3 Order of Business: The Order of Business of the Association Meeting shall be as follows:

1. Call the Meeting to Order .....

.....

**10. Consideration of Budgeted Expenditures** and Non-Budgeted Expenditures Not Exceeding 10% of the Annual Expense Budget: The Board may approve by majority vote, following member discussion.

**11. Consideration of Non-Budgeted Expenditures** Exceeding 10% of the Annual Expense Budget: Any Non-Budgeted Expenditure that is not an emergency or vital for the un-interrupted operation of club facilities, Requires advance notice (ref. 8.1.1) and ratification by a simple majority of voting members present, subject to quorum (ref. 8.7).

**8.7 Membership Quorum:** For any vote requiring general membership ratification (e.g., non-budgeted expenditures exceeding 10% of the annual expense budget, amendments per Article XV, or appeals per Article XIII, conveyance of property as described in Article 11.3 ), a quorum of at least 2.5% of the Association's voting members in good standing (including Board members) must be present. If a quorum is not achieved, the item shall be adjourned and rescheduled for the next regular Association meeting with advance notice (ref. 8.1.1). If quorum is not achieved at the rescheduled meeting, the vote shall default to the Board of Directors, which may proceed under its own quorum rules (ref. 8.5). The Secretary shall record quorum status and outcomes in the minutes (ref. 5.4).

**Note:** Based on the current membership cap of 1,850, if all 19 members of the Board are present at a meeting, 28 non-Board Members would be required to facilitate a quorum.

Additionally, Article VIII introduces a proposed amendment to the By-Laws that clearly defines the terms “notice” and “posting” as utilized throughout the document. This enhancement strengthens the Association's commitment to transparency and augments oversight of expenditures by requiring that the General Membership receive advance notice of the content included in upcoming Association Meeting agendas.

## Referenced Proposed By-Laws

**8.1.1 Notice:** Notification shall consist of the following: Posting of notice on the Association Bulletin Board, Emailing the notice to all voting members. Notice shall occur a minimum of 7 days prior to the announced meeting date.

**8.4 Agenda Posting:** The monthly Association Meeting Agenda must be posted pursuant to Article 8.1.1 of these By-Laws, including an outline of any proposed non-budgeted expenditure exceeding 10% of the annual expenditure budget or other business items outside the scope of the approved budget or normal course of Association Business.

As previously stated, the Association Officers and Board Members approach the responsibility of voluntarily governing the Association with utmost seriousness and dedication. Attendance at all Board and General Membership Meetings is required, and we firmly believe that the physical presence of both the governing officials and the

general membership is essential for fostering comprehensive interaction and meaningful engagement in discussions pertaining to the operation and advancement of the organization. While we recognize that, as volunteers, personal and professional obligations may occasionally prevent attendance, the current By-Laws set forth only broad and lenient criteria for addressing non-attendance by Board Members and Executive Officers. Specifically, the By-Laws stipulate that if a Board Member or Executive Officer is absent from three consecutive meetings, removal from office may be considered at the Board's discretion. Furthermore, the existing provisions allow for undefined excusable absences simply by notifying a Board Member or Executive Officer of one's inability to attend, thereby lacking clear standards.

The proposed amendments introduce more rigorous attendance requirements, while offering an alternative to physical absenteeism through electronic participation for Board Members, who are mandated to attend. These amendments establish defined criteria for absences, permitting Board Members to miss no more than two meetings in person and for Board Members *Only* to attend no more than two meetings electronically within a calendar year.

### **Referenced Existing By-Laws**

**5.4.2 Absence:** any Board Member having an **un-excused absence of three Board Meetings in succession** may be removed from the Board at the discretion and voting of the Board.

**5.4.3 Definition:** any Board Member, **either verbally or in writing, informs the Chairman of the Board of his intention to not be in attendance at the next Board Meeting, will be considered to have an excused absence**

**5.5 Removal:** accusations that a Board Member appears unwilling to perform his duties, or is incompetent, malfeasant, irresponsible or reckless will be deferred to the Board of Directors for appropriate action or removal.

**8.1 Removal:** Any Executive Officer **having an unexcused absence of three General Membership Meetings in succession** may be removed from office at the discretion and voting of the Board of Director

Under the current By-Laws, Article IV addresses the specific duties of the Association Officers, terms of office, and procedures for filling vacancies among these positions. In lieu of entirely removing this language, Article V of the proposed Draft Amendments now encompasses these roles as they pertain to the Officers of the Board of Directors, outlining both their general and specific duties and responsibilities. This revision also ensures compliance with state statutory requirements, which mandate that all non-profit organizations must have a President, Secretary, and Treasurer, who may also serve in additional capacities.

## Referenced Proposed By-Laws

**4.5 Meeting Attendance:** Board Members are required to attend all Association Meetings as defined in Article 8.1.

**4.5.1 Board Member Remote Attendance:** Board Members only, may attend a maximum of two (2) regularly scheduled Association Meetings , per calendar year, via Zoom or other approved remote conferencing platforms. Remote attendance is permitted only under the following circumstances: Illness or health related reasons, Vacation or personal travel, work -related travel or obligations or other exceptional circumstances with approval by the Chairman or Board Officers. Requests for remote attendance must be submitted to the Chair or Secretary in advance, specifying the reason for remote participation. All remote participants will be counted as present for quorum and voting purposes, provided their attendance is approved under this policy. Except as provided in Article 5.4, under no circumstance shall any Board Member attending remotely or in person record audio or video of any meeting without prior vote by the Board granting permission for a specific event. These provisions are inclusive of all regular Association Meetings and special meetings of the Board.

**4.5.2 Absence:** Any Board Member not physically present at four regularly scheduled Meetings in a calendar year, may be removed from the Board at the discretion and voting of the Board.

## Referenced Proposed By-Laws

**5.1 Election of Board Officers:** Immediately following the annual installation of Board members (ref 7.1) the Board shall elect the following officers from its membership: Chairman of the Board, Vice Chairman of the Board, Secretary, Treasurer and Financial Secretary.

**5.1.1 Duty:** It shall be the duty of all Board Officers to uphold the By-Laws of the Association, act in a fair and sportsman-like manner, and to bring to the attention of the Board of Directors any and all possible improprieties of which they become aware.

**5.1.2 Officers:** All Board Officers must be elected Board Members of the Association in good standing.

**5.1.3 Term:** The term of office for all Board Officers will be one calendar year.

**5.2 Chairman:** The Chairman of the Board will be the presiding officer and a voting member at all Association and Board Meetings according to parliamentary procedure. The Chairman, when deemed necessary by the Board, may form and appoint special committee members. The Chairman will lead and promote the Association with commitment, honesty, and virtue. This task will include maintaining harmony among the members, motivating

the membership, representing the Association in extra and inter organizational activities, and promoting the Association from within and without. The Chairman will also organize and oversee the education and training of Association Board Members and Committee Chairmen.

**5.2.1 President of the Association:** The Chairman of the Board shall also be recognized as the President of the Association

**The specific duties of all of the other Officers of  
The Board are also included in this ARTICLE V**

### **Referenced Excerpt from State Statute**

#### **5732. Officers.**

**(a) General rule.**--Every nonprofit corporation shall have a president, a secretary, and a treasurer, or persons who shall act as such, regardless of the name or title by which they may be designated, elected or appointed and may have such other officers as it may authorize from time to time. The By-Laws may prescribe special qualifications for the officers. The president and secretary shall be natural persons of full age. The treasurer may be a corporation, but if a natural person shall be of full age. Unless otherwise restricted in the By-Laws, it shall not be necessary for the officers to be directors. Any number of offices may be held by the same person.

Aside from the matters discussed above, the remaining Articles in the Proposed Draft Amendments to the Current By-Laws are not extensive. They should be readily understandable as you review the redlined version of the proposed Draft By-Laws appended to the end of this summary.

In reviewing the attached proposed Draft Amendments to the By-Laws, you will find:

Black Font words are from the current existing By-Laws.

Words with a black strike through are words that have been removed in the Proposed Amended By-Laws. ~~Like This~~

Red Font words or red underlined words are proposed as new language in the Proposed Amended By-Laws. Such As or Just This