

The
CONSTITUTION
and
BY-LAWS
of the
NEEDHAM SPORTSMAN'S CLUB, INC.

Ratified September 21, 2006

by vote at general meeting

Article I. NAME AND OBJECT

Section 1.01 Name: The name of this organization shall be the "NEEDHAM SPORTSMAN'S CLUB, INC."

Section 1.02 Mission: The mission of this club shall be:

- (a) The perpetuation, improvement, protection and enjoyment of our sport of fly fishing.
- (b) The improvement of the fly fishing skills of its members.
- (c) The cooperation with all proper authorities for the enforcement of the law as applied to the protection of fish and wildlife.
- (d) The education of its membership and the public at large to the benefits of the pursuit of fly fishing.

Article II. MEMBERSHIP

Section 2.01 Limitation of membership: The membership of this Club shall be limited to 100 full adult memberships.

Section 2.02 Application for membership: Applicants shall fill out the required form and shall transmit it with the initiation fee and one year's dues to a member of the Board of Directors or the Secretary.

Section 2.03 Junior Membership: There shall be a Junior Membership for individuals 14 to 17 years of age who will not have attained their 18th birthday by October 1st of that year. Junior Membership shall carry all the privileges of full membership except participation in club management.

Section 2.04 Revocation of Membership for Cause: The Board of Directors shall have the power by a vote of two-thirds (2/3) of its membership to revoke the membership of any member of the Club for any improper conduct that is likely in their opinion to endanger the welfare, interest or character of the Club, for any violation of the rules of the Club or the laws of the Commonwealth, or when the dues or current indebtedness of any member shall not have been paid for four months after they become payable.

Section 2.05 Duty of Members: It shall be the duty of the members to attend meetings, pay dues, and participate actively in one or more of the club's activities.

Article III. MEMBERSHIP FEES AND DUES

- Section 3.01 Fees and Dues: Initiation fees and annual dues shall be established by the Board of Directors prior to January 1 of each year, to be effective until January 1 of the following year.
- Section 3.02 Initiation Fee: The initiation fee shall be applicable to any new member and any former member whose membership has lapsed.
- Section 3.03 Junior Members converting to Full Membership: Junior members who will be turning 18 before October 1 of the current year must convert to an Adult membership for that year. A junior member in good standing may become a full member without payment of initiation fees.
- Section 3.04 Due Date: Annual dues are payable on the first day of January each year. No member may use the club after January 1 until the current year's dues are paid in full. If a member fails to pay annual dues by October 1, for the purposes of Section 3.02 their membership will be considered to have lapsed.
- Section 3.05 Members joining after October 1: Upon payment of the initiation fee and one year's annual dues, new applicants accepted to membership after October 1, and lapsed members re-joining after October 1, shall be considered paid up through the following calendar year.

Article IV. OFFICERS AND DIRECTORS

- Section 4.01 Elected Officers: The officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer. The term of office for each shall be one (1) year and no member shall serve as President for more than two (2) consecutive years, except by approval of the Board of Directors. An individual may hold two offices simultaneously, except that President shall not be one of them.
- Section 4.02 Board of Directors: The President and the Vice-President together with the immediate Past President and six (6) other members shall constitute a Board of Directors. Except as stated in Section 4.01, the term of a Director shall be two (2) years and three (3) shall be elected each year. The term of the immediate Past President as Director shall be limited to one (1) year. If the immediate Past President is not available or declines to serve, one (1) additional Director shall be elected for a term of one (1) year. The Secretary or Treasurer may also be elected a Director.
- Section 4.03 Past President: A Past President may be elected to Director in any year after his one year of automatic Board Membership.

- Section 4.04 **Nominating Committee:** A nominating committee of a least three (3) members shall be appointed by the President, with the approval of the Board of Directors, at least sixty (60) days before the elections are to be held. This committee shall make a single nomination for all officers of the Club including Directors and shall submit a written report of their nominations to the Secretary. This report is to be read at a Club meeting prior to the annual meeting. Current Officers and Directors shall not serve on the nominating Committee.
- Section 4.05 **Nominations from the general membership:** Any seven (7) members in good standing may nominate candidates for one or more offices by submitting the nomination, signed by them, to the Secretary twenty-one (21) days prior to the annual meeting.
- Section 4.06 **Elections:** All of the candidates nominated pursuant to Sections 4.04 and 4.05 shall be balloted upon at the annual meeting in February. Any candidate, in order to be elected to office, must receive a majority ballot of those present at the meeting and in the event of a tie, the President is authorized to cast one ballot to break the tie. If no nominations are submitted other than those nominated by the Committee, the entire slate as nominated may be balloted upon as a single unit. The Secretary shall include all nominations in the Club's notice of the annual meeting
- Section 4.07 **Beginning of Term:** The term of office for elected officials shall begin on the 1st day of the month following the election.

Article V. DUTIES AND POWERS OF OFFICERS

- Section 5.01 **Club Management:** The Board of Directors shall be responsible for the management and control of the property and business of the Club except as limited by the specific votes of the Club at meetings of the same, and shall have and exercise all the powers of the Club so far as is consistent with these By-Laws.
- Section 5.02 **Committees:** The Board of Directors may establish committees and delegate such authority to them as they may deem necessary or expedient.
- Section 5.03 **Rules:** The Board of Directors may establish such rules for the government and welfare of the Club and for the use of the Club property as they may deem necessary or advisable, and may enforce the same.
- Section 5.04 **Quorum:** A quorum at any meeting of the Board of Directors shall consist of not less than five (5) members. If a quorum is not present, the presiding officer shall adjourn the meeting.

- Section 5.05 President: It shall be the duty of the President to preside at all meetings of the Club and of the Board of Directors. The President shall be a member ex-officio of all committees, except the Nominating Committee, but shall not vote except in case of a tie.
- Section 5.06 President and Treasurer: The President and Treasurer shall sign all deeds, leases, mortgages, promissory notes, or instruments under seal. In case of the absence or disability of the President, the Vice-President shall assume the powers and perform all the duties of the President.
- Section 5.07 Secretary: It shall be the duty of the Secretary to give notice of all meetings by mailing a copy of said notice, postage prepaid, or via the Club Newsletter (by mail or internet), five (5) days previous to the date set for such meeting. The Secretary shall record the minutes of all meetings in books provided for that purpose. At each regular meeting the Secretary shall read the minutes of the previous meeting as well as the minutes of any intervening Director's meetings. Reading of minutes at any meeting may be waived by vote of the membership present. The Secretary shall conduct the general correspondence of the Club and shall perform such other duties that the Board of Directors deems necessary, and shall have the custody of the Seal, the By-Laws, and the records of the Club. The records shall be open for inspection at the request of the members.
- Section 5.08 Treasurer: The Treasurer shall keep the accounts of the Club. He shall collect its funds and disburse them under the direction of the Board of Directors. No monies or funds of the Club shall be expended and no indebtedness incurred except by order of the Board of Directors, except such as is required for routine expenses of the Secretary and Treasurer, which shall be allowed if approved by the Board of Directors at the following meeting. He shall report the names of members whose accounts are in arrears and the sums which they respectively owe. He shall furnish a written report at each regular meeting of either the Board of Directors or of the Club, if so requested, showing the financial condition of the Club, and a complete report of all receipts, disbursements, and expenses of the fiscal year just closed, at the annual meeting. The fiscal year shall end on the thirty-first day of December in each year. The accounts of the Treasurer shall be audited annually by a committee or in such manner as the Directors determine.
- Section 5.09 Resignations: If any officer of the Needham Sportsman's Club, including members of the Board of Directors, shall resign their office or otherwise become incapable of fulfilling his office, a successor shall be named by the Board of Directors to fill the unexpired term, except that the Vice-President shall automatically succeed to the Presidency.

Article VI. COMMITTEES

- Section 6.01 Chairmen: The President shall appoint for the term of one (1) year, with the approval of the Board of Directors, a Chairman for each committee established by the Board of Directors. Each committee chairman shall appoint other members as required, either temporary or permanent. Permanent appointments, however, shall be with the approval of the Board of Directors.
- Section 6.02 Jurisdiction: All committees shall function under the jurisdiction of and by the approval of the Board of Directors.
- Section 6.03 Reports: All committee chairmen shall submit from time to time as required by the Board, a report of their activities and achievements.
- Section 6.04 Term of Special Committees: Special committees shall expire at the next annual meeting.

Article VII. MEETINGS

- Section 7.01 General Meetings: Regular meetings of the Club shall be held each month during the year on a date determined by the Directors (currently the 3rd Thursday of the month) except that no regular meeting shall be held during the months of July and August.
- Section 7.02 Quorum: A quorum shall consist of 10 per cent (10%) of the membership on the first day of the month in which the meeting is held.
- Section 7.03 Annual Meeting: The annual meeting shall be held during February of each year.
- Section 7.04 Installation of officers and directors shall take place on the 1st day of the month following the elections.
- Section 7.05 Special meetings may be held whenever called by order of the President, or by any four (4) members of the Board of Directors.

Article VIII. ORDER OF BUSINESS

- Section 8.01 Robert's Rules of Order: All official meetings of the Club shall be conducted in accordance with Robert's Rules of Order.
- Section 8.02 Order of Business: The following shall be general guidance for the order of business.

- (a) Reading minutes of previous meetings.
- (b) Treasurer's report
- (c) Communications.
- (d) Reports of committees.
- (e) Election of officers (annual meeting).
- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

Section 8.03 General Meetings: General membership meetings shall be educational and/or social. A brief business session may be included if deemed necessary by the President. Such business sessions are required for consideration of by-law amendments, authorization of funds pursuant to Section 5.08, and other such business as the Board of Directors deems appropriate.

Article IX. AMENDMENTS

Section 9.01 By-Law Amendments: The Board of Directors may from time to time propose changes to these articles, which must be approved by a two-thirds (2/3) vote of the members present in person at any regular meeting or special meeting called for that purpose at which a quorum is present.

Section 9.02 Notice of Amendments: A dated copy of the proposed amendments shall be included in the notice of the meeting at which they are to be acted upon.