



**CONSTITUTION
and BY-LAWS
of
MILLVALE SPORTSMEN'S
CLUB, INC.**

Revision of December 2015

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MILLVALE SPORTSMEN'S CLUB, INC.**

ARTICLE 1

Name and office

- 1.1 The name of this Corporation shall be: Millvale Sportsmen's Club, Inc. hereinafter referred to as M.S.C.I.
- 1.2 The Corporation shall maintain its principal office at 170 Sunnyhill Road, Wexford, Pennsylvania 15090.

ARTICLE II

Goals and Objectives

- 2.1 Promote a high standard of ethics of sportsmanship and fellowship among the members and as an example to the general public.
- 2.2 Promote by all proper means the conservation of our natural resources, especially wildlife, fish, forest, air, and water.
- 2.3 Provide for the mutual exchange of practical and educational data pertaining to sportsmanship among the members and as an example to the general public.

ARTICLE III

Membership

- 3.1 Membership in this Corporation shall consist of 1800 Senior members plus Junior, Student, Life and Spouse members.
- A. Senior members - all members in good standing who are eighteen (18) years of age or older. The Board of Directors may periodically, by 2/3 majority vote, recommend that the number of Senior members be changed. Any proposed change must be presented to the members for discussion at two consecutive monthly membership meetings then voted upon by member vote at the third monthly membership meeting.
 - B. Junior members - all members in good standing who are under eighteen (18) years of age.
 - C. Student members - all members in good standing who are eighteen (18) years of age and currently in high school or through age twenty-one (21) providing they are a full-time college student.
 - D. Life members - A Senior member in good standing who has attained the age of sixty (60) and has been a continuous Senior member of M.S.C.I. for a minimum of twenty (20) years. Effective date January 1, 2016.
 - E. Spouse members - All members in good standing who are eighteen (18) years of age or older and are married to a Senior member in good standing.

- 3.2 A candidate for membership into M.S.C.I. must be a United States resident eligible to legally own firearms and eligible to hold Pennsylvania hunting and fishing licenses. Applications for Senior, Junior, Spouse or Student membership must be made in person at M.S.C.I. An application must be completed in its entirety and endorsed by a senior or life member in good standing having knowledge of the applicant. A member in good standing is one who has paid all current dues and assessments. Illegible, incomplete or applications not endorsed by a member in good standing may be rejected by the Board of Directors.
- 3.3 Acceptance for membership in M.S.C.I. will be by 2/3 majority vote by the Board of Directors. Properly completed applications will be presented to the Board of Directors by the membership committee in order of the date of application as openings come available. Applications for membership may be accepted or rejected based on any/all matters pertaining to the rules, regulations, constitution and By-Laws of M.S.C.I. and matters of ethics, integrity, moral character, etc. as judged by the Board of Directors.
- 3.4 All applications for membership, after being approved by the Board of Directors, will be posted at the club for thirty (30) calendar days for membership review.

- 3.5 Notices
Any notices required under these by-laws may be made by such means as determined by the Board of Directors, including, but not limited to U. S. mail, electronic mail, text messaging, telephone, posting on website, or any media or method reasonably calculated to provide actual notice of the item that is the subject of the notice, to all Senior and Life members of M.S.C.I.

ARTICLE IV

Voting

- 4.1 Each Senior and Life member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the membership.
- 4.2 Junior, Student or Spouse members shall not be entitled to vote.

ARTICLE V

Duties of Members

- 5.1 All members shall abide fully to these By-Laws and be bound thereby. Members shall comply with all rules and regulations of M.S.C.I. As a condition of membership, each member shall have the obligation to familiarize himself or herself with the By-Laws.

- 5.2 Any member who knowingly violates any of these By-Laws or any rule or regulation of M.S.C.I. may be subject to suspension of privileges or expulsion. The member so charged shall be given the opportunity to appear before the Board to address such charges at a meeting of the Board of Directors. Upon the hearing of such charges, the affirmative vote of at least two-thirds of the members of the Board of Directors present shall be required to determine any appropriate action to be taken, including, but not limited to suspension or expulsion of the charged member. Refer to Article XIV General Laws & Regulations, item 14.9.
- 5.3 The Pennsylvania State Game, Fish and Liquor Control laws shall be diligently observed by all members of M.S.C.I.
- 5.4 Membership in M.S.C.I. shall not be transferable or assignable.
- 5.5 All M.S.C.I. Officers, Directors, and Members have an obligation to report any person violating club rules or abusing club property to the M.S.C.I. Board of Directors at the ensuing Board of Directors meeting.
- 5.6 Any club member using the facilities or on club grounds, must identify themselves, on demand, if requested to do so by a card carrying member of the club.

ARTICLE VI

Membership Dues and Initiation Fees

- 6.1 The Board of Directors, with the approval of a majority vote of the members in good standing at a regular meeting of M.S.C.I., shall determine the amount of the Initiation Fee and Membership Dues. If a change in the initiation fee, membership dues, or special assessment is to be made, all members in good standing shall be notified by such means of communication as set forth in Section 3.5 two (2) months prior to the vote at the general membership meeting.
- 6.2 All Senior applicants requesting membership into M.S.C.I. must, at time of application, pay a non-refundable deposit, in an amount as determined by the Board of Directors, which shall apply toward the initiation fee.
- The full-year annual dues and the remainder of the initiation fee shall be payable at the time of acceptance into membership.
- 6.3 Dues are payable from September 1 to December 31 for the following year. Any member dues or assessments within this period shall be deemed delinquent after December 31 and dropped from the membership roll. Such delinquency can be waived only by a two-thirds affirmative vote of the Board of Directors.

- 6.4 Each Senior or Life member shall pay their pro-rata share of any special assessment authorized or levied by a two-thirds vote of the Board of Directors and approved by a two-thirds vote of the members present at a regular or special meeting.

ARTICLE VII

Meetings

- 7.1 Regular meetings of the membership of M.S.C.I. shall be held on the last Thursday of each month at 8:00 P.M. unless due notice to the membership is given by the Secretary, with the authorization of the Board of Directors, to change the date of such stated meeting.
- 7.2 The annual meeting of the membership shall be held on the stated meeting date in August for the primary purpose of electing vacancies on the Board of Directors.
- 7.3 The President or Secretary may call special meetings of the membership at any time with the approval of the Board of Directors. Members shall be notified in such manner as set forth in Section 3.5 of date and hour as fixed by the Board of Directors of any special meeting not less than fourteen (14) days prior to the date of such meeting. The fourteen (14) day notice may be suspended by the Board of Directors and a shorter time notice given to the membership if an emergency exists requiring immediate attention.

- 7.4 The order of business of all general meetings of M.S.C.I., unless dispensed with by a majority vote of members present, shall be Pledge of Allegiance, conservation pledge, roll call of Directors, reading of minutes of previous meeting and approval thereof, correspondence, Treasurer's report, committee reports, old business, new business, and adjournment.
- 7.5 The rules for the conduct of all meetings except as otherwise provided in the By-Laws shall be In accordance with Robert's Rules of Order, Revised.
- 7.6 Individuals or groups desiring to address the M.S.C.I. Board of Directors must make a formal request in such manner as put forth in Section 3.5, asking to be put on the agenda to speak at the next available Board of Directors' meeting.

ARTICLE VIII

Board of Directors

- 8.1 The Board of Directors shall manage the affairs of M.S.C.I.
- 8.2 The Board of Directors shall consist of fifteen (15) Senior and/or Life Members.
- 8.3 The term of the office shall be three (3) years with five (5) Directors being elected each year.

- 8.4
- A. Directors shall meet at 7:00 P.M. on the first Thursday of each month unless changed by the President and authorized by the Board of Directors. At emergency meetings of the Board of Directors, electronic attendance and voting may be acceptable in such manner as approved by the Board of Directors.
 - B. Ten (10) Directors shall constitute a quorum at each Director's meeting.
 - C. All budgets shall be approved by the Board of Directors and submitted to the general membership for approval by members at the third regular monthly meeting after the election of the Board of Directors.
 - D. Conduct the activities of M.S.C.I. in a prudent, professional and business-like manner.
 - E. To enforce these By-Laws and all other reasonable rules and regulations adopted by M.S.C.I. present and future, and to regulate and act on, when necessary, the improper conduct, deportment or sportsmanship of any of its members.
- 8.5 Each Board member shall have an assigned responsibility for the operation of M.S.C.I., which may be as an elected officer, or as a committee chairperson.

- 8.6 Each Board member shall be required to attend all Board and general membership meetings. The President may, under special circumstances, authorize electronic attendance and voting by Directors at Board of Directors' meetings. Absence from three (3) consecutive meetings, without being excused, or other conduct detrimental to the good of the organization shall constitute cause for expulsion from the Board at the discretion and by two-thirds vote of the Board.

ARTICLE IX

Election of Board of Directors

- 9.1
- A. At the general membership meeting in June, nominations for the expiring terms of Directors shall be made from Senior and/or Life members in good standing. Senior and/or Life members shall be nominated from the floor. No member shall be nominated for the Board of Directors unless they are present or have signified in writing their willingness to serve. No member shall be nominated for the Board of Directors unless they have been a member of M.S.C.I. for three (3) years minimum, and have attended at least six (6) of the prior twelve (12) months membership meetings, as evidenced by a sign-in book at each meeting. Any M.S.C.I. employee receiving compensation from M.S.C.I. will not be permitted to be nominated for, or appointed to, a position as an officer or director of M.S.C.I.
 - B. Directors whose term has expired shall be eligible for nomination.

- C. All nominees shall be qualified in accordance with these By-Laws.
- D. The Secretary shall prepare the ballot for the membership of all eligible nominees. The nominees shall be placed on the ballot in alphabetical order identifying the incumbents. Ballots shall be furnished to all members eligible to vote, in such manner as set forth in Section 3.5, that provides an anonymous and secure voting procedure.
- E. At the August annual meeting, the President shall appoint an Election Judge and no less than two (2) tellers who shall serve as an Election Board. No nominee or present Director shall serve on this Board. This Board shall conduct an election tabulation of all ballots cast by the eligible membership for each qualified nominee. The Election Judge shall report to the membership the result of the election and give the Secretary the final tabulation to record in the minutes.
- F. The nominees for Directorship holding the five (5) highest numbers of votes shall serve the full three (3) year term.
- G. Vacancies occurring in any Directorship of M.S.C.I. between yearly elections shall be appointed from Senior or Life members by the President with the majority vote of the Board of Directors to serve the unexpired term of the vacant Directorship.

ARTICLE X

Duties of Officers

- 10.1 The officers shall consist of President, First Vice President, Second Vice President, Secretary and Treasurer, each of whom shall be a member of the Board of Directors. Their term of office shall be one (1) year or until their successor has been elected.
- 10.2 The retiring President shall call a meeting of all Directors eligible to serve for the coming year immediately following the adjournment of the M.S.C.I. August annual meeting. After the meeting is called to order, the retiring President shall announce that nominations are open for the offices stated in 10.1 above. After nominations have been closed, voting shall be by secret ballot and only a simple majority for each office is required for election.
- 10.3 Vacancies occurring in any elected office, either officer or director, shall be appointed by the President from the Board of Directors or from the Senior and/or Life membership with the approval of two-thirds majority of the Board.

ARTICLE XI

Duties of Officers

- 11.1 President: Shall exercise general supervision of all affairs of M.S.C.I. The officers and committee chairmen shall be responsible to the President for the proper and faithful discharge of their general duties and shall make regular reports to the President regarding the business of M.S.C.I. under their responsibility. The President shall preside over all meetings of M.S.C.I. and the Board of Directors, enforce strict observance of the By-Laws, appoint all committees, and casts the deciding vote in the event of a tie. The President shall decide important questions impartially and objectively in the best interests of M.S.C.I. and shall perform such duties as are ordinarily performed by the President of any comparable club, organization or business. The President may make emergency expenditures of up to \$2,500 without prior approval of the Board or the need to call a special meeting. For expenditures over \$500, the President shall explain the expenditure to the Board at the next scheduled Board of Director's meeting.
- 11.2 First Vice President: shall cooperate with the President in carrying out the duties of the President, and assume the duties of the President in the President's absence.
- 11.3 Second Vice President: Shall cooperate with the President and First Vice President in the performance of their duties, and assume the duties of the President in the absence of the President and the First Vice President.

- 11.4 Secretary: Shall keep an accurate record of all general membership meetings and Board of Directors meetings in a bond record book; shall attend to all correspondence and send regular notice to all members of general membership meetings.
- 11.5 Treasurer: Shall receive all monies collected from all income-producing functions of M.S.C.I. and shall deposit all monies in a bank or other financial institution as designated or approved by the Directors in the name of M.S.C.I. and for the sole and exclusive use of M.S.C.I. The Treasurer shall make no disbursements in excess of \$2,500 without sanction of the general membership of M.S.C.I., except for payment of regular monthly or annual invoices such as: approved budgetary expenditures; salaries; utilities; refuse collection; insurance payment; postage; newsletter preparation and printing expense; mandated interest expense on demand notes; dues for approved memberships and emergency expenses. Any disbursement in excess of \$2,500 not previously budgeted for, or included in the above must be reconciled with the current approved club budget. The expenditure will be made only if the total amount can be reconciled with the current budget. All checks and drafts from the funds of M.S.C.I. shall be made in such manner (paper or electronic) as approved by the Board of Directors. The Treasurer shall give a financial report of all monies received and disbursed at each Directors and regular membership meeting and shall also be required to present a year-end accounting of all previous year's business. The Treasurer shall complete and sign all tax and other report forms as required by laws for and on behalf of M.S.C.I.

- 11.6 It is the duty of all officers to attend the general membership and Board of Directors meetings.

ARTICLE XII

Committees

- 12.1 There shall be standing permanent committees consisting of members of the Board of Directors or the general membership appointed by the President. Standing permanent committees shall be Club Property/Lake, House, Skeet, Trap, Garage, Education, Entertainment, Range, Archery, Bar, Membership, and Safety/Insurance.
- 12.2 At the September general membership meeting of M.S.C.I., the President shall present his appointments for the standing committees.
- 12.3 The President or Board of Directors shall have the privilege of appointing individuals to such other special committees as may be necessary for the efficient management of M.S.C.I. The President may delegate to the committee such powers that are within the scope of these By-Laws.
- 12.4 No committee or individual member shall be empowered to take any action or publish any fact or opinion on behalf of M.S.C.I. without prior approval of the Board of Directors. All committees shall make reports to the Board of Directors on all matters considered by them. The Board of Directors shall thereupon take such actions as may be appropriate or may refer the matter to a meeting of the membership.

- 12.5 The President shall be designated as a member of all committees and ex-officio chairman thereof.
- 12.6 At the September general meeting, the President shall appoint a financial examination committee of not less than three (3) members to review the records and accounts of M.S.C.I. A final report will be submitted to the Board of Directors and read to the general membership at the January general membership meeting.

ARTICLE XIII

Employees

- 13.1 The Board of Directors, by two-thirds vote, shall be responsible to provide for such employees as are necessary for the operation of M.S.C.I. Each M.S.C.I. employee receiving compensation from M.S.C.I. will have a position (job) description and receive an annual performance review. The position (job) description will be maintained in a confidential file at the club.
- 13.2 The Employees of M.S.C.I. will be employees at will.
- 13.3 The Employees of M.S.C.I. will report directly to the President of M.S.C.I. or the First Vice President in the absence of the President or the Second Vice President in the absence of the President and First Vice President.

ARTICLE XIV

General Laws and Regulations

- 14.1 Any asset belonging to M.S.C.I. shall not be transferred from any fund or account for any purpose except for payment of approved expenses required to operate and enhance the organization. No monies or real property shall be loaned or conveyed without the approval of the Board of Directors or the membership at a regular scheduled monthly meeting.
- 14.2 No person, organization, or commercial enterprise is permitted to publish, print, or in any way use the name of M.S.C.I. or any form of this name without prior written approval of the Board of Directors of M.S.C.I.
- 14.3 As a condition of being accepted or continued as a member from year to year, each adult member, for himself, his heirs, representatives and assigns, hereby waives any and all rights which he may now have, or which he may have at any time in the future, to bring any causes of action, and/or recover any damages, for any negligence and/or strict liability whatsoever, against M.S.C.I., and/or any office, director or member thereof, arising from any events which may occur on the Club's premises, or in connection with any Club activity, which events or activities occur while he is a member of the Club. Each member further agrees that in the event that the Club or any of its officers, directors, or members is joined as a party defendant in any action in which the member is a party plaintiff, the member will,

upon request, execute a joint tortfeasor's release, in consideration of his membership privileges, and \$1.00, releasing the Club, its officers, directors and members, from liability for direct, contribution, or indemnity damages, and agreeing to satisfy any judgement rendered in the member's favor to the extent of the proportionate or pro-rata share of liability, if any, of the Club, and/or its officers, directors and/or members.

- 14.4 Any action concerning employees of M.S.C.I. regarding salaries, commissions or payments. of any kind or nature, working conditions or any action needed of any kind shall be the strict function of the Board of Directors or their appointees.
- 14.5 No part of any net profits of any function of M.S.C.I. will inure to or benefit any member of M.S.C.I. without prior approval of the Board of Directors.
- 14.6 These By-Laws may be amended or changed. Any amendments or changes are to be submitted in writing to the Board of Directors and if passed by 2/3 of Directors present, read at two (2) successive regular meetings and then voted upon at the third successive regular meeting and then adopted only when approved by a majority vote of the members present. Newly approved rules, constitution or By-Laws of M.S.C.I. will be provided to the membership in such manner as set forth in Section 3.5 and made available to the membership within sixty (60) days of the adoption of said amendments or changes.

14.7 Directors' Liability

- A. General Rule: Except as provided in subsection (B) hereof, a director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any actions unless:
 - 1. The director has breached or failed to perform the duties of his office under section 8363 of the Directors' Liability Act, 42 Pa. C.S.A. Section 8361 et seq., as the same may be amended from time to time, and
 - 2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- B. Exception: The provision of this section shall not apply to:
 - 1. The responsibility or liability of a director under any criminal statute, or
 - 2. The liability of a director for the payment of taxes under any local State or Federal law.

14.8 Indemnification of Advancements

- A. General Rule: Except as provided in subsection (B) thereof, the membership may, but shall have no obligation to, from time to time, and at any time, by a vote of not less than two-thirds of those present at a duly constituted meeting at which a quorum is present:
 - 1. Authorize the appropriate officers of M.S.C.I. to indemnify in whole or in part, any officer or director who has sustained damages, cost and expenses, as a result of any conduct or failure to act, taken in connection with, or related to, his service as a director

or officer of M.S.C.I., to the fullest extent allowed by law, and/or

2. Authorize the advancement of all or part of the costs and expenses of litigation to which he has been or may be made a party because of his position as an officer or director of M.S.C.I., including reasonable attorney's fees, to the fullest extent allowed by law, conditioned upon receipt of a written agreement from him, that all amounts so received from M.S.C.I. shall be repaid to M.S.C.I. if it should be ultimately determined that he is not entitled to indemnification under law, and/or under the provisions of this section.

B. Exceptions:

1. Advancement and/or indemnification shall not be made for any costs, expenses or damages that are otherwise covered by any policy of insurance.
2. Indemnification shall not be made in any case where the conduct or failure to act, giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
3. Advancement and/or indemnification shall not be made on account of any criminal action or proceeding, unless the membership determines that the person seeking indemnification had no reasonable cause to believe his conduct was unlawful.

- C. Availability of Benefits: The benefits of this section may, at the option of the membership, be granted to, or be continued as to, a person who has ceased to be a director or officer or member, and may, at the option of the membership, insure to the benefit of the heirs, executors and administrator of such person.

14.9 Suspension or expulsion.

Suspension or expulsion of a member may occur for such cause as a violation of any of the By-Laws, rules, or regulations of M.S.C.I. or for conduct prejudicial to the best interest of M.S.C.I. Willful acts undermining the goals and objectives of M.S.C.I., its officers, directors, members and employees will be just cause for suspension or expulsion from M.S.C.I. Suspension or expulsion shall be by two-thirds vote of the Board of Directors, provided that a statement of the charges shall have been mailed to the member under charges at his/her last recorded address by certified mail, return receipt, at least fifteen (15) calendar days before final action is taken thereon; this statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take action. The member shall be given the opportunity to present a defense at the time and place mentioned in such notice.