

# Bainbridge Island Sportsmen's Club

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## By-Laws

### Article 1

#### *Name*

This organization will be known as the "Bainbridge Island Sportsmen's Club" and is referred to in these By-Laws as the "Club." The Club is incorporated under the laws of the State of Washington as a nonprofit organization and operated within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code.

### Article 2

#### *Purpose and Objectives*

1. To promote shooting sports and gun safety and to educate the community in the safe and proper use of firearms for recreation, hunting, and self defense.
1. To promote other traditional outdoor recreational activities such as archery, fishing, bushcraft, or backpacking. Any such outdoor activity may be promoted by the club as long as enough interest is sustained by the members to support this activity.
2. To provide programs for learning these traditional outdoor activities and improving individual skills with special emphasis on youth programs to provide a venue for the young to gain from the knowledge of our older, experienced club members.
3. To support our local community through programs such as Thanksgiving and Christmas Dinners, a scholarship program, making available ranges for police training, and any other philanthropic or benevolent effort our membership chooses to sustain.

### Article 3

#### *Membership*

Membership in the Club is open to all citizens and legal residents of the United States of America regardless of race, color, national origin, ancestry, religion, creed, gender, marital status, sexual orientation, age, physical disability, veteran's status, political affiliation provided that those engaging in shooting sports are not legally restricted in their ownership or use of firearms.

#### **Section A: Membership Classifications**

1. Membership in the Club is for a period of one year (except Life Membership) and is comprised of the following classifications:
  - a) *Individual Membership:* Any person 18 years of age or older may become an Individual Member of the Club upon acceptance of their application and payment of dues. Individual members are entitled to vote on Club business.
  - a) *Family Membership:* Any person 18 years of age or older, a spouse or domestic partner and up to two (2) children that are less than 18 years of age or a single parent and up to three (3) children that are less than 18 years of age may apply for Family Membership of the Club upon acceptance of their application and

payment of dues. Adult Family members are entitled to the same rights as Individual Members. Minor children are not entitled to vote on Club business.

- b) *Senior Membership*: Any person 65 years of age or older may become a Senior Member of the Club upon acceptance of their application and payment of dues. Senior members are entitled to vote on Club business. If requested, Senior membership shall include the Member's spouse or domestic partner.
  - c) *Handicap Membership*: Any person 18 years of age or older may become a Handicap Member of the Club upon acceptance of their application and payment of dues. Handicap members are entitled to vote on Club business. If requested, Handicap Membership shall include the Member's Spouse or domestic partner.
  - d) *Youth Membership*: Youth between the ages of 10 and 18 may become a Youth Member of the Club if no parent is a member provided their application is accompanied by a letter signed by at least one parent or legal guardian approving membership. Youth Members are not entitled to vote on Club business.
  - e) *Life Membership*: Life Membership may be extended to any person in recognition of extended service to the Club or outstanding accomplishments in accordance with the purposes for which the Club was formed by recommendation of the Board of Directors and approval of a majority of the membership at any regularly scheduled meeting. Life members are entitled to vote on Club business. If requested, Life Membership shall include the same individuals as in a Family Membership.
  - f) *Other Memberships*: The Board may create other types of memberships as needed.
2. Any person not an American citizen may become a Member of the Club upon application, the sponsorship of a Member and specific approval of the Board of Directors.

### **Section B: Member Privileges and Responsibilities**

1. Privileges enjoyed by all Members include but are not limited to:
- a) Use of ranges and participation in Club activities.
  - a) Participation in specific Club groups such as Archery, Pistol, Trap or Rifle as long the Member pays any costs or dues required by these groups.
  - b) Receipt of all Newsletters.
  - c) Children of Individual or Family Members that are under the age of 18 and not formally Members themselves, and Youth Members are entitled to use the Club's facilities and to participate in its activities if accompanied by a parent or participating in a supervised activity.
2. Responsibilities borne by all Members include but are not limited to:
- a) Safe use of all ranges in a manner complying with all widely recognized rules for range safety, etiquette, and common personal courtesy and a working knowledge of the Club's specific Range Rules.
  - b) Possession of a Club Membership card and an additional form of widely recognized picture I.D. such as a driver license or student I.D. whenever using a range.

- c) Maintain Membership in good standing by the payment of annual dues or assessments as defined in Article 4, attendance at the Annual General Meeting, voting in Club elections and on proposed changes to Club By-Laws.

### **Section C: Suspension and Expulsion**

1. The Board may by majority vote suspend a Member for a period not to exceed three months upon receiving evidence this Member has committed acts or exhibited conduct deemed harmful to the Club. This evidence then must be presented to the General Membership at the Club's next General Meeting for resolution in accordance with Section C 2 below. The Board will send a letter to the suspended Member outlining the reasons for suspension and pending expulsion and inviting the Member to appear at the next General Meeting to explain and defend the actions or conduct at question.
1. A Board Member will outline the charges against the suspended Member and present any evidence supporting expulsion. The suspended Member will be given the opportunity to rebut the charges and to present a defense. The General Membership will be given the opportunity to discuss and argue the case and ask any questions of the Board and the suspended Member. A vote then will be taken to determine if the expulsion of the Member should be made permanent. An expulsion requires a two-thirds affirmative vote of the attending Members.

## **Article 4**

### *Dues and Assessments*

#### **Section A: Dues**

1. Membership dues become payable upon joining the Club and a member's renewal falls due on the day they originally joined the Club (the "Member's Renewal Date"). Annual dues are payable on the Member's Renewal Date and their membership will lapse (i.e. is canceled) if dues are not paid within 30 days from the renewal date.
2. The Board will review the Club's financial condition in the third quarter of each calendar year and determine next year's level of dues and fees for Members that will allow the Club to continue a fiscally sound operation.
3. The Board's proposed increases to dues or fees must be approved by a majority of Members attending the Club's Annual General Meeting. The Board may decrease dues or fees with a majority vote of the Board at any regularly scheduled monthly Board Meeting.
4. The Board, at any regularly scheduled monthly Board Meeting, may determine the amount of any initiation fee(s) to be charged for a new Membership or reinstatement fee(s) for renewal of a Membership that has lapsed. Fee(s) waiver petitions may be submitted by active duty military, local law enforcement officers, Senior Members, Youth Members or for any dependent Family Member who applies for Individual Membership within one year of reaching 18 years of age.
5. Life Members are exempt from dues.

#### **Section B: Assessments**

The Board can call for a special assessment of the Members for extraordinary expenses of the Club which the Club annual budget does not contain or does not fully fund.

1. The Board will present evidence of the need for the special assessment at the Club's next General Meeting. The Members will then discuss this need and vote on whether the proposed special assessment should be approved.
1. Family Memberships will be responsible for one special assessment only.
2. Active duty military, local law enforcement officers, Life and Youth Members are exempt from all special assessments.
3. A Member failing to pay a special assessment by the end of the next full quarter following the levying of the special assessment will have Membership suspended until the special assessment is paid. A Member who has failed to pay an special assessment cannot rejoin the Club without paying the special assessment. If more than one year has passed between the suspension of a Membership for failure to pay a special assessment and the re-application for Membership, the Board may, at its discretion, assess a carrying charge of some representative rate of interest on the special assessment to be repaid as a condition to rejoining the Club.
4. If in the judgment of the Board of Directors, upon the recommendation of the Membership Chairperson, a Member has allowed their Membership to lapse in anticipation of avoiding a special assessment then the Member must pay the special assessment and any carrying charge (determined consistent with section 4 above) as a condition to rejoining the Club.
5. Any Member can petition the Board for exclusion from assessment due to financial hardship.

## **Article 5**

### *Meetings*

#### **Section A: Meetings and Notification**

1. An Annual General Meeting (AGM) will be held in December of each year for the purposes of electing Officers and voting on other important Club business. Members will be notified of the AGM at least 45 days in advance. A further notice containing the Agenda for the AGM, nominations and ballot papers for Officer positions and details of any other business or votes proposed shall be sent 15 days in advance of the AGM.
1. Board Meetings will be conducted monthly unless prevented by extraordinary circumstance. The General Membership is welcome and encouraged to attend these meetings. The Board will allow input and comments from the Membership in attendance at these meeting, but the efficient conduct of business should be the Board's primary concern. The Board, therefore, can restrict the participation of the General Membership if it becomes necessary in order to efficiently conduct business.
2. The Club will hold a General Meeting at least quarterly. General Meetings are open to all voting Members in good standing. The frequency and dates of the Club's General Meetings will be determined by the Board. Members will be notified of General Meetings at least 30 days in advance of the General Meeting.
3. Special Meetings of the Club can be called by the Board or by written request of at least ten percent (10%) of voting Members. Special meetings will be scheduled promptly and at times to ensure maximum attendance.

4. Notice of for all meetings shall specify the place, day, and hour of meeting, provide an Agenda and attach any details relevant to the business to be conducted in order to inform the Members.
5. All meeting notices will be broadcast via the Club's Newsletter, US Postal Service mail, electronic mail and posted on the Club's website as appropriate to Member needs.
6. All meetings will be held at the Bainbridge Island Sportsmen's Club facilities unless none are available due to construction or loss.
7. All meetings and business will be conducted in accordance with Robert's Rule of Orders. In case of a conflict between Robert's Rules of Orders and these By-Laws, the By-Laws take precedence.

### **Section B: Quorum and Voting by Proxy or Electronic Means**

1. In order to conduct a Board meeting, a quorum of at least one-third<sup>1</sup> of the number of Board Members (including at least one of the Officers) is required to be present in person, via a conference call or have provided another Board Member with their written Proxy for all issues listed on the Board's meeting agenda.
1. Ten percent (10%)<sup>2</sup> or more of voting Members of the Club plus four (4) Members of the Board of Directors will constitute a quorum at any Annual, General or Special meeting specifically needing a quorum to conduct the Club's business.
2. Proxy voting is allowed on all issues coming before the General Membership. A separate proxy is required for each specific issue to be voted on. A statement of the issue, how the Member votes on the issue, the Member's name, Membership number, signature, and date is required to constitute a valid proxy.
3. Electronic voting is allowed on all issues, amendments and elections provided that the electronic medium contains the same information as printed forms. The detail of the vote required, a method of recording a Member's vote, the Member's name, Membership number and date are required to constitute a valid electronic vote.

## **Article 6**

### ***Nominations and Elections***

1. The Board can by majority vote nominate candidates to fill the role of Club Officer or Trustee.
1. Members may nominate a candidate or candidates by sending a letter or email to the Club President with the candidate(s) name, address, phone number and email address (if any). Nominations must be co-signed by at least three (3) Members in good standing who are not standing for nomination and by the nominated candidate.
2. Nominations must be received in time to be published electronically and in the Club's Newsletter at least thirty (30) days prior to the Annual General Meeting.
3. The Board will ensure that all communication to Members regarding the upcoming election, nominations, and procedures takes place in a manner allowing reasonable time for nominations to originate from the General Membership.

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<sup>1</sup><http://app.leg.wa.gov/rcw/default.aspx?cite=24.03.110> Revised Code of Washington. Section 24.03.110

<sup>2</sup><http://app.leg.wa.gov/rcw/default.aspx?cite=24.03.090> Revised Code of Washington Section 24.03.090

4. All candidates will be allowed to submit electioneering material to be published in the Club's Newsletter.
5. If there are competing candidates, any candidate may request a November General Membership Meeting to be held after the November Board meeting to make a campaign presentation. The request will be made available to all candidates. If a candidate so requests, the request must be made early enough to allow time for the Club to inform the Membership so that they may attend this meeting. In this case the Club will make a special mailing to the Members informing them of this meeting and the appearance of any candidates.
6. Ballots will be sent to all Members eligible to vote at least twenty (20) days prior to the election. Members may return their ballots by mail to the Club's mailing address, may bring them to or vote in-person at the Annual General Meeting or vote electronically in accordance with the provisions of Article 5 Section B (4).
7. Ballots will be assembled at the Annual General Meeting. The Board, excluding any Trustees who are also candidates, will open and count the ballots and announce the election results.

## **Article 7**

### *Officers, Trustees and Board of Directors*

#### **Section A: Officers, Trustees and Board of Directors**

1. The Officers of the Club shall be a President, Vice-President, Secretary, and Treasurer, all of whom shall be elected by those Members of the Club in good standing. Officers shall have general charge of the business, property, legal and financial operations of the Club.
1. Members of the Club in good standing shall elect Trustees who shall exercise oversight of the Club's assets, officers and operations to ensure that the Club is well managed and remains fiscally sound, and to maintain the legal and ethical accountability of Club, staff and volunteers.
2. These Officers and Trustees (Board Members) will constitute the Club's Board of Directors (the Board). Board Members are legally required to be informed and active participants in corporate governance in acting to fulfill the Club's mission.
3. All Officers and Trustees must be twenty-one (21) years of age or older.
4. Each Officer shall have the authority and shall perform the duties set forth in these By-Laws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers.
5. The Board may also appoint Committees, Chair-persons, Managers and such other positions as it deems expedient for the proper conduct of the business of the Club, each of whom shall have such authority and shall perform such duties as the Board may determine. One person may hold two or more Board offices, but no Board Officer may act in more than one capacity where action of two or more officers is required.
6. All Officers and Trustees serve without pay.

## **Section B: Roles and Responsibilities**

1. PRESIDENT. The President shall preside at all meetings of the Club and of the Board. The President shall be a member ex-officio of all regular and special committees, and shall perform all such other duties as usually pertain to that office.
1. VICE-PRESIDENT. The Vice-President shall perform the duties of the President in his/her absence or at his/her request.
2. SECRETARY. The Secretary shall conduct all official correspondence pertaining to the proper preparation and forwarding of all reports required of the Club. The Secretary shall notify the Board Members of all meetings, notify all Members of Special and Annual Meetings as required in Article 5 and keep a true record of all meetings of the Board and of the Club. The Secretary shall have the custody of documents and forms used by the Club and all applications for membership in the Club.
3. TREASURER. The Treasurer will be responsible for the collection of all fees and dues and shall have charge of all funds of the Club and place the same in such bank or investment accounts as may be approved by the Board. Such money shall only be withdrawn for the payment of such bills as have been approved by the Board. The Treasurer shall keep an accurate account of all financial transactions and render a detailed report with supporting documents at any meeting of the Board when requested, including the annual report to the Club at its Annual General Meeting. He/she shall be responsible for filing all federal tax returns and for re-affiliating the club annually with any state or national organizations. The Treasurer shall be responsible for maintaining property, liability or other required insurances of the Club and its Officers.
4. TRUSTEES. The Trustees shall be Members whose role is to keep the interests of the Club and its Members foremost. Trustees shall provide historical insight, counsel, expertise or assistance to the Officers of the Club, exercise oversight of the Club's assets, Officers and operations to ensure that the Club is well managed and remains fiscally sound and maintain the legal and ethical accountability of Club, staff and volunteers.
5. The Board may delegate among itself, Members or to its designated agent any other function or duty it deems fit or necessary for the conduct of Club business.

## **Section C: Continuity and Financial Oversight**

1. A primary objective of the Board is to operate the Club in a manner that assures the Club's long term, ongoing viability.
1. The Board shall oversee all expenses and may authorize expenditures up to the approved annual expense limit without seeking the approval of the General Membership. All expenditures in excess of the approved annual expense limit must be authorized by a majority vote at a general membership meeting that satisfies the quorum requirement as defined in Article 5 of these By-Laws.
2. The annual expense limit and operating budget shall be established by the Treasurer and Board and authorized by a two-thirds (67%) majority of voting Members at the Annual General Meeting.
3. The annual expense limit shall not apply to authorized project expenditures such as required to meet the needs of the FARR/Grant contracts and the Board shall be permitted to acquire financing and/or use Club financing to facilitate the cash flow requirements associated with State billing requirements and to commit to expenditures required to meet the needs of the FARR/Grant contracts.

## **Section D: Terms, Limits and Filling Board Vacancies**

1. Each Officer shall serve a one (1) year term of office.
1. Each Trustee shall serve a three (3) year term of office.
2. Unless appointed to fill a vacancy in an Officer position, each Board Member's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.
3. Resignation of any Officer or Trustee may be accepted by a majority vote of the remaining members of the Board.
4. If the Presidency is vacated during the year, the Vice President shall fill the position.
5. If a vacancy occurs on the Board, the remaining Board Members will nominate a Member to fill that position for the balance of the term. Upon the Member's acceptance of the nomination, a majority vote of the remaining members of the Board is required to confirm the appointment.

## **Article 8**

### *Committees, Managers and Operational Roles*

1. The Board may create and define a range of responsibilities for special or standing committees such as Facilities Maintenance, Range Safety Operations, Special Events, Marketing, Communications and Community Relations, Youth Programs or any other committee useful to or supportive of the Club or its member's activities.
1. The Board will appoint a Chair for each committee it forms. The Chairperson is responsible for reporting to the Board, at its request, on the activities of the committee.
2. The Board may fund all or some portion of the activity of a committee. The committee itself may levy operations or consumables fees or charges on Members participating in certain Club activities overseen by the committee, such as trap shooting, and may keep the fees in a separate financial account to fund these activities. Oversight of all financial accounts shall be the responsibility of the Treasurer, and shall be overseen by the Board.
3. Each committee chair will prepare and submit to the Treasurer a written annual budget containing expected revenues, expected expenses and any extraordinary expenses for the coming year. Each committee chair will also prepare and submit quarterly reports to the Treasurer of their expenses and activities, and the Committee's chairperson may be required to provide further details in person to the Board at its request. Funding for any extraordinary expense occurring during a year that was not included in the annual budget shall be Board approval prior to such expenditure.
4. The Board will appoint a Manager for each Range (Archery, Pistol, Trap etc). The Manager is responsible for the operation of their appointed Range and reporting to the Board on the activities of the Range.
5. Chief Range Safety Officer. The Chief Range Safety Officer (CRSO) will be appointed by the Board for the purpose of maintaining a safe range complex. The CRSO or designated Senior Range Safety Officer will conduct Range Safety Officer (RSO) training as needed using the National Rifle Association (NRA) Range Safety Officer Training Program or



similar programs approved for RSO training in individual disciplines. The CRSO will have charge of all safety instruction with authority to appoint RSOs, maintain records of all RSO training and forward all documentation to the Secretary for record keeping and compliance. The CRSO will make no contracts or expend funds without the authorization of the Board.

6. Range Safety Officer. The Board must approve Candidates desiring to become a Range Safety Officer (RSO). Candidates must attend a RSO class given by the CRSO or other person or organization approved by the Board to provide such training. Upon completion of RSO training the CRSO will advise the Board if a Candidate is qualified and suitable for final approval as a RSO. RSOs trained in one discipline cannot perform RSO duties in another discipline without the written approval of the CRSO.

## Article 9

### *Intoxicating Substances*

1. The social use of alcohol is allowed at the Club ***only*** when ***all*** ranges are inactive and are to remain inactive for the remainder of the day. The consumption of alcohol or any other intoxicating substance *anywhere* on Club property is strictly forbidden while any range is active or may be become active later in the day.
1. Any Member or guest on any active range, whether they themselves are participating in shooting or not, who exhibits any level of intoxication must be asked to leave. It is the duty of ***any*** Member observing such an individual to ask that individual to immediately leave Club property.
2. The use of alcohol or any other intoxicating substance in a manner prescribed in these By-Laws or in any other manner that any *reasonable individual* would deem unsafe or prejudicial to the Club will result in the immediate, mandatory, and permanent revocation of Club Membership and permanent denial of access to Club property. The Board will be the sole and final judge of the 'reasonable individual' clause.

## Article 10

### *Amendments and Revisions*

1. Consideration for the alteration, amendment, or rewriting of the Articles of Incorporation or these By-Laws can be proposed at any regularly scheduled General Meeting or at a Special Meeting called to consider such proposals.
1. Proposed changes must be presented in writing and read to the Membership at the meeting at which they are presented with the exception of extensive changes and alterations that would be impractical to read aloud. In this case, written copies of the proposed changes must be distributed to all Members present who request one. Notice and details of proposed alterations, amendments, or rewriting of the Articles of Incorporation or these By-Laws must be posted on the Club's website and circulated via electronic means where applicable to meet Member needs.
2. The Membership will be allowed to discuss the proposed changes and ask any questions of those Members proposing the changes at the meeting at which they are proposed.
3. Acceptance of any proposed alteration, amendment, or rewriting of the Articles of Incorporation or these By-Laws will be voted on at the next regularly scheduled General

Meeting or at a Special Meeting called to vote on such proposals as long as either meeting satisfies the quorum requirements of Article 5 and follows the meeting at which the proposals were originally presented by at least 30 days.

4. An approval by a two-thirds (67%) of the Members voting at the meeting is required to accept proposed alteration, amendment, or rewriting of the Articles of Incorporation or these By-Laws.

## **Article 11**

### *Loans*

1. The Club and its Board can make no loans to its Officers, Trustees, or any Members from any Club funds nor can the Club co-sign on any loan underwritten by another institution to such individuals.
1. Before the Club can incur any loan, the Board must seek approval of the Membership at a General Membership Meeting where a quorum pursuant to Article 5 Section B 2 is present. A two-thirds (67%) majority of Members voting at the meeting is required for approval.

## **Article 12**

### *Relocation or Dissolution*

1. In the event the Club is forced to relocate, the Board will proceed to liquidate all Club holdings at the highest reasonable price. The proceeds will be invested in short term, cash management instruments such as U.S. Treasury Bills, Certificates of Deposit (CDs) with major local banks or thrifts, money market accounts or interest bearing checking accounts of major local banks or thrifts.
1. The Board will seek to obtain temporary meeting premises for the Club or privileges to use range facilities with similar local clubs at a reasonable cost. The Newsletter will continue to be produced and website updated even if no new meeting place is found.
2. The Club will continue to accept Memberships and collect annual dues at approved rates that factor in the lack of owned facilities.
3. The Board will seek to secure and purchase a suitable new location for the Club anywhere in the region.
4. If such a location cannot be acquired, or at least contracted for, within two years of the relocation from the Club's original site, the Board will call a Special Meeting and propose dissolution of the Club and allocation of assets to other non-profit organizations that support traditional outdoor recreational activities such as archery, fishing, bushcraft or backpacking.
5. The Board will review other local, community based educational and youth support organizations and will allocate the Club's Scholarship Fund assets among the organizations the Board believes will make best use of the funds.
6. In the event a Board Member of our Club is also a board member or considered an influential member of an organization under consideration for allocation of Club assets, that Board Member will be considered conflicted and will be recused from voting on such allocations.

7. In the event the Club's assets are liquidated and donated to other organizations, the Club will notify Washington State's office of the Secretary of State that the corporation known as the Bainbridge Island Sportsmen's Club had been dissolved.
8. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the organization 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.

## **Article 13**

### ***Conflict of Interest Policy***

1. The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.
1. Definitions:
  - a) Interested Person - Any director, principal officer, or member of a committee with Board of Directors delegated powers with a direct or indirect financial interest, as defined below, is an interested person.
  - a) Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
    - An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
    - A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
    - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.
  - b) Compensation - Direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or committee decides that a conflict of interest exists.
2. Procedures:
  - a) Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and

members of committees with Board delegated powers considering the proposed transaction or arrangement.

- a) Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

3. Addressing the Conflict of Interest:

- a) An interested person may make a presentation at the Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Board Members whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

5. Violations of the Conflicts of Interest Policy:

- a) If the Board or committee has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.
- b) If after hearing the Member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- c) The minutes of the Board and all committees with Board delegated powers shall contain;
  - The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors or committee's decision as to whether a conflict of interest in fact existed.

- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation:

- a) A member of the Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that Member's compensation.
- a) A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b) No member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- c) The Board will obtain and rely on market data regarding compensation paid by similar organizations for similar services. An opinion as to reasonableness from an independent compensation consultant will be obtained.
- d) The Board will contemporaneously document the basis for the compensation decision, including the decision made and the market data relied on to establish reasonableness, in its minutes.

6. Each director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement, which affirms such person has:

- a) Received a copy of the conflicts of interest policy,
- a) Read and understands the policy,
- b) Agreed to comply with the policy, and
- c) Understood the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

7. To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- a) Whether partnerships, joint ventures, and arrangements with management of the corporations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services,

further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8. When conducting the periodic reviews as provided for in Section 8, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATE OF ADOPTION OF BY-LAWS

We do hereby certify that the above stated By-Laws of Bainbridge Island Sportsmen's Club were approved by majority vote of members at the Club's Annual General Meeting on December 17<sup>th</sup> 2015 and constitute a complete copy of the By-Laws of the Club.

Adopted effective January 1, 2016

\_\_\_\_\_  
President Date

\_\_\_\_\_  
Vice President Date

\_\_\_\_\_  
Secretary Date

\_\_\_\_\_  
Treasurer Date

Sworn to and subscribed before me this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, by

\_\_\_\_\_  
**Secretary**  
Bainbridge Island Sportsmen's Club.

*Seal and Signature of Notary Public-State of Washington*

*Name of Notary Typed, Printed, or Stamped*