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BYLAWS

of

**DORMONT-MT. LEBANON SPORTSMEN'S CLUB**

(a Pennsylvania nonprofit Club)

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**Bylaws**  
**Of the**  
**Dormont-Mt. Lebanon Sportsmen's Club**

ARTICLE I

NAME AND PURPOSE

Section 1.1. Name. The name of the Corporation is Dormont-Mt. Lebanon Sportsmen's Club (hereinafter referred to as the "Club"), incorporated under the Pennsylvania Nonprofit Club Act of 1933 on April 11, 1938.

Section 1.2. Purpose. The purposes of the Club shall be: (a) to promote public awareness of the need for conservation of our natural resources of game, aquatic life, forests and streams, (b) to encourage public spirited citizens to join in membership for education in the safe sporting use of firearms and archery, to foster firearm safety and competitive marksmanship, (c) to provide and maintain target ranges and other recreational facilities commensurate with the needs of the members, and (d) to promote good fellowship and a high standard of ethics among sportsmen.

Section 1.3. Operation. All business transactions, activities, contract negotiations, schedules, reports and financial statements shall be the sole responsibility of the Officers and the Board of Directors. The functioning of the Club shall be under the direction of the Board of Directors, and such committees and delegated members as are duly appointed by the Board of Directors. The

operation and functions of the Club are not to be extended or used by any individual member for private use or personal gain.

Section 1.4. Status. The Club is an independent, nonprofit organization, supported by membership dues and other fund-raising endeavors as approved by the Board of Directors. No part of the income or assets of the Club shall be any time inure to the benefit of, or be distributed to any of its individual members, except in the event of the dissolution of the Club as described in Article XI.

Section 1.5. Seal. The corporate seal shall be round, with the name "Dormont-Mt. Lebanon Sportsmen's Club, Pennsylvania", inscribed around the circle and within the circle, the word "Seal-1938".

Section 1.6. Official Publication. The official publication of the Club shall be known as "Sportsmen's Notes". It shall be issued as often as is deemed necessary for information, news, schedules of activities, notifications of events or the publicity of any items of interest of the Club and shall be delivered to the membership by mail or electronic means.

## ARTICLE II

### MEMBERSHIPS

Section 2.1. Types of Memberships. The club shall maintain five (5) classes of membership as set forth in the following sections.

Section 2.2. Active Member. An Active Member shall be a person 21 years of age or older who has paid the applicable initiation fee and the annual dues

as in effect from time to time. An Active Member shall have full voting rights at any Club meeting and shall be eligible to hold any Club office.

Section 2.3. Senior Member. A Senior Member is one who is 65 years of age or older, and who has been an Active Member in good standing for a minimum of 10 consecutive years. A Senior Member may be eligible for a reduction in annual membership dues, as determined by the Board of Directors.

Section 2.4. Intermediate Member. An Intermediate Member shall be a person 18 years of age or older, but less than age 21 who has paid the applicable initiation fee and the annual dues as in effect from time to time. An intermediate member shall have no voting rights and shall not be eligible to hold office. A key may be issued to an Intermediate member to permit entry to Club grounds.

Section 2.5. Life Member. Any Active Member may become a Life Member by an advance payment of an amount to be determined from time to time by the Board of Directors and shall thereafter be exempt from annual dues. A Life Member shall have full voting rights at any Club meeting and shall be eligible to hold any Club office. At the discretion of the Board of Directors, an individual may be proposed for an Awarded Life Membership. Publication of such intent shall be made in the Sportsmen's Notes for two consecutive months. Thereafter, at the next regular meeting of Members, a vote on the proposal shall be taken, and the affirmative vote of a majority of Members in attendance shall constitute approval.

Section 2.6. Junior Division. Any person have attained the age of 12 years and less than 18 years of age may enroll in the Junior Division of the club upon annual payment of the applicable registration fees in effect at the time of enrollment and with the written consent of the parent or guardian. There will be two categories within the Junior Division:

- (a) ACTIVE JUNIOR - any person between 12 and 18 years of age whose parent or guardian is an Active Member. Such Active Junior shall not have voting rights, nor shall be eligible to hold any Club office. Further, Active Juniors may have full use of Club facilities only under the direct and immediate supervision of an Active Member;
- (b) AFFILIATE JUNIOR - any person between 12 and 18 years of age whose parent or guardian is not an Active Member. Such Affiliate Junior shall not have voting rights nor be eligible to hold any Club office. Further, Affiliate Junior activities shall be limited to participation in Club activities such as Hunter Safety Course, Marksmanship Training, Junior Club Teams, scheduled shoots, and may use range facilities, but only under the direct and immediate supervision of Active Members so designated to conduct such activities.

In no event are persons enrolled in the Junior Division to be on the Club grounds without the direct and immediate supervision of an Active Member.

Section 2.7. Acceptance to Membership. Any person qualifying under Sections 2.2 to 2.6 of good moral character, a citizen of the United States of America, who agrees with the purposes and functions of the Club, may apply for membership. An application form must be completed in full detail, be accompanied by the applicable dues and initiation fee for the calendar year and be signed by two sponsoring active members in good standing. The completed application shall be brought to the Board by the Secretary. A vote of approval by a majority of Directors present shall constitute acceptance for membership. The Club Secretary shall furnish a membership card, emblem badge, copy of the Club Bylaws, and other

pertinent papers to all accepted new members. Upon payment of a stipulated deposit, a key to the Club grounds shall be issued as appropriate.

Section 2.8. Resignations. Any member may withdraw from the Club for any reason by submitting a written resignation to the Secretary. A resignation exempts the Club from any refund of any dues and makes compulsory the settlement of all obligations to the Club and the return of any records, keys, property or materials to the Club Secretary.

Section 2.9. Reinstatements. Any member who has resigned or lost his membership for failure to pay annual dues, may be reinstated upon written application to the Membership Committee and payment of the then-applicable initiation fees and annual dues.

Section 2.10. Discipline. The Board shall review any complaint regarding a member or group of members of the Club. The Board shall have full authority to privately discipline or publicly reprimand, suspend or expel any member for just cause. Such cause may consist of the violation of any Bylaw, Rule or Regulation of the Club, or of conduct which in the opinion of the Board is prejudicial to the Club's welfare, safety, or to the good order of discipline therein, or upon its premises, or any improper use of or damage to the Club or its property. Public reprimand, suspension or expulsion of a member shall not be made until the member shall have had an opportunity to present a defense. The Secretary shall give a charged Member not less than one week's written notice of a hearing, and the notice shall specify the charges and the time and place the Board will consider the charges. The member shall be given an opportunity to present his defense at the hearing.

Section 2.11. Dues and Initiation Fee. Club dues and initiation fees shall be determined from time to time by the Board of Directors. Dues for the calendar year become due and payable during the month of January of that year. If payment has not been received on or before February 15 of that year, the Secretary shall notify the member that he has been dropped from membership and reinstatement can only be effected in accordance with Section 2.9.

Section 2.12. Nontransfer of Membership Privileges. Membership privileges are not transferable or assignable in any manner, and shall cease upon death, resignation or expulsion.

### ARTICLE III

#### MEMBER MEETINGS

Section 3.1. Annual Meeting. The annual meeting of members of the Club shall be held the third Thursday of November at such place as may be designated by the Board of Directors. The purpose of the Annual Meeting shall be to elect five (5) Directors for a term of three years each, and for the transaction of such other business as may properly be brought before the meeting. Notice of the annual meeting shall be published in the October issue of the "Sportsmen's Notes", or special notice may be sent to each voting member by the Secretary.

Section 3.2. Order of Business. The Order of Business at the annual meeting shall be as follows:

Call to order.

Reading and disposition of any unapproved minutes from any previous annual meeting.

Reports of Officers.

Report of Board of Directors.

Reports of Committees.

Election of Directors.

Unfinished business.

New business.

Communications.

Adjournment.

Section 3.3. Regular Meetings. The regular monthly meetings of the members shall be held on the fourth Thursday of the month, except the months of November and December when the meetings shall be held on the third Thursday of the month. The regular monthly meetings shall be held at the Club unless another location is specific by the Board of Directors in which case notice of such changed location shall be provided to the membership. At the discretion of the Board, regular meetings may be suspended during the months of June, July and August.

Section 3.4. Special Meetings. Special meetings of the club shall be called by the President, or upon the written application of ten or more active members of the Club. Special meetings shall be held at a time and place designated by the Board of Directors. A notice giving the time and place of meeting, and stating the nature of business to be transacted, shall be sent by the Secretary to each member of the Club at least five days prior to the meeting, or shall be published in the "Sportsmen's Notes" the month prior to the meeting. At a special meeting, no business other than that stated in the notice may be transacted.

The order of business for special meetings shall consist of:

Call to order.

Reading and disposition of any unapproved minutes from any previous special meetings.

Presentation of the purpose of calling special meeting.

Discussion and action upon that presentation.

Adjournment.

Section 3.5. Quorum. Twenty-five voting members of the Club (Active, Senior and Life) shall constitute a quorum at any regular or special meeting, but less than that number may adjourn the meeting to another date.

Section 3.6. Parliamentary Rules. Robert's Rules of Order shall govern the conduct of all business meetings.

## ARTICLE IV

### DIRECTORS

Section 4.1. Number, Election and Term of Office. The affairs of the Club shall be managed by a Board of Directors. The number of Directors which shall constitute the full Board of Directors shall be fifteen (15) voting Members (Active, Senior and Life). The term of office of a Director is three (3) years. Each Director shall hold office from the time he accepts office or attends his first meeting of the Board and thereafter until the expiration of his term or until his earlier death or resignation. In the event of a vacancy on the Board, the remaining members of the Board shall elect a voting member of the Club to fill such vacancy for the unexpired term of the original Director.

Section 4.2. Annual Meeting of the Board. The annual meeting of the Board of Directors shall be the first regular Board meeting following the annual meeting of the Club. The officers elected at this annual meeting of the Board of Directors shall take office immediately.

Section 4.3. Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held monthly at such time and place as shall be designated by

the President from time to time. New officers shall be elected at the regular meeting on the first Thursday in November. Notice of regular meetings of the Directors shall be made either by publication in the "Sportsmen's Notes" of the preceding month, by personal notice from the President, or by notices mailed or e-mailed by the Secretary to each director not less than five days before the date of such meeting, except that whenever the time or place of regular meetings shall be initially fixed and then changed, notice of such action shall be given promptly by telephone or otherwise to each Director not participating in such action. Any business may be transacted at any regular meeting.

Section 4.4. Regular Meetings of the Board. Regular meetings of the Board of Directors shall be held monthly on the second Thursday of the month, except for the months of November and December where the date shall be the first Thursday. Regular meetings of the Board shall be held at the Clubhouse unless another location is specified and communicated to the Board not less than five (3) days in advance by the President.

Section 4.5. Special Meetings; Notice. Special meetings of the Board of Directors may be called at any time by written request of not less than five (5) Members of the Board, or by the President, to be held at such time and place as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Board of Directors shall be given by the President personally to each Director or by the Secretary in writing, by telephone or electronically not less than five (5) days before the meeting, including the purpose for the meeting. Any business may be transacted at any special meeting regardless of whether the notice calling such meeting contains a reference thereto.

Section 4.6. Quorum. At all meetings of the Board of Directors, the presence of at least nine (9) of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present at any meeting, the meeting may be adjourned until a quorum is present.

Section 4.7. Powers of the Board. In addition to any and all powers conferred upon the Board by law and by the articles of incorporation of the Club, these Bylaws, without in any manner or degree abrogating, limiting, or modifying any such powers, grant to the Board the following authority:

(a) To establish the terms and conditions upon which a person may be accepted to membership. To examine and judge the qualifications of each applicant for membership, being hereby granted full and final authority to accept or reject any membership application in accordance with Article II.

(b) To discipline a member privately for cause upon the affirmative vote of a majority of the Board; public reprimand or expulsion shall require a quorum of Directors and a majority vote of those present.

(c) To elect, at the Annual Meeting of the Board, from among its Members a President, a Vice President, a Secretary and a Treasurer. Neither the President nor Vice President shall also serve as Secretary or Treasurer.

(d) To determine the initiation and other fees including annual dues in accordance with Section 2.11.

(e) To make, alter, or amend Club rules, and provide penalties for infractions of rules and regulations.

(f) To make or authorize the purchase of materials or supplies, and to contract for whatever may be reasonably required for the operation and maintenance of the Club, to make such alterations and improvements of the property of the Club, and in the Club facilities, or modify or discontinue any Club facilities where such action in their discretion is necessary or expedient.

(g) To appoint delegates to various associations.

(h) To remove a Director from the Board for cause. The absence of a Director from four meetings of the Board in any calendar year without permission of the Board or President shall be sufficient cause for removal.

(i) To direct the President to call special meetings of the Club in accordance with Section 3.4.

(j) To elect a presiding officer in the event that the office of both President and Vice President are vacant.

Section 4.8. Actions of the Board. Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the Directors present at a meeting duly convened and at which a quorum is present. The President, if present, or if not, the Vice President, if present, or if not, a Director designated by the Board, shall preside at each meeting of the Board. The Secretary, or in his absence any Assistant Secretary, shall be responsible for ensuring that the minutes at all meetings of the Board of Directors are recorded in some reasonable manner. In the absence of the Secretary and an Assistant Secretary, the presiding officer shall designate any person to take the minutes of the meeting.

Section 4.9. Meetings by Telephone. One or more Directors may participate in any regular or special meeting of the Board of Directors or of a committee of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a Director will be considered to be attendance in person for all purposes under these Bylaws.

Section 4.10. Proxy Voting. Any Board member may give his proxy, with instructions on a previously discussed topic, to any other member of the Board who attends the meeting, provided such absent Member notifies the Secretary of the giving of such proxy in advance of the meeting.

Section 4.11. Unanimous Consent. Any action required or permitted to be taken by the Board of Directors or a committee of the Board of Directors may be taken without a meeting, if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or such committee shall be filed with the Secretary of the Club along with the minutes of the proceedings of the Board or of such committee.

Section 4.12. Resignations. Any Director may resign by submitting his resignation to the Secretary. Such resignation shall become effective upon its receipt by the Secretary or as otherwise specified therein.

Section 4.13. Vacancies. Any vacancy that shall occur in the Board of Directors by reason of death, resignation, increase in the number of Directors or any other cause whatever shall be filled by a majority of the then members of the Board, whether or not a quorum. Each person so elected shall be a Director until the

expiration of his term as determined at the time of his election or until his prior death or resignation.

## ARTICLE V

### OFFICERS AND EMPLOYEES

Section 5.1. Executive Officers. The Executive Officers of the Club shall be the President, the Vice President, the Secretary, the Treasurer, and the Executive Range Officer, each as elected by the Board. Except for the office of President and Secretary, any two or more offices may be held by the same person. Each Executive Officer shall hold office at the pleasure of the Board of Directors, or until his death or resignation.

Section 5.2. Additional Officers; Other Agents and Employees. The Board of Directors may from time to time appoint or employ such additional officers, assistant officers, agents, employees and independent contractors as the Board deems advisable; the Board or the President shall prescribe their duties, terms and conditions of employment and compensation; and the Board shall have the right to dismiss them at any time, without prejudice to their contract rights, if any.

Section 5.3. The President. The President shall be the chief executive officer of the Club. Subject to the control of the Board of Directors, the President shall have general supervision of and general management and executive powers over all the property, operations, business, affairs and employees of the Club, and shall see that the policies and programs adopted or approved by the Board are carried out. The President shall:

- (a) Preside at all meetings of the Club and of the Board of Directors;

(b) Call special meetings of the members of the Club as provided in Section 3.4;

(c) Enforce all rules and regulations of the Club and shall, by and with the consent and approval of the Board, have the right to appoint or employ all officers, employees, and servants not otherwise herein provided for;

(d) With the consent and approval of the Board of Directors, appoint members of the Standing Committees, select the Chairman of each of these Committees, and fill any vacancies in such Committees by appointment. He shall also be an exofficio member of all such Committees except the Nominating Committee. He shall also appoint a Chairman and the members of all other Committees established by the Board of Directors;

(e) Make annual reports to the Directors and members; and

(f) In his capacity of chief executive officer of the corporation, shall sign, or cause to be signed by another Board member on his behalf, all written contracts, obligations and instruments of the Club, and shall have charge of the general supervision and control of the Club and its management. The President shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Directors.

Section 5.4. The Vice President. In the absence of the President, the Vice President shall perform all of the President's duties. If the office of President shall become vacant, the Vice President shall hold the office of President for the duration of the unexpired term, until a new President is elected and ready to take office under the Bylaws. He shall have the authority to designate any particular

Director to run scheduled Club meetings or Directors' meetings in the event both he and the President are absent.

Section 5.5. The Secretary. It shall be the duty of the Secretary (or his delegate)

(a) to keep an original or duplicate record of the proceedings of the Board of Directors, and a copy of the Articles and of the Bylaws;

(b) to give such notices as may be required by law or these Bylaws;

(c) to be custodian of the corporate records and of the seal of the Club and see that the seal is affixed to such documents as may be necessary or advisable; and

(d) to exercise all powers and duties incident to the office of Secretary; and such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Directors or the President. The President may designate Assistant Secretaries who shall assist the Secretary in the performance of his duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board of Directors, the President or the Secretary. At the direction of the Secretary or in his absence or disability, an Assistant Secretary shall exercise the powers and duties of the Secretary.

Section 5.6. The Treasurer. It shall be the duty of the Treasurer

(a) to keep the Club's contracts, insurance policies, leases, deeds and other business records;

(b) to see that the Club's lists, books, reports, statements, tax returns, certificates and other documents and records required by law are properly prepared, kept and filed;

(c) to be the principal officer in charge of tax and financial matters, budgeting and accounting of the Club;

(d) to have charge and custody of and be responsible for the Club's funds, securities and investments;

(e) to receive and give receipts for checks, notes, obligations, funds and securities of the Club, and deposit monies and other valuable effects in the name and to the credit of the Club, in such depositories as shall be designated by the Board of Directors;

(f) to cause the funds of the Club to be disbursed by payment in cash or by checks or drafts upon the authorized depositories of the Club, and to cause to be taken and preserved proper vouchers for such disbursements;

(g) to render to the President and the Board of Directors whenever they may require it an account of all his transactions as Treasurer, and reports as to the financial position and operations of the Club;

(h) to keep appropriate, complete and accurate books and records of account of all the Club's business and transactions; and

(i) to exercise all powers and duties incident to the office of Treasurer; and such further duties from time to time as may be prescribed in these Bylaws or by the Board of Directors or the President.

The Assistant Treasurers shall assist the Treasurer in the performance of his duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board of Directors, the President or the Treasurer. At the direction of the Treasurer or in his absence or disability, an Assistant Treasurer shall exercise the powers and duties of the Treasurer.

Section 5.7. The Executive Range Officer. The Executive Range Officer shall:

- (a) oversee operation of all Club ranges including rifle, pistol, trap, plinkers, and any other such ranges specified by the Directors;
- (b) appoint a committee chairman for each said range or activity;
- (c) with the various chairmen, propose and publish a schedule of range activities prior to the first of March of each year;
- (d) with the applicable range committees, have the authority to cancel a scheduled range activity or to change the schedule should any emergency or conflict of interest arise;
- (e) oversee all expenditures on range property and make recommendations concerning same to the Board;
- (f) keep and maintain a record of scores of all shoots and awards;
- (g) direct all work projects through the Building & Grounds Committee;
- (h) be responsible for additions or deletions to range safety rules and the enforcement of such rules; and

(i) schedule and deliver a gun safety talk to each person who applies for membership or reinstatement as a Member, including a discussion of the rules for each of the various ranges.

Section 5.8. Vacancies. Any vacancy in any office or position by reason of death, resignation, removal, disqualification, disability or other cause shall be filled in the manner provided in this Article V for regular election or appointment to such office.

Section 5.9. Delegation of Duties. The Board of Directors may in its discretion delegate for the time being the powers and duties, or any of them, of any officer to any other person whom it may select. Upon authorization by the Board of Directors, an officer may delegate performance of specific duties to employees and agents of the Club.

## ARTICLE VI

### COMMITTEES

Section 6.1. Information and General Rules.

(a) Standing Committees and other Committees shall be appointed by the President with the approval of the Board of Directors.

(b) Vacancies in Committees shall be filled by appointment, by the President, with the approval of the Board of Directors.

(c) No Committee shall have the right to obligate the Club in any way or for any sum in excess of the specific budgeted amount established for its use for the current year by the Board of Directors.

(d) All Committees shall report on their activities to the Board whenever requested, and are at all times under the direct supervision and control of the Board, having only such authority as is specifically defined herein, and as may be delegated to them by the Board.

Section 6.2. Standing Committees. The Standing Committees shall be Finance, Membership, Planning, Executive, and Building and Grounds Committee.

(a) Appointments to these standing Committees shall be made only from the Board of Directors. No Director may belong to more than two Committees. No Committee may consist of less than three Directors.

(b) The Board of Directors shall establish such additional Committees as may be required for the operation of the various activities of the Club. The members of these Committees shall be appointed by the President with the approval of the Board of Directors.

(c) The President will name the Chairman of each Committee and said Committee shall consist of three or more active members.

(d) The Board of Directors shall establish names, activities, and the number of Committees to carry on the activities of the organization.

Section 6.3. Duties and Responsibilities of Standing Committees.

(a) The Finance Committee shall have general supervision of the financial affairs, and formulate the financial policies of the Club. It shall prepare and present for approval to the Board a proposed budget for the current year at the March Board of Directors' meeting.

(b) The Membership Committee shall have the authority to investigate the desirability and fitness of every applicant for membership, and report its findings and recommendations to the Board of Directors. It shall endeavor to obtain prospective members and new applicants.

(c) The Planning Committee shall observe and study all phases of Club operation, and shall, from time to time, make recommendations to the Board of Directors on such matters that it feels the Board should take action upon. This planning is to be concerned mainly with the future welfare and progress of the Club including expansion of membership or development of property as may be considered desirable.

(d) The Building and Grounds Committee shall have active charge of all property and buildings owned by the Club. They shall have full charge, and shall make recommendations to the Board for proper maintenance and operation thereon, and shall also prescribe rules and regulations for members and guests using such facilities.

(e) There shall be an Executive Committee among the Board of Directors of not less than three members, who shall cooperate with the officers of the Club in the active supervision and direction of all Committees.

Section 6.4. Nominating Committee. There shall be a Nominating Committee appointed by the President with the approval of the Board of Directors, which shall consist of five voting members of the Club. This Committee shall be appointed early enough in the calendar year, so that at the regular September meeting of the Board of Directors, said Committee shall present the names five voting members of the Club as candidates for the Board of Directors, and also, the name of a voting member for any vacancy in any unexpired term on the Board of

Directors which may exist. The names of the nominees, so names shall be published in the October "Sportsmen's Notes," or by special mailing to the membership. Other voting members may be nominated for Directors by any voting member in good standing at the annual meeting.

Section 6.5. Quorum and Actions. At all meetings of a committee, the presence of at least a majority of the members of such committee shall be necessary and sufficient to constitute a quorum for the transaction of business. Resolutions of a committee shall be adopted, and any action of the committee upon any matter shall be valid and effective, with the affirmative vote of a majority of the members of the committee present at a meeting duly convened and at which a quorum is present.

Section 6.6. Authority of Board. Any action taken by any committee shall be subject to alteration or revocation by the Board of Directors; provided, however, that third parties shall not be prejudiced by such alteration or revocation.

## ARTICLE VII

### LIABILITY AND INDEMNIFICATION

Section 7.1. Personal Liability of Directors.

Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Director of the Club shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director.

Nature and Extent of Rights. The provisions of this Section shall be deemed to be a contract with each Director of the Club who serves as such at any time while this Section is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Articles of the Club which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

Section 7.2. Indemnification.

(a) Right to Indemnification.

(1) As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Club) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a director or officer of the Club.

(2) Unless in a particular case indemnification would jeopardize the Club's tax exempt status under Section 501(a) of the Code or result in the Club's failure to be described in Section 501(c)(7) of the Code, and except as prohibited by law, each Director and officer of the Club shall be entitled as of right to be indemnified by the Club against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

(3) A person who is not a Director or officer of the Club may be similarly indemnified in respect of service to the Club to the extent the Board at any time designates such person as entitled to the benefits of this Section.

(4) As used in this Section, “indemnitee” shall include each Director and each officer of the Club and each other person designated by the Board as entitled to the benefits of this Section; “liability” shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and “expenses” shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Club has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Club, or (ii) if it shall have been determined pursuant to Section (c) hereof that the indemnitee was entitled to indemnification for expenses in respect of an Action brought under that Section.

(b) Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Club's tax exempt status under Section 501(a) of the Code or result in the Club's failure to be described in Section 501(c)(7) of the Code, every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Club, as incurred, provided that the Club receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

(c) Right of Indemnitee to Initiate Action; Defenses.

(1) If a written claim under paragraph (a) or paragraph (b) of this Section is not paid in full by the Club within thirty days after such claim has been received by the Club, the indemnitee may at any time thereafter initiate an action

to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

(2) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under paragraph (a) shall be (i) that the indemnitee's conduct was such that under applicable law the Club is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Club's tax exempt status under Section 501(a) of the Code or result in the Club's failure to be described in Section 501(c)(7) of the Code, but the burden of proving any such defense shall be on the Club.

(3) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under paragraph (b) shall be that the indemnitee failed to provide the undertaking required by paragraph (b).

(d) Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Club at any time while this Section is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Section), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Section and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

## ARTICLE VIII

### MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

Section 8.1. Execution of Notes, Checks, Contracts and Other Instruments. All notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees and all evidences of indebtedness of the Club whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by the Club, may be signed by the President, the Vice President or the Treasurer, and authority to sign any of the foregoing, which may be general or confined to specific instances, may be conferred by the Board of Directors upon any other person or persons. Any person having authority to sign on behalf of the Club may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board of Directors, which authority may be general or confined to specific instances. Facsimile signatures on checks may be used if authorized by the Board of Directors.

Section 8.2. Voting Securities Owned by Club. Securities owned by the Club and having voting power shall be voted by the President or the Vice President, unless the Board or an Investment Committee, if it is formed, confers authority to vote with respect thereto, which may be general or confined to specific investments, upon some other person. Any person authorized to vote such securities shall have the power to appoint proxies, with general power of substitution.

Section 8.3. Real Estate and Other Property. All real estate of the Dormont-Mt. Lebanon Sportsmen's Club, considered to be ground or lands, dimensions and description of which are recorded on existing deeds, permanent buildings, ranges or other appurtenances of a permanent nature may not be sold

without the approval of two-thirds of those members present at a general membership meeting, following not less than 30 days notice, published in the "Sportsmen's Notes" and sent to the member at his address listed in the current files of the Club. No trees, shrubs, implements, structures, or other Club property not construed as real property may be removed from the Club grounds or ranges without the written permission of the Board of Directors.

## ARTICLE IX

### CONFLICTS OF INTEREST

Section 9.1. Disclosure. In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of his or her financial interest in a proposed transaction to the Directors and any relevant committee members. For this purpose, an interested person shall include any Director, officer, or member of the Club or an entity affiliated with the Club who has a direct or indirect financial interest in a proposed transaction. A financial interest shall include:

- (a) an ownership or investment interest in any entity with which the Club has a proposed transaction or arrangement;
- (b) a compensation arrangement with the Club or with any entity or individual with which the Club has a proposed transaction or arrangement; and
- (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Club is negotiating a transaction or arrangement.

Section 9.2. Recusal and Investigation. After disclosure of the financial interest, the interested person shall leave the Board or committee meeting while the financial interest is discussed and voted upon. The remaining Directors or committee members shall decide if a conflict of interest exists. If a conflict of interest exists, the following procedures shall be followed:

(a) the President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;

(b) after exercising due diligence, the Directors or committee shall determine whether the Club could obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest; and

(c) if a more advantageous transaction or arrangement is not reasonably attainable, the Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Club's best interests and for its own benefit and whether the transaction is fair and reasonable to the Club and shall decide as to whether to enter into the transaction or arrangement in conformity with such determination.

Section 9.3. Failure to Disclose. If a Director or committee member has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, he shall inform the interested person of the basis of such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Directors or committee determine that the interested person has in fact failed to disclose an

actual or possible conflict of interest, the Directors shall take appropriate steps to protect the Club.

Section 9.4. Record of Actions. The minutes of the Board and all relevant committees shall contain the following (a) the names of 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 Directors' or committee's decision as to whether a conflict of interest in fact existed; and (b) 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 therewith.

Section 9.5. Annual Statements. Each interested person shall annually sign a statement that affirms that such person

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands that the Club is a not for profit organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

This policy shall be reviewed annually for the information and guidance of members of the Board, and any new member shall be advised of the policy upon entering on the duties of his office. In addition, the Club shall conduct periodic reviews of its

activities, including any transactions or arrangements with interested persons, to ensure that its activities in the aggregate promote and further the Club's exempt charitable, scientific, and educational purposes.

## ARTICLE X

### AMENDMENTS TO BYLAWS

Section 10.1. Amendments. These Bylaws may be amended by a two-thirds vote of the voting members present at a meeting called for the purpose, provided that the proposed amendments shall have first been submitted to and approved by the Board of Directors, and provided further that notice of the proposed amendments shall have been sent to all members by the Secretary, or shall have been published in the "Sportsmen's Notes" not less than one month preceding the meeting.

Section 10.2. Repealer. These Bylaws shall become effective as of the date of approval thereof, and all Bylaws previously adopted are hereby repealed as of such date.

## ARTICLE XI

### DISSOLUTION

Section 11.1. Method of Dissolution. In the event that circumstances warrant, a motion to dissolve the Club must first be approved by not less than 12 members of the Board of Directors at a special meeting of the Board called to vote on the matter, and if so approved the Board shall put such matter to the voting Members, by notice given not less than sixty (60) days prior to a special meeting

called for the purpose of the entire membership considering such action. At the special meeting of Members, dissolution of the Club shall not occur unless three-quarters (75%) or more of the voting Members in attendance at such meeting vote in favor of dissolution.

Section 11.2. Distribution of Net Assets. Following an effective vote to dissolve the Club, the Directors shall promptly proceed to reduce all Club assets to cash and to pay all outstanding debts and expenses. The remaining net assets shall be distributed in a manner determined by the Directors, but in no event shall any part of the net assets be paid to any one or more individual Member or Members or a related party.