

BYLAWS OF BIRCHWOOD RECREATION AND SHOOTING PARK, INC.

1. ARTICLE ONE: OFFICE

- 1.1. The principal office of the corporation shall be located in the Anchorage Recording District, Third Judicial District, and State of Alaska.

2. ARTICLE TWO: MEMBERS

- 2.1. **QUALIFICATION FOR MEMBERSHIP:** Individuals must meet the following criteria:
 - 2.1.1. Actively participate in the practice and use of firearms for recreation, hunting, competition and self-defense, or; desire to learn the safe handling and use of firearms for any of the aforementioned reasons.
 - 2.1.2. I certify that I am not prohibited from purchasing, owning, possessing or handling firearms by any local, state or federal law or regulation or by any court in Alaska or any other state.
- 2.2. **MEMBERSHIP CLASSES.** Membership is divided into two separate classifications (1) Family and (2) Youth - Individual. Each member shall be referred to as "member" hereunder, shall have all the membership rights and privileges provided and described herein: so long as they are current on all fees and dues. Family memberships are entitled to one (1) vote per membership.
- 2.3. **DUES AND FEES.** Dues and fees for membership and park activities will be as set by the Board of Directors.
- 2.4. **TERMINATION OF MEMBERSHIP.** The Executive Director shall have the right to terminate or refuse any membership for cause and will consult with the Board of Directors prior to taking such action. Cause shall be defined as but not limited to the following:
 - 2.4.1. Willful violations of range safety rules;
 - 2.4.2. Theft;
 - 2.4.3. Any action which results in the loss of an individual's right to be in possession of a firearm under state or federal law;
 - 2.4.4. Willful interference with the conduct of any members' usual and customary activity on club property;
 - 2.4.5. Intentional damage or destruction of club property;
 - 2.4.6. Escorting or having non-members shooting at the range; or
 - 2.4.7. Any other action or omission which in the sole opinion of the Executive Director and/or the Board of Directors is contrary to the good of the corporation.
 - 2.4.8. Upon termination of membership the member will be refunded a pro rata portion of his/her membership fees less any monies owed the club.

- 2.5. APPEAL OF TERMINATION OR REFUSAL OF MEMBERSHIP:** Any person refused membership or whose membership is terminated under the terms of **2.4** above may appeal that action in writing to a standing Membership Disciplinary Committee consisting of one member of the Board of Directors and two (2) other members plus one (1) alternate as appointed by the President. The member of the Board of Directors appointed to the committee shall act as chair and may not vote on action by the committee except to break a tie. An appeal must be filed within thirty (30) days of the refusal of membership or termination of membership. The committee shall have thirty (30) days after receiving an appeal to take action. The committee may meet with the appellant and others as appropriate to consider the appeal or take action solely on the written appeal. The decision of the committee shall be final and not subject to appeal or review.

3. ARTICLE THREE: PARLIAMENTARY PROCEDURE

- 3.1.** The most recent version of Robert's Rules of Order Newly Revised shall govern the conduct of all meetings.
- 3.2.** The President or the Board may appoint a Parliamentarian as a consultant for any meeting as deemed necessary.

4. ARTICLE FOUR: MEETING OF MEMBERS

- 4.1. ANNUAL MEETING:** An annual meeting of the members shall be held each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The annual election will be held in April for a period of at least two weeks with the Annual Meeting held in May, the date to be set by the Board of Directors, with a minimum of 30 days prior notice provided to the membership.
- 4.2. SPECIAL MEETINGS:** Special meetings of the members may be called by the president, the board of directors, or by written notice by not less than 10 percent of all eligible members.
- 4.3. PLACE OF MEETING.** Meetings shall normally be held at either clubhouse of the corporation. The Board of Directors may designate an alternate location with 30 days prior written and/or electronic notice to the members.
- 4.4. MEMBER IN GOOD STANDING:** In order to have voting rights, a member must have been a member in accordance with Article Two since January 1st of the year in which the annual meeting is held.
- 4.5. NOTICE OF MEETINGS:** Notice stating the place, day, and hour of any meeting of members shall be delivered to each member entitled to notice. Such notice shall be made by electronic means to each member not less than 10 or more than 50 days before the date of the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. Electronic notice shall be considered to be delivered if no notice of non-delivery is received when sent to the electronic address as it appears on the records of the corporation. It is the responsibility of the member to ensure a valid email address is on file with BRSP.

- 4.6. QUORUM:** Ten percent of the members entitled to vote represented in person or by proxy, shall constitute a quorum at any meeting of members. If a quorum is not present at any meeting of members, a majority of the members present may adjourn or recess the meeting from time to time without further notice.
- 4.7. PROXIES:** At a meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. All proxies and powers-of-attorney shall be in writing and shall be filed with the secretary before the call to order of the meeting, and no proxy shall be valid for more than one (1) meeting. A quorum may be reached by the filing of legitimate proxies with the Secretary by any member qualified to vote who may not be present and any annual or special meeting.
- 4.8. VOTING:** Each member entitled to vote, shall be entitled one (1) vote per membership number on each matter properly submitted at a meeting of the members. An affirmative vote of the majority of the members entitled to vote on a matter at a meeting at which a quorum is present is necessary for approval unless a greater proportion or other vote is required by law or by the articles of incorporation or these By Laws. There shall be no cumulative voting.
- 4.9. NOMINATION AND ELECTION OF DIRECTORS:** Candidates for director must submit their names and such proof of eligibility as may be required by the corporation to the chairperson of the election committee or their designee, not less than 30 days before the annual meeting of members in order for their names to appear on the ballot.

5. ARTICLE FIVE: BOARD OF DIRECTORS

- 5.1. GENERAL POWERS & RESPONSIBILITES:** The affairs of the corporation shall be managed by its board of directors. The board of directors shall be the governance body of BRSP responsible for the stewardship of the assets, resources and finances of the park. Only the board of directors may appropriate funds, set dues and fees, and will at all times adhere to specific financial policies then in place. Approval of BRSP Financial Policies will require a super majority (7 of 9 Directors) to vote for approval. The board of directors may enter into contracts, hire, and when required, direct employees.
- 5.2. NUMBER AND QUALIFICATION:** The number of directors shall be nine (9) serving. Each director must be a member of the corporation and have been a member of the corporation in good standing for a period not less than one (1) year immediately preceding the date of election. The nine seats are divided into three classes: A, B, and C, which consists of three (3) Directors in each class. One Class shall be elected each year, with Class C in 2021, Class A in 2022, Class B election in 2023 and so on.
- 5.3. TERM OF OFFICE:** A term of office shall be for three (3) years.
- 5.4. ELECTION COMMITTEE:** The board of directors shall appoint an election committee no later than 60 days prior to each annual meeting of the members. The committee shall consist of at least one (1) director, not running for election and at least two (2) members of diverse interests. The nominating committee shall ensure all nomination notices and ballots are sent out in accordance with these bylaws.

- 5.5. REGULAR MEETINGS:** Regular meetings of the board of directors shall be held at least four (4) times a year in January, April, July and October. Meetings will normally be held on the third Saturday of the month.
- 5.6.** Notices of meetings shall be posted ten days prior to the meeting with time and place at the clubhouse of the corporation and/or electronically. The meetings shall generally be held at the clubhouse of the corporation.
- 5.7. SPECIAL MEETINGS:** Special meetings of the board of directors may be called by or at the request of the president or a majority of the directors. Meetings shall generally be held at the clubhouse at the corporation notice of the place, date, time, and purpose of any special meeting, shall be given at least seven days before the meeting by written notice delivered electronically to each director at their address of record with the corporation. Electronic notice shall be considered to be delivered if no notice of non-delivery is received when sent to the electronic address as it appears on the records of the corporation.
- 5.8. ATTENDANCE:** Any director with three (3) consecutive unexcused absences from meeting of the board of directors may be removed by a two-thirds vote of the board of directors and a successor elected by the membership in a special election.
- 5.9. QUORUM:** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. If, however, less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
- 5.10. BOARD DECISIONS:** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.
- 5.11. INFORMAL ACTION BY DIRECTORS:** Any action required by law to be taken at a meeting of directors, or any action that may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all directors.
- 5.12. VACANCIES:** Except as provided in **5.8** above, any vacancy occurring in the board of directors shall be filled by an affirmative vote of a majority of the then directors. A director elected to fill a vacancy shall serve for the unexpired term of his predecessor in office. Directors elected to fill such vacancies or directorships shall meet the qualifications for directors set forth elsewhere in these bylaws. In no case, may a vacancy continue for longer than six months or until the next annual meeting of the members, whichever occurs first.

6. ARTICLE SIX: OFFICERS

- 6.1. OFFICERS:** The officers of the corporation shall be a president, vice president, secretary, and treasurer and such other officers as may be elected or appointed by the directors, as they shall deem appropriate. The board shall describe officer's duties. Any two or more offices may be held by the same person except the office of president and secretary.
- 6.2. ELECTION AND TERM OF OFFICE:** The officers of the corporation shall be elected annually from and by the board of directors subsequent to the annual meeting.

- 6.3. REMOVAL:** Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.
- 6.4. VACANCIES:** A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the board of directors for the unexpired portion of the term.
- 6.5. PRESIDENT:** The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members, the board of directors and, in general, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.
- 6.6. VICE PRESIDENT:** In the absence of the president or in the event of his death, removal or his/her inability to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him/her by the president or by the board of directors.
- 6.7. SECRETARY:** The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep a register of the mailing address and email address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.
- 6.8. TREASURER:** The treasurer may be elected from the members of the Board of Directors or a qualified person may be appointed by the Board. An Appointed Treasurer shall be an Ex-Officio non-voting member of the Board. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors, with full power to delegate deposit and check writing authority to managers; an appointed Treasurer may only delegate such authority with the prior approval of the Board; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors. The Treasurer shall give an annual financial report to the members at the annual meeting.

7. ARTICLE SEVEN: COMMITTEES

- 7.1. Committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by resolution of the board of directors. The board of directors shall appoint the chairman and members of such committees. A member of the board of directors must be on all committees. Any member of any committee may be removed by the board of directors whenever in its judgment the best interests of the corporation shall be served by such removal.

8. ARTICLE EIGHT: INDEMNIFICATION

- 8.1. **INDEMNIFICATION:** The corporation shall indemnify a person who was, is, or is threatened to be made a party to any completed, pending, or threatened action or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director or officer of the corporation, provided, that the person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to a criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Indemnification may include reimbursement of expenses, attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by a person in connection with the action or proceeding; provided, however, if the action or proceeding was, is, or is threatened to be by or in the right of the corporation, indemnification may not be made in respect of any claim, issue, or matter as to which the person has been adjudged to be liable for gross negligence or intentional misconduct in the performance of his duty to the corporation, except to the extent the court in which the action was brought determines upon application that, despite the adjudication of liability, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expense which the court considers proper. The termination of an action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent does not create a presumption that the person did not meet the requisite standard of conduct set forth in this paragraph.
- 8.2. To the extent that a director or officer of the corporation has been successful on the merits or otherwise in defense of an action or proceeding referred to in **8.1** of this article, or in defense of a claim, issue, or matter in the action or proceeding, he shall be indemnified against expenses and attorney fees actually and reasonably incurred by him in connection with the defense.
- 8.3. **NONEXCLUSIVITY:** The indemnification provided by this article is not exclusive of any other rights to which a person seeking indemnification may be entitled under an agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding the office. The right to indemnification continues as to a person who has ceased to be a director or officer and inures to the benefit of the heirs, executors, and administrators of the person.
- 8.4. **Section 3: INSURANCE:** The corporation will purchase and maintain insurance on behalf of a person who is or was a director or officer of the corporation against any liability asserted against him and incurred by him in that capacity, or arising out of that status, whether or not the corporation has the power to indemnify him against the liability under the provisions of this article.

9. ARTICLE NINE: BOOKS AND RECORDS

- 9.1.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and board of directors and shall keep at the principal office a record giving the names and addresses of the members. Any books and records of the corporation may be inspected at BRSP by any member, or his agent or attorney, for any proper purpose at any reasonable time.

10. ARTICLE TEN: WAIVER OF NOTICE

- 10.1.** Whenever any notice is required to be given under the Alaska Nonprofit Corporation Act, AS 10.20, or under the provisions of the articles of incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

11. ARTICLE ELEVEN: AMENDMENT OF BYLAWS

- 11.1.** These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by an affirmative vote of two-thirds of the board of directors at a meeting held after at least ten days' notice setting out the proposed alteration or amendment of the proposed new bylaws.

12. ARTICLE TWELVE: DISSOLUTION

- 12.1.** Upon dissolution of this corporation, all assets of the corporation shall be applied and distributed as follows:
- 12.1.1.** All liabilities and obligations of the corporation shall be paid, satisfied, and discharged or adequate provision shall be made therefore.
 - 12.1.2.** Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with said requirements.
 - 12.1.3.** No part of the assets of the corporation shall be distributed to or insure to the benefit of any member, officer, or director of the corporation.
 - 12.1.4.** The remaining assets of the corporation shall be transferred and conveyed to a corporation under the State of Alaska having substantial similar powers and objectives and engaged in activities similar to the Birchwood Recreation and Shooting Park, Inc. This corporation shall be selected by a majority vote of record members who have held membership in the Birchwood Recreation and Shooting Park, Inc. in excess of 45 days. If no such corporation exists, or the members fail to select a corporation, the remaining assets of the corporation shall be transferred or conveyed to the State division having jurisdiction of the corporation.

Date: July 17, 2020

Scott Henderson

Scott Henderson, President