

CORPORATE BYLAWS

OF

THE

GEM CITY

OUTDOORSMEN

CLUB

AMENDED AND RESTATED BYLAWS

OF THE
GEM CITY OUTDOORSMEN CLUB, INC.

Article 1 – Name

The name of the organization shall be the GEM CITY OUTDOORSMEN CLUB, INC. and henceforth, in this document, shall be referred to as the “Club”.

Article 2 - Offices

The registered office of the Club shall be located at P.O. Box 8123, City of Erie, Commonwealth of Pennsylvania, 16505. The Club may also have offices at such other places as its Board of Directors may from time to time determine.

Article 3 – Purpose

The Club has been organized and shall be operated exclusively for charitable, educational, and other related purposes. In addition, the purpose for which the club is organized is to promote conservation, ensure better fishing and hunting for all, promote and maintain friendly relations with landowners and sportsmen, and cooperate in maintaining the proper respect for and observing of the fish and game laws. In addition, the club will promote and support education of all members and non-members in the areas of hunter safety, safe firearms handling, bow-hunting, conservation, fishing, and any other areas of interest to outdoorsmen. The organization shall be non-profit and non-political.

Article 4 - Membership

Section 1 – Membership

Applicants for membership must be sponsored by an active member in good standing. Perspective members may be voted into membership by a majority of the active members of the club present at any regularly scheduled meeting.

The Sponsor is expected to give a tour of the facilities and explain the By-Laws, Range Rules, and Club Rules to the new member. The new member will be provided with a copy of the By-laws/Rules. Member in good standing is the status assigned to a member when he or she has remained current on organization dues and payments.

Any person applying for membership shall, upon payment of the regular annual dues, be a paid member through the calendar year in which the membership is obtained. Membership shall continue through the subsequent years upon payment of an annual fee.

Section 2 – Membership Termination

Any person charged with conduct unbecoming a member of the Club, and against whom charges are sustained, after due and proper hearing before the Board of Directors may be expelled from membership by a majority vote of the entire Board of Directors.

Conduct unbecoming a member of the Club includes but is not limited to the following;

1. Intentional Destruction or vandalism.
2. Violation of these By-laws, effective Club Rules or effective Range Rules.

Any person whose membership in the Club has been terminated in any manner, shall forfeit all interest in any funds or property belonging to the Club, as well as the use of the Club facilities.

Article 5 -Dues

Section 1

The annual membership fee schedule shall be reviewed and adjusted. If required, at the discretion of the Board of Directors. Membership will run from September 1st through August 31st of the following year. Any member who has not paid their dues for the new year shall be given a late fee during the 30-day grace period established by the Board of Directors. After the 30 day grace period if the member has not paid their dues and late fee their membership shall be terminated.

Section 2

The annual dues and Fees shall be reviewed by the Board of Directors at a duly called meeting of the Board of Directors. Recommendations will be made to the general membership. Final voting on any recommended change shall occur after said change has been read at the two consecutive and immediate previous meetings.

Section 3

Members in good standing, and who have secured membership, may obtain access Credentials from the Membership Secretary for the established one-time fee.

Article 6 - Meetings

The meetings of the Board of Directors shall be held at such time and place within the Commonwealth of Pennsylvania or elsewhere as a majority of the Directors may from time to time decide. The Board of Directors shall hold regular monthly meetings and may hold special meetings called by the President or any two (2) of the Directors. The annual meeting of the Board of Directors shall be the first meeting of each calendar year.

Section 1 - Notice of Board Meetings

Written notice (which may be provided by posting at the club, mail, personal delivery, telecopy or other electronic facsimile) of each meeting of the Board of Directors shall be given at least forty-eight (48) hours before the time scheduled for the meeting. The notice shall specify the date, hour and place of the meeting, and shall state the nature of the business to be conducted at the meeting.

A special meeting of the club may be called by the Board of Directors on written request of the president or whenever twenty-five (25) members in good standing shall make written request to the president for the same, specifying the objective of such meeting and providing that not less than ten (10) days written notice of such a meeting shall be given members.

Section 2 - Quorum and Majority

At all meetings of the Board of Directors, not less than fifteen (15) of the Directors (which includes officers, and the President will abstain unless there is a tie) then in office shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If a quorum shall not be present at any meeting of the Directors, the Directors then present may adjourn the meeting from time to time until a quorum shall be present. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which such adjournment is taken.

Section 3 - Minutes

Minutes of each meeting of the Board shall be taken by the Secretary or his/her designee and be disseminated to each Board member as soon as practicable after the conclusion of the meeting.

Section 4 - Telephonic Meetings

Any meeting of the Board may be held by conference telephone call or through similar communications equipment by means of which all Persons participating in the meeting are able to hear each other. Participation in a telephonic or videographic meeting held pursuant to this section shall constitute presence in person at such meeting.

Article 7 - Officers, Board of Directors, and Their Duties

The management of the club shall be vested in a Board of Directors consisting of 28 personnel, a President, Vice President, Secretary and Treasurer, three (3) Trustees, plus twenty-one (21) additional directors.

Executive Committee

The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board. Any action taken by the executive committee shall be reported at the first meeting of the full board following such action. At no time shall the Board of Directors be authorized to lease any part of the GCOC grounds for any purpose. Rentals of facilities such as the clubhouse or the storage buildings for short terms are permitted.

These officers shall perform their duties as follows:

President

President shall preside at all meetings of the club and the Board of Directors and, along with the treasurer, sign all checks.

The president shall appoint all committees that the board suggests and become an ex-officio of each committee.

Vice-President

The Vice-president shall assume and discharge the duties of the president in president's absence and to act for the president upon request.

Secretary

The secretary is to keep the minutes of all the meetings of the board and of the membership and send a copy to all board members prior to the next meeting.

To carry on all correspondence, to read all communications to the board.

To keep a roll call of all members of the board at each meeting of the board and the membership.

Treasurer

To collect all dues, fines, assessments, and all monies due the club, and keep a record of the same. The Treasurer may designate individual(s) to assist in collecting, recording, and depositing funds for the club. All records of such actions to be reported to the treasurer by the designee.

To furnish a bond of twenty thousand dollars (\$20,000), the cost of said bond to be paid by the club.

To deposit all monies in the name of the club at a bank designated by the trustees.

To sign all checks with the president and to keep an accurate account showing the club's receipts and expenditures. To complete and file all license applications and renewals in a timely manner.

At each meeting to present a statement showing the amount of monies in the treasury and withdrawals made therefrom.

Approve all expenditures.

Trustees

To audit the books and report the results in a written statement two (2) times a year at the April and September meetings.

To designate a bank for the deposit of monies.

To be custodians of all properties belonging to the club.

Article 8 – Board of Directors

Section 1 - Powers and Duties

The business, property, and affairs of the Club shall be managed and controlled by the Board of Directors. Directors shall be deemed to stand in a fiduciary relation to the Club, and shall discharge the duties of their position with that diligence, care and skill which ordinarily prudent men/women would exercise under similar circumstances.

Without limiting the full extent of their powers, the Directors shall: have the supervisory authority over the President; develop or approve policies and strategic plans of the Club; take all actions necessary to maintain the financial health and integrity of the Club; review and, if necessary, revise the breadth and extent of governance; and review and ensure adherence to the Mission of the Club.

Section 2 - Composition of Board of Directors

The Board of Directors shall be composed of up to twenty-eight (28) voting members. The Directors shall be elected by the Club's membership, at the December meeting-of the Club for a term of three years; provided, however, that the Directors shall be classified with respect to the time for which they shall severally hold office by dividing them into three (3) classes each consisting, to the extent possible, of one-third (1/3) of the whole number of Directors. The Directors in office on the effective date of these Amended and Restated Bylaws shall continue in office until the end of the term to which he/she is elected and until his/her successor has been duly elected and has qualified, or until such Directors' earlier death, resignation, or removal.

Section 3 - Election of Directors

Each Directors shall hold office for a term which is co-extensive with the term to which he/she is elected and until his/her successor has been duly elected and has qualified, or until such Directors' earlier death, resignation, or removal. The Board of Directors may accept nominations from any member of the Club. Directors elected to the Board shall be proven leaders chosen from among representatives of various professional, occupational, and cultural backgrounds. Directors must have time to devote to the work of the Board.-

Section 4 - Vacancies

Vacancies among the Directors shall be filled by membership vote and each person so selected shall be a Directors to serve for the balance of the unexpired term, and until his/her successor has been duly elected and has qualified.

Section 5 - Removal and Resignation

Any Directors may be removed from office by the vote of a majority of the Directors then in office. In addition, Directors are subject to automatic removal after three (3) unexcused absences in any calendar year. Any Directors may resign at any time by giving written notice of his resignation to the Board of Directors, which shall become effective upon receipt of the resignation by the Board or at such later time as set forth in the resignation. Resignation or removal of a Board member shall also constitute his/her resignation or removal as an officer.

Section 6 - Conflict of Interest

A. Every Board member or officer of the Club, whether or not compensated, shall conduct the affairs of the Club in an honest and prudent manner, exercising his or her best skill and judgment for the Club's benefit. No Board member or officer shall serve or continue to serve in any capacity with the Club if there exists a conflict between his or her personal interest and the interest of the Club; provided, however, that this policy shall not apply to conflicts of interest which are de minimis; nor shall it apply to any Board member or officer who discloses fully to the Board the conflict and conducts himself or herself in accordance with the guidelines hereinafter set forth.

B. All acts of Board members and officers shall be for the benefit of the Club and any act which shall affect the Club and benefit any Board member or officer directly or indirectly, whether financially or otherwise, shall be presumed to be a conflict of interest, which must be disclosed to the Board of Directors.

C. Each Board member and officer upon initial appointment to office shall direct a written statement to the Board disclosing any conflict of interest or disclaiming the same. Such written statement shall be a matter of record and filed with the official minutes of the Board of Directors.

D. Any Board member or officer, whose status changes materially after the initial conflict of interest statement has been filed, shall promptly disclose such change to the Board of Directors. Such notification shall be in writing and filed with the minutes of the Board of Directors meeting when such disclosure is made.

E. Each Board member who has an interest in any business transaction, in addition to making such disclosures, shall not vote on such business transaction.

F. Every Board member or officer whose interest conflicts with that of the Club's so often or so substantially that his or her ability to adequately perform his or her duties is impaired, shall resign his or her office or position as soon as such impairment of ability is discovered.

Section 7 – Volunteer Requirement

All members of the Board of Directors shall dedicate a minimum of twenty (20) volunteer hours, excluding meetings, for the betterment of the Club. Confirmation of completion shall be given to the President in writing, each year before the December Board meeting.

Article 9 - Committees

The President, with the approval of the of the Board of Directors, shall appoint standing committees as required at a meeting of the Board of Directors. There are two types of committees, Standing Committees, which have a continuing existence and Special Committees, which go out of existence as soon as they have completed a specific task.

Section 1

All committees shall keep an accurate account of all expenses and income and return all unspent monies to the treasurer.

Section 2

Give a yearly report at the annual meeting on financial status, inventory, work accomplished and recommendations for the following year.

Article 10 - Parliamentary Authority

The rules contained in Robert's Rules of Order, Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the BY-LAWS.

Article 11 - By-Laws Revision

These BY-LAWS as printed are the revised and amended BY-LAWS of the Club. All previous BY-LAWS and Amendments or documents are obsolete. The Club By-Laws supersede the Club rules.

Article 12 – General Provisions

Section 1 - Voting Share of Other Corporations

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Club to vote either in person or by proxy at any meeting of shareholders of any corporation in which the Club may hold shares, and at any such meeting shall possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, the Club might have possessed and exercised if present.

Section 2 - Checks, Drafts, Etc

All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Club and any and all securities owned or held by the Club requiring signature for their transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by Treasurer.

Section 3 - Annual Report

The President and Treasurer shall cause to be prepared and shall present to the first regular monthly meeting of the Board of Directors following the close of the Club's fiscal year, an annual report, prepared in conformity with the requirements of 15 Pa.C.S. § 5553(c) of the NPL, as amended, as well as the annual audit, and such reports shall be filed with the minutes of the said meeting of the Board of Directors.

Article 13 – Investment of Corporate Funds

Section 1 - In General

The Trustees may take, receive, and hold, in trust, such property, real or personal, as may be given, devised to or otherwise vested in the Club, in trust, for such purposes, set forth in the trust instrument, as are consistent with the charitable purposes of the Club. The Board of Directors may take, receive and hold such other property, real or personal as may be given, devised to or otherwise vested in the Club, outright, as part of the general assets of the Club and committed to its charitable purposes.

Section 2 - Investment

The Club shall have the right to retain or sell all or any part of any securities or property, real or personal, given, devised to or otherwise vested in it, whether outright or in trust, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors and trustees.

Article 14 – Operation as an Exempt Organization

Section 1 - Compliance with Requirements of the Internal Revenue Code

The Club has been organized and shall be operated exclusively for charitable, educational and other related purposes; the Club shall not enter into any agreement, nor shall its Members, Directors or officers adopt any resolution or Bylaws, take any action or carry on any activity by or on behalf of the Club, not permitted to be entered into, taken or carried by (a) an organization that is exempt from federal income tax pursuant to Internal Revenue Code ("Code") Section 501(a), as an organization described in Code Section 501(c)(4); (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Code; and (c) an organization subject to the Solicitation of Funds for Charitable Purposes Act, Act of December 19, 1990, P.L. 1200, Section 1, as amended.

Article 15 – Limitation of Liability; Insurance

Section 1 - Limitation of Liability of Directors, Officers, and Committee Members

- (a) Neither a Directors, officer nor committee member shall be personally liable for monetary damages for any action taken or any failure to take any action as a Directors, officer or committee member except as expressly provided by the NPL.
- (b) Any repeal or amendment of this Article shall be prospective only and shall not increase, but may decrease, the liability of the Directors, officer or committee member with respect to actions or failures to act occurring prior to such change.
- (c) The provisions contained in this Article shall be in addition to, and not in limitation of, any rights or protections available to the Directors, officers and committee members under applicable law and these Bylaws, including, without limitation under this Article relating to insurance and Article relating to indemnification.
- (d) However, paragraph (a) of this Article shall not apply to the responsibility or liability of a Directors, officer, or committee member pursuant to any criminal statute or the liability of a Directors, officer or committee member for payment of taxes pursuant to local, state or federal law.

Section 2 - Insurance

The Club may purchase and maintain insurance on behalf of any person who is or was a representative of the Club, or is or was serving at the request of the Club as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Club would have the power to indemnify him/her against such liability under the laws of the Commonwealth of Pennsylvania or any other jurisdiction.

Article 16 – Indemnification

Section 1 - Representative Defined

For purposes of these Bylaws, "representative" means any Directors, officer, committee member, employee, agent or other representative of the Club or a person serving at the request of the Club as a Directors, officer, partner, fiduciary, Directors or director of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise.

Section 2 - Third Party and Derivative Actions

The Club shall indemnify any representative of the Club who was or is a representative of the Club and who was or is a party (which includes giving testimony or similar involvement) or is threatened to be made a party to any threatened, pending or completed action or proceeding,

whether civil, criminal, administrative or investigative, formal or informal (including an action or proceeding by or in the right of the Club), by reason of the fact that he/she was or is a representative of the Club, against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with the action or proceeding. If a representative is not entitled to indemnification for a portion of any liabilities to which he/she may be subject, the Club shall indemnify him/her to the maximum extent for the remaining portion of the liabilities.

Section 3 - Advancing Expenses

The Club shall pay expenses (including reasonable attorneys' fees) actually and reasonably incurred in defending any action or proceeding referred to above in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Club as authorized above or otherwise.

Section 4 - Supplementary Coverage

The indemnification and advancement of expenses provided by or granted pursuant to this Article and shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the NPL, or any bylaw, agreement, vote of the members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. However, no indemnification may be made by the Club under this Article or otherwise to or on behalf of any person to the extent that: the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or the Board of Directors determines that under the circumstances indemnification would constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

Section 5 - Duration and Extent of Coverage

The indemnification and advancement of expenses provided by or granted pursuant to these Articles shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Club and shall inure to the benefit of the heirs and personal representatives of that person.

Section 6 - Reliance and Modification

Each person who shall act as a representative of the Club shall be deemed to be doing so in reliance upon the rights provided by these Articles. The duties of the Club to indemnify and to advance expenses to a representative provided in these Articles shall be in the nature of a contract between the Club and the representative. No amendment or repeal of any provision of these Articles shall alter, to the detriment of the representative, his/her right to the advancement

of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

Article 17 – Fiscal Year

The fiscal year of the Club shall end on the last day of August.

Article 18 - Amendments

These BY-LAWS may be amended after written notice outlining said proposed changes and purpose (which may be provided by posting at the club, personal delivery, telecopy or other electronic facsimile) have been provided to the entire membership. After 60 days all members will be advised of the date, time, and place that the amendment(s) will be voted upon. Two-thirds of the members present at that meeting voting affirmatively will be necessary to affect the proposed by-law amendment(s).