

BY-LAWS OF THE
HUNTINGTON ARCHERY CLUB

ARTICLE I

NAME

The name of this organization shall be, The Huntington Archery Club, Inc. abbreviated as HAC.

ARTICLE II

PURPOSE

The purposes of The Huntington Archery Club, Inc. are to exclusively restrict the corporation to those activities permitted under Section 501 (c) (3) of the Internal Revenue Code, to wit to promote the sport of archery and conservation practices.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- A. Improve the membership's skills with archery equipment and conservation efforts.
- B. Promote safe practices for hunting and target shooting.
- C. Inform and acquaint the public with archery equipment and its uses and conservation practices.

11.9.2015

ARTICLE III

ADDRESS

The mailing address of The Huntington Archery Club, Inc. shall be P.O.Box 1172, Barboursville, WV 25504.

The location of The HAC Outdoor Range currently is:

Huntington Archery Club
3360-A Trace Creek Road
Milton, WV 25541

located east of Huntington, WV. The range is seven (7) miles out Fudges Creek Road, turn left onto Weaver Road, club house is on top of the mountain where roadway stops.

The location of The HAC Indoor Range currently is:

Huntington Archery Club
Buffalo Creek Road
West Hamlin. WV 25571

ARTICLE IV

NEWSLETTER

The Newsletter of the HAC shall be known as "THE HAC NEWS". It shall be distributed to the membership of the club, news agencies and other persons or entities that will be beneficial to furthering the sport of archery and bow hunting. It shall be distributed often enough to keep the membership informed and up to date on club and other activities of interest to the club.

ARTICLE V

FINANCES, FEES, AND DUES

1. NFAA; WVAA; WVBA; WVWF; ASA; IBO etc. - Checks for the following fees are to be made payable and mailed to the appropriate organization.

- A. Affiliation - Due Yearly
 - B. Insurance - Due December 31, annually
- 2. Other Affiliation - Upon approval of the Board of Directors (BOD)
- 3. Huntington Archery Club, Inc.
 - A. Memberships
 - 1. HOH Single
 - 2. Family Memberships
 - a. Family members 18 years or older, same as single membership. Exception: Full-time students 18-22 years of age and living at home are considered family members.
 - 3. Senior Memberships - Free to established members 60 years of age and older as per Article V, number 4.
 - 4. Junior memberships as per Article V (Family Memberships).
- 4. Shoots/Tournaments - Fees determined by the BOD.
- 5. Rent
 - 1. Indoor Range - Paid according to any current lease agreement.
 - 2. Outdoor Range - Paid according to any current lease agreement.
- 6. CD, Checking, and Savings Accounts
 - 1. The HAC CD, Checking, and Savings Accounts shall be updated immediately after new officers take office each year--with the names of the President, Vice-President, and Treasurer listed accordingly. Two of these names will be required to validate each check.
- 7. Fiscal Year
 - 1. The fiscal year of The Huntington Archery Club, Inc. shall run from January 1st through December 31st each year.

MEMBERSHIP PRIVILEGES

1. Membership into The HAC may be suspended or cancelled at any time by a majority vote of the BOD for conduct or actions detrimental to the interests of the club; and for a time period to be decided by the BOD. Suspended members may not participate in club activities or use club facilities during the suspension period. Appeals may be heard within 30 days of suspension; but, the decision of the BOD is final. Legal action may be taken against any person or member whose actions are detrimental to the HAC, Inc.
2. Membership into The HAC is mandatory in order to use the outdoor range facilities. Non-members may use outdoor range for a fee, determined by the BOD. Prospective new members (guest) may use the outdoor range one time only, accompanied by a member, to familiarize themselves with the club facilities in order to decide whether they want to apply for a membership. A member shall have no more than two first time guests per day without prior approval from a HAC Board Member. The use of the HAC Indoor Range is open to the public upon proper payment of fees for practice and shoots, and adherence to all rules set forth for the indoor range by the BOD.
3. Honorary membership shall be granted to any individual who, in the opinion of the BOD, has performed extraordinary services or deeds above and beyond the call of average duty to promote the HAC. This honor shall be granted sparingly by a majority vote of the BOD and may be for a time period of one year to life. The HAC secretary shall keep these records.
4. Free lifetime membership can be issued to any established senior member in the HAC if they meet all the requirements set forth: must be a minimum of 60 years of age, a member in good standing, and have the approval of a majority vote from the BOD, and can provide proper proof of age and application.
5. Free lifetime membership, and a lifetime BOD position, will be granted to any past president that held the office for three (3) or more terms and is still a member in good standing.

ARTICLE VI

MEETINGS

1. Club meetings will be held the 1st Monday of each month, but the Board is required to meet at least once per quarter; with a minimum of four (4) meetings per year. Meetings will be published in the shoot schedule with the location.
2. The President of the club may call extra meetings as he or she deems necessary in order to carry out club business in an efficient manner.

ARTICLE VII

BY-LAW AMENDMENTS AND ALTERATIONS

Amendments and agenda items shall be submitted to the club Secretary for entry into the next regularly scheduled business meeting or shall be submitted at a regular club business meeting for discussion. After proper discussion of proposals in a scheduled business meeting they shall be tabled until the next regularly scheduled meeting; whereupon, the pending issues may be voted upon. In emergency cases only, proposals may be presented and voted upon at the same meeting. The BOD will decide if said emergencies exist. The President of the club will not vote, unless in the case of a tie. The President's vote shall then be cast and counted as a deciding vote only—forcing the tie-break.

This method will only be applied after (3) three attempts have been made by the members to break the tie vote and have been unsuccessful.

ARTICLE VIII

ELECTIONS

Elected positions currently in existence are President, Vice-President, Archery Tournament/Shoot Director, Secretary, Treasurer and five (5) BOD positions; these offices shall be opened for nominations and held at the January meeting each year. These offices shall be elected by a majority vote of the club members present at this meeting. The Secretary, of the club, shall record the results and notify all members and other parties involved of the outcome. Terms of elected offices shall be for one year, beginning February 1st of each calendar year. To be eligible for nomination of an office, the Nominee must be a HAC member in good standing

for 2 years or more, and for the BOD you must be a HAC member in good standing for 1 year or more.

ARTICLE IX

OFFICERS AND THEIR DUTIES

President - The President shall preside at all meetings of the club and act as an ex-officio member of all committees. The president shall conduct meetings in accordance with Roberts Rules of Order. The President shall be empowered to call meetings, appoint special committees or persons, initiate and develop programs and activities, and be responsible for coordinating public relations for The HAC, Inc. The President shall initiate action on all complaints and appeals that comes before the club or BOD council. The President shall be in charge of running the affairs of the club under the direction of the BOD council. Approval of BOD shall be required for expenditures over \$100.00 per month.

Vice-President - The Vice-President shall perform the duties of the President if the President is unable to act. The Vice-President shall assist the President in all activities of the club and coordinate public relations of the club.

Archery Tournament/Shoot Director - The Archery Tournament/Shoot Director shall perform the duties of the President or Vice-President if they both are unable to act. The Archery Tournament/Shoot Director shall coordinate and conduct all scheduled shoots for the year in accordance with club rules and guidelines. The Archery Tournament/Shoot Director may appoint a committee, to help with each shoot, if he or she so desires. The Archery Tournament/Shoot Director shall be responsible for ordering all archery targets for the club. Approval of the BOD shall be required for any expenditure.

Responsibilities shall include setting targets and stakes for each shoot. Along with setting up and tearing down the range at the end of the year.

The Archery Tournament/Shoot Director shall be responsible for collecting all fees and monies from each scheduled event; and depositing said monies with the Club Treasurer within three (3) business days.

Secretary - The Secretary shall conduct the affairs of the club established by the BOD. If the Secretary is unable to act, the President shall appoint a member to carry on with the Secretary duties in order for the club to conduct business in an orderly manner. The Secretary shall be responsible for recording the minutes of all club

and BOD meetings. The Secretary shall inform all club members of policies, schedules, and activities of interest through the club newsletter. The Secretary shall keep all records of the club, serve all notices of meetings, prepare all correspondence, and perform all duties relative to the office in accordance to guidelines set forth by The HAC, Inc.

Treasurer - The Treasurer shall conduct the accounts of the club as established by the BOD. If the Treasurer is unable to act, the President shall appoint a member to carry on with all duties necessary to conduct business in an orderly manner. The Treasurer shall collect all monies, keep accurate records of collections and deposit said monies to the credit of The HAC, Inc. in an accurate and efficient manner. The Treasurer shall prepare and present a financial statement at each club meeting. This statement may be given orally with the permission of the BOD, but a written statement must be recorded and submitted for each quarter.

ARTICLE X

BOARD OF DIRECTORS

The Board of Directors shall consist of the President, Vice-President, and Archery Tournament/Shoot Director, Secretary, Treasurer, five (5) voted in BOD members “Councilmen” and a minimum of three (3) BOD “Councilmen” (Appointed by the President). The President of the HAC shall be the Chairmen at the Board of Directors meetings. If the President is unable to chair a meeting, the Vice-President shall preside and so on through the chain of command. All BOD and officer members will have their membership to HAC paid.

Six (6) members of the BOD shall constitute a quorum. All members of the BOD shall be members in good standing of The HAC, Inc. All officers and members of the BOD may have their ASA dues paid by the HAC for insurance purposes as needed. The BOD shall coordinate and manage the affairs of the club and all properties and monies according to the HAC constitution and BY-Laws. Proposed expenditures by the BOD in excess of \$500 must be approved by a majority vote of the members of the club. All meetings of the BOD and HAC shall be conducted in accordance with Roberts Rules of Order.

Vacancies of any office within the HAC elected year will be replaced immediately by the BOD. The appointed person shall fulfill obligations of the position for the remaining official term.

The BOD of the Club shall act upon all appeals and complaints in a prompt and orderly manner.

ARTICLE XI

VOTING

Membership voting on matters that come before the members of the club shall be decided by a majority vote of current paid-up members in good standing who are present, at a regular meeting. A majority vote of the BOD present at a board meeting, shall decide issues; however, the Chairperson's vote may only be counted as a tie breaker, and only then will it be considered after three (3) attempts to break the tie vote by the majority have been unsuccessful. All matters that require a vote shall be decided by a majority of the current paid up memberships present at either Club or BOD meetings. One vote per Head of Household; with two (2) votes maximum per family membership.

ARTICLE XII

SECURITY

All locks/Access Codes to both the indoor and outdoor ranges should be changed annually at the start of the indoor or outdoor season respectively. Only officers, board members, property owners, and club members in good standing, responsible for opening and closing on designated shoot days will be issued keys/access codes. Keys/Access Codes shall not be duplicated, loaned, or given to anyone not in the above designations or to non-members. Each member of HAC is responsible for the security of the club. Any discrepancies shall be reported to the BOD for disciplinary action. When practicing at the indoor range or the outdoor range, each member and their guest must sign in. A sign in book shall be available at each range for this purpose. Due to liability, safety, and insurance purposes the Secretary is required to maintain these books at all times. Vehicles are not permitted beyond the gate by the clubhouse without authorization by the BOD. (Exceptions will be made for work details)

ARTICLE XIII

BY-LAWS

By-Laws of the Club shall be progressively updated in the master book by the Secretary of the Club and members notified of all changes. The By-Laws shall also be reviewed every two years by the BOD and amended as necessary and changes posted for public scrutiny. By-Laws of the Huntington Archery Club were approved and updated August 21, 2015 by the HAC BOD.

ARTICLE XIV

CONFLICT OF INTEREST POLICY

1. PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. DEFINITIONS

Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. PROCEDURES

DUTY TO DISCLOSE

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The Chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction; or arrangement from a person or entity, that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonable or possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and correct action.

RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

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

COMPENSATION

A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms 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 the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

PERIODIC REVIEWS

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

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangement with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

USE OF OUTSIDE EXPERTS

When conducting the periodic reviews, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XV

ANNUAL BANQUET

An annual banquet shall be held each year to promote good fellowship between all members and the general public.

Members of the club shall be recognized for outstanding accomplishments in all shoots, leagues and activities of the club, including hunting, for the year. The public is invited and the BOD shall coordinate this event.

ARTICLE XVI

TARGET AND BOWHUNTER TOURNAMENTS

HAC Archery Tournaments – The Archery tournament shooting rules shall be in accordance with HAC rules. All other sponsored archery shoots or games hosted by HAC shall be in accordance with rules as set forth by their specific organizations own shooting rules, i.e. IBO; ASA; NFAA; WVAA; WVBA, etc.

ARTICLE XVII

HAC MEMBERSHIP LIST

The HAC membership list will not be given or sold to anyone under the HAC privacy policy. No names, addresses, telephone numbers, e-mail addresses or any other personal identification type information, will be released unless voted on by the BOD.

ARTICLE XVIII

DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.