



**BY-LAWS
OF
NORTHBROOK SPORTS CLUB
(Incorporated 1947)**

As amended and approved September 25, 2010: Effective January 01, 2011.

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ARTICLE I - NAME

This organization shall be known as Northbrook Sports Club.

ARTICLE II - OFFICE

The office and business address of this club shall be designated, from time to time, by the Board of Directors.

ARTICLE III - OBJECTS

The objects and purpose of this club are hereby defined and declared to be:

- Section 1.** To promote an interest in clay target shooting, hunting, fishing, and other sports activities through meets, outings, tournaments and facilities available at the club.
- Section 2.** To promote, encourage and maintain a high standard of amateur sportsmanship in all sports, and to lend moral support to all movements for better sportsmanship.
- Section 3.** To promote the social and physical welfare of club members.
- Section 4.** To preserve certain areas of the club as wildlife habitat.
- Section 5.** To cooperate with duly constituted authorities to enforcement of Fish and Game Codes and the promotion of reasonable, responsible and equitable laws regarding shooting sports.

Section 6. To cooperate with organizations with similar objectives, work towards better conservation and its co-existence with shotgun and other shooting sports.

Section 7. To demand safety towards one's self and other persons and property.

Section 8. To encourage youngsters to become active sportsman, honest and respectful of the rights of others.

ARTICLE IV - MEMBERSHIP

Section 1. General Qualifications. All Members shall be persons who have genuine interest in the objects and purposes of the club as set forth in Article III. Each Member must be a person eligible to possess and use firearms within the State of Illinois. The immediate family (spouse and dependents living at home under age 21; or, 23 if attending college) of a Member in good standing shall be entitled to utilize the facilities of the club and to participate in club activities pursuant to such rules and regulations as may, from time to time, be adopted by the Board of Directors; provided that such spouse and/or dependent is eligible to possess and use firearms within the State of Illinois. Only General Members and Honorary Life Members are eligible for nomination and election to serve as officers and/or directors or as Members of the nominating committee.

Section 2. Classes of Members. The club shall have three classes of Members. The designation of such classes and qualifications of the Members of each class shall be as follows:

A. General Members. Candidates for General Membership must be sponsored by two (2) General Members or Life Members and be approved by three-fourths (3/4) of the Directors present at a regular Directors' meeting. Except as otherwise herein provided, only General Members shall have voting rights and any equity interest in the club. To remain in good standing, a General Member shall conform to the provisions of these By-Laws and such resolutions of the Board of Directors as are adopted from time to time.

B. Honorary Life Member. An Honorary Life Member may be elected from the General membership only upon the unanimous vote of all the Directors at a regular or special meeting. An Honorary Life Member shall be exempt from any obligation to pay annual dues and any special assessments, in the year following his or her election and shall have all

rights of a General Member. An Honorary Life Member shall be elected only upon the determination of the Board of Directors that the candidate has rendered such an exemplary degree of service to the club as to merit this highly honored status.

C. Special Members. The Board of Directors may, from time to time, upon the vote of at least three-fourths (3/4) of the Directors, elect Special Members under such terms and conditions as they deem appropriate and in the best interests of the club. Special Members shall not have voting rights and shall not be considered equity Members of the club. A special Member shall not be entitled to hold an office, but may serve on committees, other than the nominating committee. The period of membership for a special member is for the year in which it was granted. The Board of Directors may, solely in its discretion, renew a Special Membership.

Special Memberships include:

1) Nonresident Members. Any General Member (after one year of membership) who, during the term of current General Membership, shall establish his primary residence at a place outside a radius of one hundred fifty (150) miles from the location of the club, may apply for Nonresident Membership status. Upon approval by the majority of the Board of Directors, such Member shall thereafter during the period of non-residence be classified as a Nonresident General Member. He or she shall be subject to such reduced dues as may, from time to time, be set by resolution of the Board of Directors, but no refund of dues paid prior to reclassification shall be made. A Nonresident General Member shall be privileged to use all of the club's facilities and to participate in all of the activities when visiting the club premises, but he or she shall not be qualified for election as Officer or Director of the club while so classified. Any Nonresident General Member who changes his or her primary residence to a location within the radius of one hundred fifty (150) miles of the location of the club shall be subject to restoration as a General Member, commencing with the month immediately following such change of residence, and shall be subject to a pro-ration of annual dues.

2) Youth (Non-Member Dependent) Affiliate: A youth, who is not of the immediate family of a member under Section 1 herein above, may submit an application for Youth Affiliate. A "Youth Affiliate" is defined as a dependent living at home with his/her parent(s) or guardian who is under the age of 21 (or under

the age of 23 if attending college or advanced educational training on a full-time basis) and who is otherwise eligible to possess and use firearms with the requisite parental or guardian consent and waiver of liability as may be required from time to time by the Board of Directors and further subject to the following conditions precedent:

- a) The “Youth Affiliate” must possess a valid Illinois Firearm Owner’s Identification Card (FOID); and,
- b) The “Youth Affiliate” must possess a valid Illinois Hunting License which in turn requires/mandates the successful completion of a hunter safety course; and,
- c) Use of the NSC facility shall be limited to shooting with a qualified adult NSC member. Subject to approval by the Board of Directors and on an individual basis, this requirement may be waived; and,
- d) Annual dues for a “Youth Affiliate” shall be an amount equal to 50% of the NSC annual dues. Line fees shall be designated from time to time by the Board of Directors. No initiation fee shall be required of a “Youth Affiliate”. All other rules of membership and safety shall equally apply to the “Youth Affiliate”; and,
- e) The “Youth Affiliate” membership position will be deemed as NON-VOTING in issues concerning the Club; and,
- f) When the conditions which have granted the “Youth Affiliate” are no longer present, the Member may, at his or her option: (1) Terminate their membership, (2) Pay the then appropriate membership and initiation fees and become a full General Member; and,
- g) The “Youth Affiliate” must satisfy all other requirements/restrictions as may be required from time to time by the Youth Affiliate Board of Directors.

3. Leave for Service Member. Any General member in good standing, upon assuming active duty in the Armed Services of

the United States, shall automatically be granted a leave of absence. He or she shall not be required to pay dues during active duty, but shall enjoy full club privileges. He or she shall be re-admitted as a Member in good standing upon his or her return and payment, pro rata, of current dues, commencing six months after release from active duty.

4. Other Special Membership. From time to time the Board of Directors may establish Special membership categories to encourage increased general membership and promote more frequent or increased shooting. Such categories may be based on age, demographics, limited club use, may be subject to such reduced dues or initiation as may, from time to time, be set by resolution of the Board of Directors, or other criteria as deemed important by the Board of Directors. All such Special Membership's will be Non-voting, non equity and require at least 3/4 approval by the Board of Directors.

Section 3. Number of Members. A limit to the number of General Members of the club shall be established by a majority vote of the General Membership. Until otherwise recommended by the Board and approved by the Membership the total shall not exceed 950. However, the Board of Directors may, by majority vote of the Board, increase or decrease the Membership limit by no more than twenty (20) persons during the year. The Board of Directors shall maintain a waiting list of applicants. Former legal dependents of General Members that reach majority shall be given preference for membership.

Section 4. Suspension and/or Expulsion.

The Board of Directors, by a vote of at least two-thirds (2/3) of the Directors, shall have the power to suspend a Member for up to six months for his or her personal conduct, or the conduct of his or her spouse dependent or guest, considered prejudicial to the best interests of the club. By a similar vote, the Board of Directors may recommend longer suspension or expulsion of a member. In that event, the Board of Directors shall expeditiously cause a meeting of the General Members to be held to act upon its recommendation. A two-thirds (2/3) vote of the General Members present at the meeting is required to approve the Board's action. The Member, whose suspension or expulsion is proposed, shall have the right to reasonable notice of any meeting held for consideration of such issue and have the right to be heard. If the Board determines to suspend a Member such Member may immediately request an appeal to the General Members. The Secretary will then promptly notice a General membership meeting. The General Members may at their meeting determine:

- 1.) No suspension is appropriate; or,
- 2.) Confirm or increase the Board's term of suspension; or,

- 3.) Vote to expel the member.

ARTICLE V - DUES

Section 1. There shall be an initiation fee for each General Member in an amount recommended, from time to time, by the Board of Directors and approved by the Members at the annual or a special meeting.

Section 2. The annual dues of each Member shall be in the amount recommended, from time to time, by the Board of Directors and approved by the Members at the annual or special meeting except as provided for as follows:

The Board of directors will have the option to raise annual membership fees by up to \$25 (Twenty Five Dollars) without a vote by the General Membership subject to the following terms and conditions:

- 1.) The sum of all funds excluding the Capital Improvement Fund and the Legal Defense Fund are in deficit as of August 31.
- 2.) The General Membership will be notified as soon as possible after the vote to increase dues is approved.
- 3.) At least 3/4 of the Board of Directors must approve such an increase.

Section 3. On February 1st, the Secretary shall post at the clubhouse, the name of any Member who has failed to pay dues or satisfy any other obligation to the club. Any Member who pays his or her dues after February 1st and before March 1st shall be obligated to pay one hundred and ten percent (110%) of the regular dues in effect in the year the dues are paid. Any Member, who fails to meet dues or other obligations by March 1st, will be automatically dropped from membership, unless he or she has previously contacted an officer regarding a hardship or special circumstance extension. Except as may be applicable in Section 6 herein below, the initiation fee and first year dues for any new member shall be due at the time said application is accepted by the Board of Directors. New member dues for the first year shall be prorated on a quarterly basis, i.e., 100% of the annual dues shall be paid for applications submitted in January, February and March; 75% of the annual dues shall be paid for applications submitted in April, May and June; 50% of the annual dues shall be paid for applications submitted in July, August and September; and, 25% of the annual dues shall be paid for applications submitted in October, November and December.

Section 4. Any Member whose membership has been terminated pursuant to Section 3 of this Article V, or who has resigned his membership, may be reinstated at the discretion of the Board of Directors upon such terms and conditions and the payment of

such dues and fees as the Board deems fair and appropriate; however, no such reinstatement shall result in a total number of General Members in excess of that prescribed under Section 3 of Article IV of the By-Laws.

Section 5. Special assessments require the recommendation of the Board of Directors and approval by the Membership at a regular or special General Membership meeting after a reasonable notice specifying the purpose of such meeting.

Section 6. The Board of Directors is empowered to implement special payment plans for New Members. Such plans will not exceed two years; payments will be at an increased amount over those who pay in full at time of joining. All such plans must be approved by a 3/4 vote by the Board of Directors. Until such a time that all moneys have been received individuals under such plans will be Non-voting members.

ARTICLE VI - FINANCES

Section 1. The Club shall establish and maintain fund accounts as follows:

The Operating Fund - The general fund, including all dues, line fees, event proceeds and other usual income specifically collected as proceeds from the normal operation of the facility. A separate account shall be designated as an investment account used to house and earn interest on operational funds. The Club treasurer shall make the investments in insured or government guaranteed securities, being cognizant of the cyclic nature of operational income and budgetary cash requirements. Income for and expenditures from the Operating Fund shall be reported to the Board monthly.

The Legal Defense Fund - The Legal Defense Fund is a restricted fund of an amount to be used specifically and exclusively for costs associated with defense of the Club against any legal action. Income shall be from sources designated by the Board, and no expenditures may be approved that are not directly related to the purpose of the fund. Until otherwise changed by majority vote of the membership at a regular or special meeting of the General Membership, the Legal Defense Fund is limited to \$50,000.00.

The Capital Improvement Fund - The Capital Improvement Fund will provide funds for expenditures beyond routine maintenance of grounds and buildings or equipment. Sources of income are to be new Member initiation fees; interest earned by the Legal Defense Fund, if the amount of that fund exceeds the established limit; money resulting from the sale of any property or equipment owned by the Club; and, any surplus amounts from the Operating Account, or any other sources approved by the Board. Expenditures shall be specifically

restricted to expenditures for extraordinary or unusual maintenance, repair requirements essential to the Club's financial longevity. The Board may approve expenditures only when the need is clearly within the defined purposes of the fund. However, projects to expand or enhance the facility may be approved by the Board, subject to a maximum of \$40,000 during any one calendar year. All other capital expenditures must be approved by the membership before commitment can be made. Replacement of existing capital items is excluded from the \$40,000 maximum referenced hereinabove. The Board may borrow from the Capital Improvement Fund to overcome short-term cash flow problems provided that the loan is repaid within 180 days.

The Reserve Fund - The Reserve Fund shall initially contain the funds remaining from construction projects and other funds designated by the Board. Sources of income include interest generated by the fund, and the periodic deposit of funds specifically designated by the Board. The Reserve Fund shall support all other funds, but may be used only in catastrophic situations and with specific membership approval.

Section 2. The President shall be responsible for the development of an operational budget on an annual basis. In the year of a Presidential election and in a timely manner following October 1, the incumbent President and Treasurer shall meet with all Presidential nominees and provide each with projections of income and anticipated regular expenditures from each fund/account. The successful candidate will present a proposed operational budget, a forecasted 5 year operational budget and a forecasted 5 year capital improvement budget to the Board of Directors at the February meeting. The General Membership will be notified of this review and offered ample opportunity to comment and make recommendations. The Board will not approve the budget for implementation until such membership input has been received and considered, nor will the Board approve or authorize extraordinary expenditures until the budget has been approved.

Section 3. The Board of Directors shall cause the club's annual financial statements to be audited by an independent accounting firm and the club Members made aware of the results.

Section 4. Upon approval of the Board of Directors the Club Manager may be given the authority to sign checks for day to day normal operational expenses. In no case will the limit of this authority exceed \$1,000.

ARTICLE VII - MANAGEMENT

Section 1. The management of this club shall be entrusted to the Board of Directors consisting of four (4) Officers and eleven (11) Directors to be elected as hereinafter provided. Each Officer is also a Director. The Board of Directors shall be fifteen (15).

Section 2. The Officers of the club shall be a President, Vice President, Secretary, and Treasurer. There shall be a Counsel, who shall be a General or Special Member that is admitted to practice law in the State of Illinois. Counsel shall be appointed by the President subject to the approval of the Board of Directors. The Counsel may, but need not be, a Director.

Section 3. The Officers, Directors, and Counsel shall serve without compensation. The term of office shall be two years for Officers or until their successors have been duly elected and take office. No elected President may succeed themselves in office or run for another elected Officer position for a two-year period. However, should a President leave office for any reason, the replacement President who finishes the un-expired term may seek re-election. Other Officers (Vice President, Secretary and Treasurer) may succeed themselves in office or run for other elected office and board positions. The term of office for ten Directors shall be three years or until their successors have been duly elected and take office. The eleventh Director position is reserved for the exiting President, should he or she desire the position, and will be for a two year term. Except for Directors filling an unexpired term whose elected term shall be the unexpired term, the term for ten Directors is a three-year term. Directors may succeed themselves or run for another elected Officer's position. Agreements entered into by club Officers shall not extend, or impact the club, beyond their term of office without a resolution of the Board of Directors specifically authorizing the action. The Counsel shall serve for a term of the President by whom he or she is appointed or until a successor has been duly appointed. In the event of resignation or death of any Officer or Director, the remaining Board of Directors shall appoint a successor to fill the unexpired term.

Section 4. Any Officer, Director, or Member, who is selected to act as an official delegate to a National, State, Zone, or District Meeting, upon advising the Board of Directors in advance, may be reimbursed by the club for all or a portion of the actual expenses, all in the sole discretion of the Board.

Section 5. The Board of Directors shall be responsible for the management of the property and affairs of the club. The Board shall prescribe rules regulating the affairs and activities of the club, consistent with these By-Laws and the club's Articles of Incorporation.

Section 6. The Board of Directors shall have the power to temporarily suspend an Officer or Director of the club from his office or Directorship for conduct, which, in the judgment of the Board of Directors is prejudicial to the best interests of the club. Such action shall require a vote of two-thirds (2/3) of the Directors. By a similar vote, the Board of Directors may recommend the removal of such Office or Director. The Board

of Directors shall expeditiously cause a special meeting of the General Members to be held to confirm the Board's recommendation. The Officer or Directors may be suspended or removed upon the two-thirds (2/3) vote of the General Members present at their meeting. An Officer or Director who is proposed for suspension or removal shall have the right to notice of any meeting held for consideration of this issue and shall have the right to be heard.

Section 7. In the event that an Officer or Director of the club shall fail to attend two successive regular meetings of the Board of Directors without cause and without notifying the President in advance (e.g. surgery, vacation, illness, etc.), shall be deemed to have submitted his or her resignation which resignation shall be accepted by the Board of Directors at the next following regular meeting unless the Board of Directors determines that the acceptance of such resignation would not be in the best interests of the club.

Section 8. Compensated Management, if any, will report to the President of the club or designated representative. Compensation, duties and responsibilities will be determined by the Board of Directors. Subject to applicable federal, state and local laws, the Manager of the club shall not be hired or terminated without specific Board of Director approval. Such actions shall require a vote of two thirds (2/3) of the entire Board of Directors not just a quorum.

ARTICLE VIII - ELECTIONS

Section 1. At the regular Directors' meeting held in July of each year, the Board of Directors may appoint a Nominating Committee of five (5) Members, at least one of which shall be an incumbent Officer or Director. In lieu thereof, should the Board of Directors fail to appoint a nominating committee at the July meeting, then in said event, the election of OFFICERS and DIRECTORS shall be conducted "AT LARGE". Members running as candidates for officers shall be members in good standing for at least five (5) successive membership years. Members running as candidates for Directors shall be members in good standing for at least three (3) successive membership years. On or before October 1 next preceding the November election, the names of all candidates for any office or directorship [regardless of whether submitted through the Nominating Committee or by nominating petition (see Section 2 below)] shall be submitted to the President and/or Secretary for posting on the general bulletin board of the clubhouse. Each candidate's name must specifically identify the directorship and/or office being sought. The President and/or Secretary shall then ministerially post the names of all such candidates and the office/ directorship being sought on the general bulletin board of the clubhouse. No candidate shall be permitted to change the office or directorship being sought after the October 1 deadline for posting. The incumbent President not up for election shall be deemed to be included within all slates of candidates as a director,

unless he or she declines to be nominated. The incumbent President if declining to run must notify the board by July 31 of the election year.

Section 2. Rules Governing Nominations/Elections:

A. Any member meeting the requirements for seeking office or directorship may seek any office or directorship independent of the recommendations of the Nominating Committee by submitting signed nominating petitions consisting of no less than 10% of the club members in good standing as of the end of August preceding the November election. Each page of every nominating petition shall clearly identify the office/directorship being sought. Each nominating petition must be submitted "EN BLANC" as a completed whole and not piecemeal. Failure to so identify each page of any nominating petition shall invalidate the entirety of said nominating petition in which event said nominating petition shall be ineligible for filing with the President or Secretary or posting on the clubhouse bulletin board. The deadline for filing all nominating petitions is 12 Noon on October 1 preceding the November election.

B. The Board of Directors shall determine the form of the ballot which shall be published in the newsletter next preceding the election date. Approval of the Ballot design must be by at least 2/3 of the Board of Directors.

C. All campaign materials and mailing shall be at the candidate's sole expense and in no event shall campaign letters, position statements, etc., be on the stationary or facsimile thereof of the club. Any "pre" or "post" election irregularity or dispute shall be referred by the President and/or Board to Club Counsel for the Board for an appropriate opinion. Any election irregularity or dispute shall be conclusively determined and decided by a majority vote of the Board, notwithstanding the advisory opinion of counsel to the contrary.

D. The term of all newly-elected officers/directors shall commence immediately following the election.

E. Slates - Each candidate who is running on a Slate must individually submit their request in writing to the Board of Directors by October 1st of the election year. All other rules for individuals apply to the entire slate as well.

Section 3. Each expiring directorship position, with the exception of the Directorship filled by the Past President, shall be filled by members running for three-year terms. Should a Director run for an elected office with one or two years remaining in such Director's term, such Director resigns and vacates his/her position effective with the next election, and such election must use a ballot which makes appropriate provision for the election of a new director to serve such un-expired term. The one Directorship position reserved for the former President will be a two year term and will be vacated at the end of the two year term to accommodate the incumbent president should he/she desire the position. The individual vacating the position will be eligible to run or be nominated for any open Officer or Director position.

Section 4. At the regular annual meeting in November, the Nominating Committee shall place its candidates for Officers and Directors in nomination, and other candidates whose names have been posted on the bulletin board according to the rules set forth in Section 2 shall be placed in nomination by their respective sponsors. The names of all candidates shall appear on a ballot prepared in advance of the November meeting by the club Secretary. Each ballot cast for election of candidates must include a vote for the incumbent President and not more than fourteen (14) other candidates. If the incumbent President has declined to stand for election as a director, then the nominating committee shall have designated a candidate for Director, serving a two year term, to replace the incumbent President. Election shall be by secret ballot. The candidate or candidates receiving the majority of votes for such respective office shall be elected to the respective office or offices for which they are candidates. Only General Members who are in good standing shall be entitled to vote or to hold office. In the event there are no nominations other than those recommended by the Nominating Committee, a single ballot shall be cast by the Secretary of the meeting for the nominees recommended by the Nominating Committee and they shall be deemed to have been duly elected.

ARTICLE IX - DUTIES OF OFFICERS

Section 1. The President shall be the Chief Executive Officer of the club and shall serve under the authority of the By-Laws and at the direction of the Board of Directors. He or she shall preside at all regular and special meetings of the club and the Board of Directors. He or she shall cast the deciding vote in a case of a tie and perform other duties and functions necessary to the fulfillment of the responsibilities of the office.

Section 2. The Vice President shall assume the duties of the President in his or her absence or disability.

Section 3. The Secretary shall keep a full and complete record of all proceedings of General Membership meetings of the club, the meetings of the Board of Directors, all activities of the club, and shall preserve all such records in proper books and files. The Secretary shall take care of all of the club's correspondence, preserving copies of all letters sent out and all letters received. He or she shall turn over to his or her successor within ten (10) days of the election of such successor, all books and records pertaining to his or her office. The Secretary shall keep a roll of all Members and issue membership cards.

Section 4. The Treasurer shall have custody of all moneys of the club, shall collect all dues, and shall pay all proper bills, claims and awards against the club. In the Treasurer's absence, the President, Vice President or Secretary may approve and pay all

proper bills, claims, and awards against the club, reporting to the Treasurer the actions undertaken in his or her absence. The Treasurer shall keep an accurate account of all receipts and disbursements, and shall issue statements thereof to the club every month and to the Directors, at their request, and a like statement to the annual meetings, together with a statement of equity. He or she shall turn over to his successor, within ten (10) days after elections, a complete financial statement together with all funds and records pertaining to the club.

Section 5. The Counsel shall be the legal representative of the club, and shall advise the Officers and Directors of legal matters affecting the club's operation and interests as requested by the President or the Board of Directors.

Section 6. Banking Powers. The President, Vice President, Secretary or Treasurer, individually, any one of them, shall be vested with check signing powers for sums up to \$25,000.00; and any two of them for sums in excess of \$25,000.00.

ARTICLE X - MEETINGS

Section 1. The club shall hold an annual meeting of the Members on the first Saturday in November. Unless otherwise specified in the notice, the meeting shall be held at the clubhouse at 9:00 A.M. At this annual meeting, Officers and Directors will be elected, annual dues and initiation fees will be set, in addition to other business.

Section 2. Special meetings of the Members of the club may be called, at any time, by the President or a quorum of the Board of Directors. The Secretary shall notify the Members of such special meeting, in writing, at least fifteen (15) days in advance. Special meetings may also be called by ten percent (10%) of General Members, requesting in writing that the Secretary notify the membership of such special meeting. Any notice of a special meeting shall specify its purpose and the nature of the business to be transacted or considered.

Section 3. The Board of Directors shall hold regular meetings. The Secretary shall post a notice of the time and place at the clubhouse. They shall be no less frequent than once per month.

Section 4. All meetings shall be conducted under Robert's Rules of order, except where specific By-Law provisions, Articles of Incorporation or statutes provide otherwise.

Section 5. Regular meetings of the Board of Directors shall be open to General Members. General Members desiring to address the Board of Directors should so request in advance of the meeting that the President (or Chairperson) place him or her on the agenda. Such a request should be honored. It may, however, be delayed by the

President or Chairperson until the following meeting in the event time or other constraints dictate.

ARTICLE XI - QUORUM

Section 1. Ten percent (10%) of the General Members in good standing shall constitute a quorum for the transaction of business at the annual or any special meeting of the Members of the club.

Section 2. Seven (7) Directors or Officers shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

ARTICLE XII - COMMITTEES

Section 1. At the first regular meeting of the new Board of Directors, the President with the approval of the Board of Directors, shall appoint Chairmen of the club's standing committees (Skeet, Trap, Sporting Clays, International Trap, House and Grounds, Safety & Training, Membership, Special Events, Finances, By-Laws, Community Relations and Developments).

Section 2. Special committees shall be appointed by the President to take charge of special activities. The President shall promptly advise the Board of the existence of these committees, their membership and purpose.

Section 3. All standing committees shall report their activities at each regular meeting of the Directors, at the call of the President, and shall file at the close of the year with the Secretary a summary of their activities for that year.

ARTICLE XIII - VACANCIES

The Board of Directors shall fill Officer vacancies which may occur by reason of death, disability, resignation, relocation, or otherwise. Any such appointment shall be valid until the next annual meeting, at which time, the election will provide for any partial term remaining for such Officer position.

ARTICLE XIV - CONSTRUCTION

Any question as to the meaning or construction of any part of these By-Laws shall be decided by the Board of Directors. In the event that any provision these By-Laws shall

conflict with applicable law, such conflict shall not affect other provisions of these By-Laws which can be given effect without the conflicting provision.

ARTICLE XV - MATTERS NOT PROVIDED FOR

All matters not provided for in the Articles of Incorporation or By-Laws shall be determined by the Board of Directors.

ARTICLE XVI - AMENDMENTS

These By-Laws may be amended pursuant to a resolution duly adopted by two-thirds (2/3) of the Board of Directors present at a regular or special meeting and subsequently approved by two-thirds (2/3) of the Members present at an annual or special meeting. Notice of the Membership meeting shall state that By-Law amendments are proposed and drafts thereof shall be posted at the clubhouse for thirty (30) days preceding the Membership meeting.

ARTICLE XVII - USE OF THE CLUB PROPERTY & GUESTS

Section 1. The use of club property and the club shall be in accordance with and subject to rules and regulations that are promulgated, from time to time, by the Board of Directors. The majority of the General Members present at the annual meeting or at a special meeting called for such purpose may also determine rules and regulations pertaining to use of the club and its property.

Section 2. In order to counteract attrition of existing Members and to obtain new Members and to further advance or implement the objectives of the Club, it shall be the privilege of Members to invite non-member guests and friends to use the facilities and become acquainted with Members. All guests shall be accompanied by their Member host and the Member shall be responsible for the conduct of his or her guest.

Section 3. The Board of Directors shall have the power and authority, upon the majority vote, to modify the use of the Club's real property to, or from, wetlands, as the term is described under the Federal Clean Water Act and related State and local programs, statutes, codes and ordinances, and the power and authority to create, open, maintain, and operate for an extended period of time, close wetlands and sell credits or access to said wetlands, all for the benefit of the Club, pursuant to the purposes of the Club as described in these By-Laws.

ARTICLE XVIII - SALE OF ASSETS

In the event that Directors shall determine it is necessary or advisable to effect a sale, lease, exchange or other disposition of all, substantially all, or any material amount of the property and assets of the club, occasioned by or incident to a relocation of the club's operations and facilities, the following procedures and principals shall govern and control such action:

1. The determination of the Directors to effect a sale, lease, or other disposition of all, substantially all, or any material amount of the club's property or assets, shall be made in accordance with the Illinois General Not-For-Profit Corporation Act, and requires adoption of a resolution by the Board of Directors recommending such action and the submission of the resolution to the Members for a vote at an annual or special meeting called for such purpose. Authorization of the action recommended by the Directors requires the affirmative vote of two-thirds (2/3) of the Members present at such meeting.

2. No such resolution shall be adopted by the Directors or submitted to the Members unless the resolution includes the specific requirement that the proceeds or other property received and to be received from the sale, lease, exchange, or other disposition of all, substantially all, or any material amount of property and assets of the club, shall be preserved and retained for the sole and exclusive purpose of acquiring a new facility for the club and for the relocation and re-establishment of the club's operations at such new site. The resolution shall allow five years for the acquisition of a new location and the commencement of establishing new facilities. This project shall, however, proceed as expeditiously as it can be accomplished by the Board of Directors.

3. In no event and under no circumstances shall the proceeds received from the sale, lease, exchange, or other disposition of all, substantially all, or any material amounts of the property and assets of the club, be distributed to or among the Members of the club, except pursuant to a voluntary dissolution of the club in accordance with the applicable provisions of the Illinois General Not-For-Profit Corporation Act.

4. In the event of a partial sale of the land of the Club, whether voluntary or involuntary (forced sale/condemnation), which otherwise leaves the Club intact as a functioning and viable shooting facility, all such sale proceeds shall be deposited into the Reserve Fund and thereafter, be subject to the rules pertaining to the Reserve Fund.

ARTICLE XIX - INDEMNIFICATION

Section 1. Indemnification of Officers, Directors and Counsel. The club shall, to the fullest extent to which it is empowered or permitted to do so, indemnify and hold harmless any person who has or is threatened to be made a party to any threatened,

pending or completed action, suit or proceedings (whether civil, criminal, administrative or investigative), due to the fact that he or she is or was a Director, Officer or Counsel of this club, provided such action has arisen out of his or her performance as a Director, Officer or Counsel for or on behalf of the club. Such indemnification shall include attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred because of such action, suit or proceeding.

Section 2. Contract with the Club. The provisions of this Article XIX shall be deemed to be a contract between the club and each Director, Office or Counsel who serves in any such capacity at any time while this Article XIX and relevant provisions of the Not-For-Profit Corporation Act of Illinois or any other applicable law, if any, are in effect, and any repeal or modification of such law or of this Article XIX shall not effect any rights or obligations then existing with respect to any statement of facts then or thereafter existing or any action, suit or proceedings theretofore or thereafter brought or threatened based in whole or in part upon any such statement of facts.

Section 3. Indemnification of Employees and Agents. Persons who are not covered by the foregoing provisions of Article XIX and who are or were employees or agents of the club may be indemnified to the extent authorized by the Board of Directors.

Section 4. Other Rights of Indemnification. The indemnification provided or permitted by this Article XIX shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee and administrators of such person.

ARTICLE XX - SEVERABILITY AND INDEPENDENCE

Any portion of these By-Laws which are held to be improper or unenforceable shall not affect the remainder which shall remain in full force and effect. Each portion is intended to be followed and enforced fully independent of any other portion.

Ratified at the Special Meeting of General Membership held September 25, 2010 effective January 01, 2011.