

Pine Hill Archery Club By-Laws



PINE HILL
ARCHERY CLUB

Volume 1.2
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PHAC OFFICERS AND DIRECTORS

As of October 2, 2023

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BY-LAWS

Article I – Name

The name of this organization shall be:
Pine Hill Archery Club Inc. (the corporation) (PHAC)

Article II – Offices

Section 1. Principal Office

The principal office of Pine Hill Archery Club Inc. is located in Hendricks County, State of Indiana.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county as they deem necessary. Commonly, the principal office shall be the address of the Treasurer as noted on page 2 of these By-Laws.

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as its board of directors may, from time to time, designate.

Article III – IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for charitable, religious, educational and scientific purposes as specified in Section 501(C)(3) of the Internal Revenue Code, 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.

The specific objectives and purposes of this corporation shall be to:

- (a) maintain a property or properties as archery ranges for the use of its membership and the furtherment of the sport of archery,
- (b) act as host for various organizations and corporations with the purpose to organize and/or conduct archery tournaments or group archery outings (These organizations and corporations will include: ASA Federation, National Field Archery Association, Indiana Field Archery Association, Scholastic 3D Archery, Independent Archers Association, Hendricks County 4-H Shooting Sports and Outdoor Skills and any other organization or corporation with likeminded interests that are approved by the board of directors)
- (c) foster, expand, promote and perpetuate the practice of target archery in its many forms, (3D, indoor, field and any other games as may be included in target archery)
- (d) encourage the use of the bow in the hunting of all legal game birds or animals, and to protect, improve and increase the sport of hunting with a bow,
- (e) dedicate itself to the conservation and preservation of game and its natural habitat, and to cooperate with the federal and state agencies and sportsman and conservation organizations also dedicated to this purpose,
- (f) foster and perpetuate a spirit of good fellowship and sportsmanship among all archers and
- (g) regularly inform each member, in good standing, as to the major problems and issues affecting the sport of archery and hunting with bow and arrow, and/or to the action proposed or taken in order that the membership may make its will known to their duly elected representatives.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the organization 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 herein. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon Dissolution of the Pine Hill Archery Club, the Board of Directors shall distribute the assets of the Corporation for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the 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 a court of competent jurisdiction in 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.

Article IV – Membership

Section 1. Determination and Rights of Members

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this corporation or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

Section 2. Qualifications of Members

The qualifications for membership in this corporation are as follows:

- (a) Members must be of the age of majority of the state of Indiana. Minors on family memberships will have all the rights, privileges, restrictions and conditions as those of the majority age with the exception of voting.
- (b) Members must submit an application of membership each year when they remit payment of dues. The membership year will be from April 1 through March 31.

Section 3. Admission of Members

Applicants shall be admitted to membership as soon as their application is processed by the secretary and/or treasurer, or any other member of the board of directors or committee member who has been granted authority by the board of directors to process applications. Applications will be processed once payment has been remitted. (If paying by check payment is considered remitted only after the check has cleared.)

Section 5. Number of Members

There is no limit on the number of members the corporation may admit.

Section 6. Membership Book

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of the termination of such membership. Such book shall be kept by the Corporation's Treasurer. All PHAC mailing/emailing lists are the property of PHAC and its members and will not be sold or given out to any individuals, organizations, or businesses or posted with addresses.

Section 7. Nonliability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

Section 8. Non-transferability of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 9. Termination of Memberships

The membership of a member shall be terminated upon the occurrence of any of the following events:

- (a) Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (b) Upon failure to renew his or her membership by paying dues on or before their due date. Once dues have been paid all rights of membership shall be restored once payment is processed.
- (c) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
- (d) The Board of Directors may suspend or expel any member for just cause; a member may be reinstated only by a majority vote of the Board of Directors, upon appeal by the member.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

Article V – Fees and Dues

- (a) The following fees shall be charged for making application for membership in the corporation (New Members):
- a. Single membership \$135.00
 - b. Family membership \$150.00
 - i. Family memberships for S3DA Members is \$85.00 for returning families and \$110.00 for new families.
 - c. Starting in the month of September only new applicants may receive a proration of these fees. This proration may be figured by dividing the full cost by twelve and then multiplying by the number of remaining months in the membership year after multiplying the fee will be rounded up to the next \$5.00 increment.
 - d. There will be no proration of dues for current or returning members. At the discretion of the board of Directors and by vote of the members these fees may be changed and by amendment of these bylaws.

Article VI – Fiscal Year

The corporation fiscal year shall begin January 1st.

Article VII – Directors

Section 1. Number

The corporation shall have no less than three directors, however, as many directors may be chosen as the board of directors decides are needed to properly conduct the business of the corporation and collectively, they shall be known as the board of directors. The board members shall act as the officers as set forth in Article 8 of these bylaws.

Section 2. Qualifications

The directors shall be of the age of majority in the state of Indiana. Directors must also be affiliated with the corporation by one or more of the following: (a) being a member in good standing with the corporation or (b) being the partner or spouse of such a member.

Section 3. Powers

Subject to the laws of the state of Indiana and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be executed by or under the direction of the board of directors.

Section 4. Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the article of incorporation or by these bylaws.
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- d. Meet at such times and places as required by these bylaws'
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed (physically or electronically) to them at such address shall be notices thereof.

Section 5. Term of Office

Each director shall hold office for a period of two (2) year and until his or her successor is elected and qualified. Each director will serve in only one position at a time during the term they are elected excepting in the case that no secretary is elected, then one or more other members will serve as secretary. There will be no term limits set and a director may serve as many consecutive terms as they are willing and elected.

Section 6. Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance and in accordance with this corporation's conflict of interest policy, as set forth in Article 13 of these bylaws.

Section 7. Meetings

Meetings shall be held in the clubhouse at Pine Hill Archery Club Inc. unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

Section 8. Regular Meetings

Regular meetings of directors shall be held at the discretion of the board. Generally, the meeting are to be held quarterly on a designated Monday at 6:30 p.m.

This corporation makes provisions in Article 16 of these bylaws for members, therefor, at a regular meeting held in the third quarter, directors shall be elected by the directors and members who are in good standing and who are present at the meeting. Voting for the election of directors shall be by either voice or hand vote or if deemed necessary written ballot. Since the directors also fill the positions of officers of the corporation, as set forth in Article 8 of these bylaws, each member in good standing in attendance shall cast one vote for each officer position up for election. The Candidates receiving the highest number of votes for each officer position shall be elected to serve on the board.

Section 9. Special Meetings

Special meetings of the board of directors may be called by the president, the vice president, the secretary or the treasurer, or, if different, by the persons specifically authorized under the laws of the state of Indiana to call special meetings of the board. Such meetings shall be held in the clubhouse at Pine Hill Archery Club Inc. or, if different, at the place designated by the person or persons calling the special meeting.

Section 10. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors.:

- a. Regular Meetings.** At least one-week prior notice shall be given by the secretary of the corporation to each director once the exact date of the quarterly meeting is set. Such notice may be oral or written, may be given personally, by first class mail, by telephone or any electronic messaging service deemed appropriate.
- b. Special Meetings.** At least one-week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or any electronic messaging service deemed appropriate, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- c. Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws or the law of the state of Indiana, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11. Quorum for Meetings

A quorum shall consist of one half of the members of the board of directors.

Except as otherwise provided under the articles of incorporation, these bylaws or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 12. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13. Conduct of Meetings

Meetings of the board of directors shall be presided over by the president of the corporation, or in his or her absence, by the vice president of the corporation, if one has been elected, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by parliamentary procedures, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws or with provisions of law.

Section 14. Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation or removal of any director and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the president, the secretary or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the state of Indiana.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the state of Indiana.

Unless otherwise prohibited by the articles of incorporation, these bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation or removal from office.

Section 15. Nonliability

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 16. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state of Indiana.

Section 17. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws or provisions of law.

Article VIII - Officers

Section 1. Designation of Officers

The officers of the corporation shall be president, who will chair the board of directors, Vice president, if chosen, a secretary, if chosen, and a treasurer. The corporation may also have one or more vice presidents, assistant secretaries, assistant treasurers and other such titles as may be determined from time to time by the board of directors.

Section 2. Qualifications

Officers of the corporation will serve as the board of directors and as such must meet the qualifications set forth in Article 7 of these bylaws.

Section 3. Election and Term of Office

Officers of the corporation will serve as the board of directors and as such will be elected, and hold office as set forth in Article 7 of these bylaws.

For consistency and an easier transition of board, election for the President and Secretary shall be held during the even numbered years (i.e., 2022, 2024, 2026, so on and so forth). Election for the Vice-President and Treasurer shall be held during the odd numbered years (i.e., 2023, 2025, 2027, so on and so forth).

Elections for other Officers, other than President, Vice-President, Secretary, and Treasurer, will be held annually and the term of service is one (1) year.

Elections for Officers will be held at the annual membership meeting. Said annual membership meeting shall occur the Monday following the Albino Buck Club 3-D Shoot. The Albino Buck Club 3-D Shoot shall occur the second to last Saturday of September (the Saturday before Indiana Youth Deer Season). Nominations for each office up for election will open August 1 and remain open until one (1) week before the annual meeting of members. Nomination must be presented to a current officer of the corporation. Current Officers will contact the nominees to confirm their acceptance of the nomination. Elections will be conducted via a paper ballot. Paper ballots will be made available to current members at the Albino Buck Shoot and prior to the annual meeting of members. Each member may only vote once. Results of the election will be announced at the annual membership meeting.

If through the election process, an existing Director is elected to another Office, and has a remaining year in their term, then the Office left open will be filled according to Article 7, Section 14, Vacancies.

The term for new officers begins October 1 of the election year.

Section 4. Removal and Resignation

Officers of the corporation will serve as the board of directors and as such may be removed or resign as set forth in Article 7 of these bylaws.

Section 5. Vacancies

Officers of the corporation will serve as the board of directors and as such all vacancies shall be handled as set forth in Article 7 of these bylaws.

Section 6. Duties of President

The president shall be the chief executive officer and chairperson of the board of directors of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be prescribed from time to time by the board of directors. As chairperson of the board of directors, the president shall preside at all meetings. Except as otherwise expressly provided by law, by the articles of incorporation or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the board of directors.

Section 7. Duties of Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation or by these bylaws, or as may be prescribed by the board of directors.

Section 8. Duties of Secretary

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting and any supporting documents pertaining to meetings, minutes and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, membership or other body for which the minutes, consents or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the bylaws, the membership book and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 9. Duties of Treasurer

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of accounts and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 10. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy as set forth in Article 13 of these bylaws.

Article IX - Committees

Section 1. Executive Committee

The board of directors may, by a majority vote of its members, designate an Executive Committee consisting of two (2) or more board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provision of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill all vacancies on the executive committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records and report the same to the board from time to time as the board may require.

Section 2. Other Committees

The corporation shall have other such committees as may from time to time be designated by a resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, notice, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such

changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not consistent with the provisions of these bylaws.

Article X – Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The Board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

Article XI – Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principle office:

- a. Minutes of all meetings of directors and committees of the board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses
- c. record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The board of directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the state of Indiana, to be so prepared and delivered within the time set by law.

Article XII - IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations of Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors or 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 of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the state of Indiana.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article XIII – Conflict of Interest and Compensation Approval Policies

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. 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.

Section 2. Definitions

- a. Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person
- b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
 2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, 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.

Section 3. Conflict of Interest Avoidance Procedures

- a. **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 the committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after 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.
- c. **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.

Article XIV – Amendment of Bylaws

Section 1. Amendment

Subject to the power of the members of this corporation to adopt, amend or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws or any of them, may be altered, amended or repealed, and new bylaws adopted by approval of the board of directors.

Article XV– Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter or other founding document of this corporation filed with an office of the state of Indiana and used to establish the legal existence of this corporation.

Article XVI – Meetings of Members

Section 1. Place of Meetings

Meetings shall be held in the clubhouse at Pine Hill Archery Club Inc. unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

Section 2. Regular Meetings

The meetings of members shall occur the Monday following the Albino Buck Club 3-D Shoot. The Albino Buck Club 3-D Shoot shall occur the second to last Saturday of September (the Saturday before Indiana Youth Deer Season).

Section 3. Quorum

A quorum shall consist of one half of the members of the board of directors with no less than ten total members in good standing. Members of the board of directors in attendance will count as part of the total members when determining a quorum. Only members in good standing with the corporation may vote and members may only have one vote per subject.

Section 4. Meeting Regulations

All other rules and regulations for member meetings such as notification, conduct and special meetings shall be the same as meetings of the board of directors as set forth in Article 7 of these bylaws.

Article XVII – Adoption of Bylaws

We the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 20 preceding pages, as the bylaws of this corporation.

Dated: _____

President: _____

Robert Jason Coyle

Vice President: _____

Robert Webber

Treasurer: _____

RJ Cope

Article XVII – Addendum’s Listed Changes