

BYLAWS OF BIRCHWOOD RECREATION AND SHOOTING PARK, INC.
An Alaskan Nonprofit Corporation located in Birchwood, Alaska.
These Bylaws, dated December 30, 2022, supersede previous and all other Bylaws

1 ARTICLE ONE: OFFICE AND PURPOSE

- 1.1 These Bylaws constitute the code of rules adopted by the Birchwood Recreation and Shooting Park, Inc. (hereafter referred to as BRSP) for the regulation and management of its affairs. They are further detailed and supported by BRSP documented policies and procedures. BRSP is a 501c-7 non-profit corporation. The principal office of the corporation shall be located in the Anchorage Recording District, Third Judicial District, and State of Alaska.
- 1.2 The purpose of BRSP is to encourage firearms competition, sport shooting, education, and training. Pursuit of this purpose will result in increased knowledge of safe handling and proper care of firearms, improved marksmanship, and good sportsmanship.

2 ARTICLE TWO: MEMBERS

- 2.1 **QUALIFICATION FOR MEMBERSHIP:** Individuals must meet the following criteria:
 - 2.1.1 Actively participate in the practice and use of firearms for recreation, hunting, competition, and self-defense; or desire to learn the safe handling and use of firearms for any of the aforementioned reasons and is legally able to own a firearm in the State of Alaska.
- 2.2 **MEMBERSHIP CLASSES.** Membership is divided into two separate classifications (1) Family and (2) Youth.
 - 2.2.1 **FAMILY MEMBERSHIP.** The Executive Director shall determine membership under a Family Membership should questions arise. Each member shall be referred to as "member" hereunder, shall have all the membership rights and privileges provided and described herein so long as they are current on all fees and dues. Family memberships are entitled to one (1) vote per membership. At the discretion of the Executive Director, the family's access to BRSP through the family membership may continue should the listed member or a family member be suspended or expelled. Should the listed member be deceased, the family membership may continue if another member of the family becomes the listed member. BRSP reserves sole discretion to accept or reject any application for membership. No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the members' death, suspension, or expulsion from BRSP.
 - 2.2.2 **YOUTH.** To encourage youth participation and education in the shooting sports, Birchwood Recreation and Shooting Park offers an individual Youth membership with reduced cost and privileges. Youth membership does not include voting privileges.
 - 2.2.3 **EMPLOYEES.** Employees may be granted use of the park as a benefit during their term of employment. Employees are not classified as members for purposes of this Article.

- 2.2.4 **VOLUNTEERS.** Volunteers are BRSP members that dedicate their valuable time in support of park activities. Volunteers may be reimbursed for expenses incurred for their voluntary activities using IRS Rules under an accountable plan. Expenses must be park-related and supported by itemized receipts. Membership will not be used as compensation for volunteer activities.

2.3 COMMUNICATION TO MEMBERS

- 2.3.1 As each membership is entitled to one (1) vote in BRSP elections, communications related to voting in BRSP elections will be sent only to the person listed as the primary member under each membership.
- 2.3.2 Unless requested otherwise, the primary member will be the person who originally applied for the membership. It is the responsibility of the member to designate the primary member under a membership.
- 2.3.3 It is the responsibility of the member to maintain accurate contact information, including a valid email address on file with BRSP. Electronic notice shall be considered delivered when sent to the electronic address as it appears on the records of the corporation.

2.4 DUES AND FEES. Dues for membership will be as set by the Board of Directors.

- 2.4.1 Notifications of changes in dues shall be clearly posted at the clubhouse and communicated to the members via electronic email no fewer than 30 days prior to enactment.

2.5 TERMINATION OF MEMBERSHIP. Only the Executive Director shall have the right to terminate, suspend or refuse any membership for cause. Cause shall be defined as, but is not limited to, the following:

- 2.5.1 Willful violations of range rules.
- 2.5.2 Theft.
- 2.5.3 Any action which results in the temporary or permanent loss of an individual's right to be in possession of a firearm under state or federal law.
- 2.5.4 Willful interference with the conduct of any members' and/or staffs' usual and customary activity on club property, including, but not limited to, harassment, intimidation, bullying and/or unlawful discrimination.
- 2.5.5 Intentional damage or destruction of club property.
- 2.5.6 Escorting or having non-members shooting at the range without a guest pass.
- 2.5.7 Any other action or omission that, in the sole opinion of the Executive Director, is contrary to the good of the corporation.

2.6 APPEAL OF TERMINATION OR REFUSAL OF MEMBERSHIP

- 2.6.1 Any person refused membership or whose membership has been suspended or terminated under the terms of section 2.5 may appeal that action in writing to the Membership Disciplinary Committee. This appeal must be filed with thirty (30) days of the refusal or termination of the membership.
- 2.6.2 The membership Disciplinary Committee shall consist of three (3) or five (5) members appointed by the President or the board. The committee shall have a minimum of one (1) Board member (chair), and two (2) or four (4) members. All members of the committee shall vote. No abstention is allowed.
- 2.6.3 As an alternative due to the sensitivity of a particular issue the appellant may request the appointment of three (3) or five (5) board members. All members of the committee shall vote. No abstention is allowed.
- 2.6.4 The Committee shall have thirty (30) days after receiving an appeal to act. The Committee may meet with the appellant and others as appropriate to consider the appeal or act solely on the written appeal and supporting documents.
- 2.6.5 Committee actions are not limited to a simple override of the decision under the terms of Section 2.5. The Committee has the option of setting terms as part of the action.
- 2.6.6 The decision of the committee shall be final and not subject to appeal or review.

3 ARTICLE THREE: PARLIAMENTARY PROCEDURE

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

4 ARTICLE FOUR: Meetings of Members

- 4.1 **ANNUAL MEETING.** An annual meeting of the members shall be held each year for the purposes of announcing the result of the election for the Board of Directors and to elect officers. The annual meeting shall be held on the 1st Saturday in May.
 - 4.1.1 **PLACE OF MEETING.** The annual meeting shall be held at the clubhouse of the corporation. The Board of Directors may designate an alternate location with 30 days prior written and/or electronic notice to the members.
 - 4.1.2 **NOTICE OF MEETING.** Notice of meeting, stating the place, day, and hour the annual meeting shall be delivered to each member entitled to notice. Such notice shall be made by electronic means to each member not less than thirty (30) days before the date of the meeting. Notice of meetings, along with the minutes of the prior meeting shall also be posted in the clubhouse in a place assessable to all members.

4.1.3 **BOARD OF DIRECTORS ELECTION.** The annual Board of Directors election shall be completed no less than five (5) working days prior to this meeting.

4.2 **OTHER MEETINGS OF MEMBERS.**

4.2.1 **PLACE OF MEETING.** Other meetings of members shall generally be held at the clubhouse of the corporation. The Board of Directors may designate an alternate location with thirty (30) days prior written and/or electronic notice to the members.

4.2.2 **NOTICE OF MEETING.** Notice of meeting, stating the place, day, and hour the meeting shall be delivered to each member entitled to notice. Such notice shall be made by electronic means to each member not less than ten (10) or more than fifty (50) days before the date of the meeting. Notice of meetings, along with the minutes of the prior meeting shall also be posted in the clubhouse in a place accessible to all members.

4.3 **QUORUM.** Ten (10) percent of the members entitled to vote represented in person or by proxy, shall constitute a quorum at any meeting of members. If a quorum is not present at any meeting of members, a majority of the members present may adjourn or recess the meeting from time to time without further notice.

4.4 **MEMBER IN GOOD STANDING:** In order to have voting rights, a member must have been a member in accordance with Article Two at least thirty (30) days prior to the date of the annual meeting in the year in which the election is held, or at least thirty (30) days prior to the date of any other member vote.

4.5 **PROXIES:** At a Meeting of Members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. All proxies and powers-of-attorney shall be in writing and shall be filed with the secretary before the call to order of the meeting, and no proxy shall be valid for more than one (1) meeting. A quorum may be reached by the filing of legitimate proxies with the Secretary by any member qualified to vote who may not be present and any annual or special meeting.

4.6 **VOTING:** Each member entitled to vote, shall be entitled one (1) vote per membership number on each matter properly submitted at a meeting of the members. An affirmative vote of the majority of the members entitled to vote on a matter at a meeting at which a quorum is present is necessary for approval unless a greater proportion or other vote is required by law or by the articles of incorporation or these Bylaws. Cumulative voting, a system of voting in an election in which each voter is allowed as many votes as there are candidates and may give all to one candidate or varying numbers to several, is not allowed.

5 **ARTICLE FIVE: BOARD OF DIRECTORS**

5.1 **GENERAL POWERS & RESPONSIBILITIES:** The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall be the governance body of BRSP responsible for the stewardship of the assets, resources and finances of the park. Only the Board of Directors may appropriate funds, set dues, and will at all times adhere to specific financial policies then in place. Approval of BRSP Financial Policies will require a super majority (7 of 9 Directors) to vote for approval. The board of directors may enter into contracts, hire, and

direct employees in the absence of a functioning executive management structure. The board of directors is responsible for the hiring, retention, and termination of executive management.

- 5.2 **NUMBER AND QUALIFICATION:** The number of directors shall be nine (9) serving. Each director must be a member of the corporation and have been a member of the corporation in good standing for a period not less than one (1) year immediately preceding the date of the Annual Meeting. The nine seats are divided into three classes: A, B, and C, which consists of three (3) Directors in each class. One Class shall be elected each year, with Class C in 2021, Class A in 2022, Class B election in 2023 and so on.
- 5.3 **TERM OF OFFICE:** A term of office shall be for three (3) years.
- 5.4 **CONFLICT OF INTEREST:** Consistent with the approved Conflict of Interest Policy, members of the Board of Directors must disclose to the Board of Directors any potential conflict of interest when it arises. The Board of Directors (minus the disclosing director) will review and take any required action.
- 5.5 **CANDIDATE NOMINATION AND ELIGIBILITY:** Candidates for director must submit their names and such proof of eligibility as may be required by the corporation to the Election Committee, not less than thirty (30) days before the annual meeting of members in order for their names to appear on the ballot.
 - 5.5.1 Candidates must submit a written statement declaring their desire to run and testifying to their eligibility.
 - 5.5.2 Candidates must submit a biography, not to exceed one page in length including a picture and textual detail regarding their desire to become a director.
 - 5.5.3 Candidates must be a minimum of 18 years of age at the time of submitting their desire to run for the board of directors.
 - 5.5.4 Candidates must have been a member in good standing for one (1) full year of continuous membership prior to the date of the annual meeting.
 - 5.5.5 Candidates must disclose any potential conflict of interest.
 - 5.5.6 Only one member of a family membership may run for or be elected to a board position.
- 5.6 **ELECTION COMMITTEE:** The Board of Directors appointed Election Committee chair shall be a director not running for election. The Election Committee chair shall nominate at least two (2) at large members to the Election Committee no less than 90 days prior to the date of the annual meeting. Nominees will be approved by a majority vote of Directors not running for election. The Election Committee's responsibilities include:
 - 5.6.1 Ensure the election is conducted in accordance with these Bylaws and the Election Policy.

- 5.6.2 Ensure all nomination notices and ballots are sent out in accordance with these Bylaws and the Election Policy.
- 5.6.3 Oversight of the election process to ensure election integrity and member data security.
- 5.6.4 The Election Committee has five (5) business days after receipt to review a timely candidate's submittal and determine eligibility for inclusion on the ballot. The Election Committee will notify the candidate if they are not eligible to run for the board of directors.
- 5.7 **REGULAR MEETINGS:** Regular meetings of the board of directors shall be held at least four (4) times a year in January, April, July and October. Meetings will normally be held the third week of the month following the end of the quarter.
- 5.8 **SPECIAL MEETINGS:** Special meetings of the board of directors may be called by or at the request of the President or a majority of the directors. Meetings shall generally be held at the clubhouse of the corporation. Notice of the place, date, time, and purpose of any special meeting, shall be given at least seven (7) days before the meeting by written notice delivered electronically to each director at their address of record with the corporation. Electronic notice shall be considered delivered when sent to the electronic address as it appears on the records of the corporation.
- 5.9 **EMERGENCY MEETINGS:** There will be times when immediate decisions need to be made by the Board. Examples would include, but are not limited to, expenditure appropriations and personnel matters. No specified time of notice is required. The Board may make decisions, either in person or electronically, once a quorum is reached.
- 5.10 **NOTICE OF MEETINGS:** Notices of regular meetings shall be posted ten (10) days prior to the meeting with time and place at the clubhouse of the corporation and electronically. The meetings shall generally be held at the clubhouse of the corporation.
- 5.11 **ATTENDANCE:** Any director with two (2) consecutive unexcused absences from a meeting of the Board of Directors may be removed by a two-thirds (2/3) vote of the Board of Directors. Under these circumstances, a temporary replacement will be appointed by the Board pending a special election by the membership.
- 5.12 **QUORUM:** A majority of the Board of Directors present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- 5.13 **BOARD DECISIONS:** The act of a majority of the Directors in attendance (in person, electronically or by proxy) at a meeting at which a quorum is present shall be the act of the Board of Directors
- 5.14 **INFORMAL ACTION BY DIRECTORS:** Any action required by law to be taken at a meeting of directors, or any action that may be taken at a meeting of directors, may be taken without a meeting, if a consent in writing, setting forth the action so taken, is signed by all directors.

5.15 **VACANCIES:** Except as provided in **5.11** above, any vacancy occurring in the Board of Directors shall be filled by an affirmative vote of a majority of the current directors. A director elected to fill a vacancy shall serve for the unexpired term of his/her predecessor in office. Directors elected to fill such vacancies shall meet the qualifications for directors set forth elsewhere in these Bylaws. In no case, may a vacancy continue for longer than six months or until the next annual meeting of the members, whichever occurs first.

5.16 **COMPENSATION:** Directors shall serve without compensation.

6 ARTICLE SIX: OFFICERS

6.1 **OFFICERS:** The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer and such other officers as may be elected or appointed by the directors, as they shall deem appropriate. The board shall describe officer's duties. Any two (2) or more offices may be held by the same person except the office of President and Secretary.

6.2 **ELECTION AND TERM OF OFFICE:** The officers of the corporation shall be elected annually from and by the Board of Directors at the annual meeting.

6.3 **REMOVAL:** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.

6.4 **VACANCIES:** A vacancy in any office because of death or resignation may be filled by the Board of Directors for the unexpired portion of the term. Removals shall be handled in accordance with Article 5.11.

6.5 **PRESIDENT:** The President shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall, in general, supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members, the Board of Directors and, in general, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

6.6 **VICE PRESIDENT:** In the absence of the President or in the event of his/her death, removal or his/her inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

6.7 **SECRETARY:** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep a register of the mailing address and email address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such

other duties as from time to time may be assigned to him by the president or by the board of directors.

- 6.8 **TREASURER:** The Treasurer may be elected from the members of the Board of Directors or the Board may appoint a qualified person. An Appointed Treasurer shall be an Ex-Officio, non-voting member of the Board. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors, with full power to delegate deposit and check writing authority to managers. An appointed Treasurer may only delegate such authority with the prior approval of the Board and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. In the absence of the Executive Director, the Treasurer may give an annual financial report to the members at the annual meeting.

7 ARTICLE SEVEN: COMMITTEES

- 7.1 Committees may be established to assist the Board of Directors in the management of the corporation. The Board of Directors shall appoint the chairman and members of such committees. A member of the Board of Directors shall direct any established committees. Any member of any committee may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation shall be served by such removal.

8 ARTICLE EIGHT: INDEMNIFICATION

- 8.1 **INDEMNIFICATION:** The corporation shall indemnify a person who was, is, or is threatened to be made a party to any completed, pending, or threatened action or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a director or officer of the corporation, provided, that the person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to a criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. Indemnification may include reimbursement of expenses, attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by a person in connection with the action or proceeding; provided, however, if the action or proceeding was, is, or is threatened to be by or in the right of the corporation, indemnification may not be made in respect of any claim, issue, or matter as to which the person has been adjudged to be liable for gross negligence or intentional misconduct in the performance of his/her duty to the corporation, except to the extent the court in which the action was brought determines upon application that, despite the adjudication of liability, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expense which the court considers proper. The termination of an action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent does not create a presumption that the person did not meet the requisite standard of conduct set forth in this paragraph.

- 8.1.1 To the extent that a director or officer of the corporation has been successful on the merits or otherwise in defense of an action or proceeding referred to in **8.1** of this

article or in defense of a claim, issue, or matter in the action or proceeding, he/she shall be indemnified against expenses and attorney fees actually and reasonably incurred by him/her in connection with the defense.

- 8.2 **NONEXCLUSIVITY:** The indemnification provided by this article is not exclusive of any other rights to which a person seeking indemnification may be entitled under an agreement, vote of disinterested directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding the office. The right to indemnification continues as to a person who has ceased to be a director or officer and inures to the benefit of the heirs, executors, and administrators of the person.
- 8.3 **INSURANCE:** The corporation will purchase and maintain insurance on behalf of a person who is or was a director or officer of the corporation against any liability asserted against him/her and incurred by him/her in that capacity, or arising out of that status, whether or not the corporation has the power to indemnify him/her against the liability under the provisions of this article.

9 ARTICLE NINE: BOOKS AND RECORDS

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

10 ARTICLE TEN: WAIVER OF NOTICE

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

11 ARTICLE ELEVEN: AMENDMENT OF BYLAWS

- 11.1 These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by an affirmative vote of two-thirds of the board of directors at a meeting held after at least ten (10) days' notice setting out the proposed alteration or amendment of the proposed new Bylaws.

12 ARTICLE TWELVE: DISSOLUTION

- 12.1 Upon dissolution of this corporation, all assets of the corporation shall be applied and distributed as follows:
- 12.2 All liabilities and obligations of the corporation shall be paid, satisfied, and discharged or adequate provision shall be made therefore.
- 12.3 Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with said requirements.

- 12.4 No part of the assets of the corporation shall be distributed to or insure to the benefit of any member, officer, or director of the corporation.
- 12.5 The remaining assets of the corporation shall be transferred and conveyed to a corporation under the State of Alaska having substantial similar powers and objectives and engaged in activities similar to the Birchwood Recreation and Shooting Park, Inc. This corporation shall be selected by a majority vote of record members who have held membership in the Birchwood Recreation and Shooting Park, Inc. in excess of 45 days. If no such corporation exists, or the members fail to select a corporation, the remaining assets of the corporation shall be transferred or conveyed to the State division having jurisdiction of the corporation.

Date: December 30, 2022

Scott Henderson

Scott Henderson, President