

Bergen Bowmen, Inc.

A Bergen County, New Jersey Archery Club

Organized February 3, 1953

Incorporated February 6, 1956

Constitution & (By-Laws)

Adopted 1956

As Amended

March 1960

February 6, 1967

February 2, 1981

August 7, 2017

Bergen Bowmen, Inc.

Constitution

Article I: Name, Purpose, Location, Registered Office and Corporate Seal

Section 1. Name: This organization shall be known as Bergen Bowmen, Inc.

Section 2. Purpose: The purpose the Bergen Bowmen, Inc. shall be:

- a. To promote, further and perpetuate the ancient sport of archery;
- b. To encourage and provide instruction in the use of the bow in the hunting of all legal game, as well as field archery and target archery;
- c. To instill a spirit of good fellowship among all sportsmen;
- d. To acquaint the public with the bow and its use as a practical and humane instrument, suitable under proper limitations and restrictions for the hunting of game animals and game birds;
- e. To protect, improve and increase the privileges of bow and arrow hunters;
- f. To cooperate with federal, state and sportsmen's organizations in the protection and conservation of wild game in its natural surroundings.

Section 3. Location: The said corporation shall be principally located in in the town where the Treasurer resides, so long as it is in the Northern Region of New Jersey within the counties of Bergen, Essex, Hudson, Morris, Passaic, Sussex, Warren, although its activities may be conducted anywhere within the State of New Jersey, or elsewhere, not inconsistent with the purpose and aims for which the corporation was created.

Section 4. Registered Office: The Bergen Bowmen, Inc. shall have and continuously maintain, in the State of New Jersey, a registered office which may from time to time be changed by the corporation and or by the Registered Agent as deemed necessary. This registered office is for the purpose of filing all required corporate reports and any paper work as required by law. When the Registered Agent is changed, the prior Registered Agent has 30 days to transfer all corporate reports and any corporate paperwork handled by the Registered Agent to the new registered Agent. The Registered Agent shall be either the Secretary or the Treasurer of the Bergen Bowmen, Inc. All corporate reports and paperwork are the property of the Bergen Bowmen, Inc., not the Registered Agent.

Section 5. Corporate Seal: Bergen Bowmen, Inc. shall have a corporate seal with its name, year of incorporation and the words Corporate Seal, State of New Jersey inscribed thereon. The seal shall be in the custody of the Secretary and used by said corporate officer or any other officer so authorized by the Board of Directors by causing it or a facsimile thereof to be impressed, affixed or reproduced otherwise on any instrument as may required by law, these Bylaws, the President, Registered Agent or at the request of the membership.

Article II: Corporate Restrictions

This corporation is intended to qualify as a tax exempt non-profit corporation within the meaning of Section 501(c) (7) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of any member at any time.

Article III: Elected Officers & Duties

The officers of the Club and their duties shall be as follows:

Section 1. President: The President shall be the chief executive officer of Bergen Bowmen, Inc. and shall preside at all meetings. He/she shall see that the Constitution and By-laws of Bergen Bowmen, Inc. are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors. The President shall see that all officers and committees perform their duties, and shall direct the Secretary to call a special meeting when warranted. He/she shall be ex-officio member of all committees. Should there be cause to call for the removal of the President for failing to perform said duties described herein, for three (3) consecutive months, the membership shall officially petition a request for a recall by ballot by the third month with at least twenty-five percent (25%) of the regular and life membership having signed said petition. The procedure of a recall by ballot is outlined in See Article XI.

Section 2. Vice President: In the absence of the President, the Vice President shall have the powers and perform the duties of the President and other such duties as may be assigned by the President and or Board of Directors.

Section 3. Secretary: The Secretary shall be the chief operation officer of the Bergen Bowmen, Inc.; shall keep full and accurate minutes of the monthly meetings and of the Board of Directors; shall distribute said monthly meeting minutes to all members in good standing within fifteen (15) days of the monthly meeting; see that all notices are duly given in accordance with the provisions of the Constitution and By-laws or as required by law; be one of the custodians of all of the corporate records and of the seal of the Bergen Bowmen, Inc. and see that the seal of the Bergen Bowmen, Inc. is affixed to all documents, the execution of which on behalf of the Bergen Bowmen, Inc. under its seal is duly authorized in accordance with the provisions of the Constitution and By-laws; keep a register of the post office addresses of each member which shall be furnished to the Secretary by such members and make such list available to members in good standing; and in general perform all duties incident to operations of the Bergen Bowmen, Inc., the office of Secretary and such duties as may from time to time be prescribed by the Board of Directors. He/she shall be ex-officio secretary of all committees appointed by the President or Board of Directors. When a new Secretary is elected, the outgoing/replaced Secretary must turn over to the newly elected Secretary all corporate books and records of the Bergen Bowmen, Inc by December 31. All corporate books, records and any paperwork associated with the office of the Secretary are the property of the Bergen Bowmen, Inc., not the Secretary. Should there be cause to call for the removal of the Secretary for failing to performed said duties described herein, for three (3) consecutive months, the membership shall officially request that the President shall thus call for a special election to replace the Secretary or can petition for a recall as provided in Article XI.

Section 4. Treasurer: The Treasurer shall be the chief financial officer; shall keep or cause to be kept, correct and complete records of accounts showing the financial condition and shall render a financial report to the membership at each monthly meeting and a written annual financial report to the membership at the February meeting. The Treasurer shall submit book of accounts to the Board of Directors upon request within 30 days. The Treasurer shall be one of the custodians of all of the corporate records including all monthly bank statements and required tax filings, annual report filings and any other documents associated with said office. When a new Treasurer is elected, the outgoing/replaced Treasurer must turn over to the newly elected Treasurer all corporate books and records of the Bergen Bowmen, Inc by December 31. All corporate books, reports, bank records and any paperwork associated with the office of the Treasurer are the property of the Bergen Bowmen, Inc., not the Treasurer. Should there be cause to call for the removal of the Treasurer for failing to provide monthly financial reports, for three (3) consecutive months, the membership shall officially request that the President shall thus call for a special election to replace the Treasurer or can petition for a recall as provided in Article XI.

Section 5. Sergeant at Arms: The Sergeant At Arms shall be responsible with preserving order at all corporate functions, including, but not limited to meetings and dinners, with emphasis on ability to mediate disputes. The Sgt. at Arms shall have good communication skills, and an understanding of Robert's Rules of Order. He shall serve as Parliamentarian at Board Meetings and also serve at the pleasure of the President in any other capacity as deemed necessary.

Section 6. Past Presidents. All Past Presidents of the Bergen Bowmen, Inc., who are members in good standing, shall have life-time tenure on the Board of Directors and shall provide advice and leadership guidance regarding past practices and other matters to assist the Board of Directors in governing the Bergen Bowmen, Inc.

Article IV: Election of Officers

Section 1. The election of officers shall take place during the regularly scheduled November meeting of each year. The nomination of officers shall take place during the regularly scheduled September meeting. Officers elected shall take office on January 1st of the year following elections. The term for all officers is one calendar year (Jan 1- Dec 31), with a limit of five consecutive terms, however this does not preclude an officer from being elected to a different office at the end of his/her fifth consecutive term in his/her current office. Should the membership request and the current seated officer(s) having have no objection, the limit of consecutive terms can be extended an additional 5 years, or 10 years in total, with the passing of a corporate resolution stating such. At no time can an officer hold two offices at the same time.

Section 2. Resignations of any officer shall be submitted by the President in writing. If the Resignation is the President then it is to be submitted the Board of Directors in writing.

Section 3. In the event of resignation, removal, prolonged illness, death or any other reason that prevents any officer from performing the duties of that office, the membership can officially request a special election to fill the now vacant office or allow the position to be

appointed by the President, subject to the approval of the Board of Directors and membership until next election. Any member in good standing may make nominations to fill the vacant seat(s). If the resignation, removal, prolonged illness death or any other reason that prevents the President from performing the duties of the President, the Vice President shall become the President of Bergen Bowmen, Inc. until the next election of officers.

Section 4. All elections shall be by written ballot and election shall be tallied onto two sheets by a designated member chosen prior to the start of the election. The results shall be recorded in the meeting minutes by the Secretary and the election tally sheets along with a corporate resolution on the election of the officers shall be part of the corporate books (1 for Secretary and 1 for Treasurer).

Article V: Board of Directors

Section 1. The Board of Directors shall be chosen from the three of the elected officers and two from voting membership and any Past President of the Bergen Bowmen, Inc., providing they are members in good standing. The elected officers shall chose the three amongst themselves to sit on the board and the two remaining board members shall be elected by a majority vote at election time. Nominations for the two general seats shall be from the floor before the elections begin. The Board shall elect a Chairman and Vice Chairman at the first meeting following the annual election in November. It shall be the duty of the Board of Directors to act as the recommending and governing body of the Bergen Bowmen, Inc. and to recommend a budget for the fiscal year. Approval of the budget for the fiscal year shall require a majority vote from the voting membership at the January Meeting.

Section 2. The Board of Directors and the President shall have full power to formulate and carry out plans and spend monies of the Bergen Bowmen, Inc. in any case of emergency for which in their majority opinion time does not permit the delay of first submitting recommendations and requesting approval at a regular or special meeting of the Bergen Bowmen, Inc. Any such deemed emergency expenditure is limited to \$500.00. Any emergency expenditure shall be reported to the general membership at the next regular meeting.

Section 3. The Treasurer and/or Secretary shall prepare fiscal records (income and expense reports/annual report) and submit it to the Board of Directors by the November election meeting for them to formulate the fiscal budget.

Section 4. A quorum shall be no less than three board members.

Article VI: Amendment of Articles

Section 1. Any voting member is eligible to submit written Constitution and or By-Laws changes at any regular membership meeting. The Board of Directors shall review all submissions and shall make any recommendations positive or negative to the membership at a regular meeting on the proposed by-law change(s) submitted before written notice is sent out. Member submitting proposed change(s) can chose to rescind the proposed change(s) before it is voted on.

Section 2. Written notice shall be made of the proposed change or changes in the Constitution and or By-laws to all members in good standing, through 2 monthly newsletters before a meeting called for such purpose.

Section 3. Amendments to or changes to the Constitution shall be made by a 2/3 vote of voting members in good standing who are present at a meeting called for such a purpose.

Section 4. Amendments to or changes in the By-laws of the Constitution shall be made by a 2/3 vote at any regular meeting by voting members in good standing who are present.

Section 5. Upon approval of any Constitution or By-Laws changes, the Secretary shall document such changes approved by the membership in the meeting minutes and shall make available to all members in good standing an updated Constitution and/or By-Laws containing the approved changes, with the date of approval within one month of the vote.

Article VII: Parliamentary Governance

Section 1. The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised” shall govern the Bergen Bowmen, Inc. in all circumstances to which the rules are applicable and in which they are not in conflict or inconsistent with the By-laws and/or special rules of order the Bergen Bowmen, Inc. may adopt from time to time.

Article VIII: Liability and Indemnification

Section 1. Liability: Pursuant to Section 15A:6-14 of the New Jersey Non-Profit Corporation Act and in the absence of fraud, the Executive Officers and Directors and members shall not be personally liable for its debts, obligations or liabilities. The Bergen Bowmen, Inc. shall keep and maintain a liability insurance policy for use of the Campgaw Mt. Archery Range owned by the Bergen County Parks Department and any other facility as needed for archery activities, meetings and dinners by Bergen Bowmen, Inc.

Section 2. Indemnification: Bergen Bowmen, Inc. shall indemnify and hold harmless any Executive Officer, Director, or Past President to the fullest extent pursuant to 15A:3-4 of the New Jersey Non-Profit Corporation Act or any successor statute against reasonable legal expense, judgment and expense of settlement arising from any action, suit or proceeding whether it be civil, criminal, administrative, investigative or otherwise (including an action by or in the name of the corporation). Exception would be with respect to matters as to which such persons has been adjudged liable by virtue of negligence or misconduct in the performance of duty. Reimbursement for any expenses actually and necessarily incurred in connection with the defense of any action shall be brought forth to the Bergen Bowmen, Inc. in a timely manner. This shall be only be offered or carried out provided the Bergen Bowmen, Inc. have adequate funds to cover such expense if such action is brought forth against any Executive Officer, Director or Past President.

Article IX: Recall

Section 1. Any officer of the Bergen Bowmen, Inc. may be removed from office due to nonfeasance, misfeasance or malfeasance as herein provided. A recall petition(s) demanding the removal of any officer shall be submitted to the Membership Committee Chair. Such recall petition(s) shall be signed by a least twenty-five percent 25% of the life membership and regular membership in good standing.

Section 2. Petition forms shall be provided to any regular or life members following the submission of an affidavit signed by no less than one regular member and one life member and one probationary member stating the name of the officer sought to be removed. Should at the time of the submission of the affidavit the Bergen Bowmen, Inc. be deficient for the regular or probationary member requirement, the deficiency can be filled by the affidavit being signed by a life member or life members thereby satisfying the required signatures for the filing of the affidavit.

Section 3. All forms comprising the recall petition shall be gathered and submitted to the Membership Committee Chair within thirty (30) days after the issuance of the petition forms referenced in Section 2 above.

Section 4. In the event that the required number of properly verified signatures to said recall petition are not received by the Membership Committee Chair within thirty (30) days, of the issuance of the petition forms referenced in Section 2 above, the Membership Committee Chair shall inform those members who submitted an affidavit seeking the recall that the recall petition was insufficient. Said insufficiency does not prejudice the submission of a new affidavit for the same purpose.

Section 5. Not more than five (5) days following determination by the Membership Committee Chair that the petition(s) are sufficient, he or she shall notify in writing the officer whose removal is sought by such action. This notice shall be delivered by hand or shall be delivered by registered mail. If said officer does not submit his/her resignation within seven (7) days, of receipt of such notice, the Membership Committee Chair shall within a reasonable amount of time of thirty (30) days of the aforesaid determination, be empowered with the duty to direct and conduct an election by mail ballot to the regular and life members. Said ballot must be completed and returned to the Membership Committee Chair no less than fifteen (15) days after direction of same.

Section 6. The aforesaid ballots shall conform to the following requirements: With respect to each person whose removal is sought, the question shall be submitted, "Shall _____ be removed from the office of _____ by recall?" Immediately following each question shall be printed in the ballot the two (2) propositions in the order set forth; For the recall of (name of person), and Against the recall of (name of person). Immediately to the left of each of the propositions there shall be a line or a box, in which to place an cross mark (X) by which a regular or life members may vote for either of such propositions.

Section 7. Should a majority vote cast by the regular and life membership at a recall election be against the removal of the officer named on the ballot, such officer shall continue in

office for the remainder of his/her term, subject to recall as before. However, no recall petition shall be filed against an officer within sixty (60) days after a vote of the regular and life membership has failed to remove him/her. If a majority of the votes cast at a recall election be for the removal, he or she shall be deemed removed from office and he/she cannot hold any other office within the Bergen Bowmen, Inc. at any time and thus banned from the Bergen Bowmen, Inc. election process.

Section 8. Once an officer is removed from office, the membership can officially request a special election to fill the now vacant office or allow the President to appoint a regular or life member to fill the position, subject to the approval of the Board of Directors and membership until next election. Any member in good standing may make nominations to fill the vacant seat(s).

Section 9. Any officer removed from office must immediately turn over any corporate records in his/her possession. All corporate books, records and any paperwork associated with the office held are the property of the Bergen Bowmen, Inc., not the property of the member who held the office.

Article X: Dissolution

Section 1. Upon dissolution or final liquidation of Bergen Bowmen, Inc., after payments or provisions for payments of all of the liabilities of the Bergen Bowmen, Inc. all remaining assets of the corporation shall be distributed to one or more domestic corporations which have qualified for nonprofit and tax exempt status under Section 501(c)3 of the Internal Revenue Code and which are engaged in activities which are similar to those of the Bergen Bowmen, Inc., pursuant to a plan of distribution adopted as provided for in Section 15A:12-8 of the Act.