

Organizational Bylaws
Los Alamos Sportsmen's Club

ARTICLE ONE
Offices

The principle office of the corporation shall be in the State of New Mexico. The Corporation shall designate a registered office in accordance with law and shall maintain it continuously. The Corporation may have offices at such other places within and without the State as the Board of Directors may from time to time determine.

ARTICLE TWO
Meetings

Section 2.1 The Board of Directors shall have regular monthly meetings at a time and place specified by the Board. However, failure to hold meetings in a timely manner shall in no way affect the terms of Officers or Directors of the Corporation or the validity of actions of the Organization.

Section 2.2 Special meetings may be called by the President or by a majority of the Board of Directors then in office. The purpose of each special meeting shall be stated in the notice and may only include purposes that are lawful and proper for the Board to consider.

Section 2.3 A written or oral notice stating the place, day, and hour of the meeting (and in the case of a special meeting, the purpose(s) for which the meeting is called), shall be delivered personally or by mail or by e-mail not less than ten (10) days nor more than sixty (60) days before the date of the meeting.

Section 2.4 An action may be authorized or taken without a formal meeting of the Board by a written or electronic vote if a majority of the Active Board Members votes to authorize the action to be taken. The proposed action and the results of the written or electronic vote will be recorded in the Board Minutes of the next Board Meeting.

Section 2.5 Unless otherwise required in the Articles of Incorporation, a majority of the Active Board Members appearing in person or by proxy at a meeting shall constitute a quorum. If a quorum is present, unless otherwise provided by law or in the articles of incorporation, the affirmative vote of a quorum of the Active Board Members at the meeting shall be the act of all the Members.

Section 2.6 Every Board Member may authorize another person to act for him by proxy. Every proxy shall be in writing and must be signed by the Board Member. Every proxy shall be revocable at the pleasure of the Board Member executing it, except as otherwise provided by law.

Section 2.7 The right of a Board Member to vote and all of the Board Member's rights, title, and interest in or to the Corporation or its property shall cease upon the Board Member's death or other termination of Board membership.

Section 2.8 Board Members shall not receive any compensation for their services as Board Members of the Corporation, but their out-of-pocket expenses incurred on behalf of the Corporation may be reimbursed.

ARTICLE THREE **Board of Directors**

Section 3.1 The Board of Directors will consist of members elected by the Corporation's general membership consisting of the President, Vice-President, Recording Secretary, Membership Secretary, Treasurer and three (3) "At Large" Members. In addition, the Past President and Section Chairs as appointed by the President will also serve as Board members. The President shall respect the wishes of a section's membership and the Board in appointing the Section Chair. The appointed Section Chairs shall include Shotgun, Rifle, Pistol, Archery, Publicity, Volunteer, Training, and House and Grounds, and Women's Programs. Other Sections may be formed or disbanded by the Board based on membership interest.

Section 3.2 The number of Directors shall not be more than 20, the exact number to be determined from time to time by the Board and each such determination shall constitute an amendment to these Bylaws. Board members must be at least eighteen (18) years of age and need not be residents of the State of New Mexico.

Section 3.3 When initially elected or appointed to the Board, any Board Member is an Active Board Member. Three consecutive unexcused absences of an Active Board Member from regular meetings shall cause the Active Board Member's status to become that of an Inactive Board Member. This change in the Board Member's status will be recorded in the Board Minutes. An Inactive Board member loses none of his powers as a board member in the shift from Active Board Member to Inactive Board Member.

Section 3.4 When a vacancy occurs in the office of the President, the Vice-President shall become the President and shall serve for the duration of the unexpired term. All other vacancies in elective offices shall be filled for the duration of the unexpired term by an election held by the Board at its next meeting after the vacancy occurs.

Section 3.5 The board shall have complete control to acquire by purchase, exchange, lease, grant, gift, devise, bequest, or otherwise real and personal property for the furtherance of the objectives of the corporation to hold, utilize, administer, supervise, and operate all such assets; to make such Bylaws as to perpetuate change of name, government, and management of the corporation; to sell, exchange, transfer, convey, lease, mortgage, hypothecate, pledge, or otherwise encumber, alienate, or dispose of any of the properties or assets of the corporation subject nevertheless to such limitations and restrictions as may be by contract entered into by the Board of Directors for the corporation under authority delegated by any annual meeting of the members of the corporation; to borrow money and issue notes, bonds, and other obligations and

to execute mortgages, deeds of trust, hypothecations, and pledges to secure same; to invest funds in securities, stocks, bonds, leases, notes, mortgages, deeds of trust, real estate contracts, and other assets of every description whether real, personal, or mixed, to enter into a contract or contracts with a legally qualified trustee or trustees for the administration and management of the assets of the corporation that may be in anywise acquired for the purpose of establishing a permanent trust fund for the benefit of the corporation in furtherance of its objectives herein above stated; and generally to do and perform all acts and things reasonably advantageous or convenient for the carrying out of the purposes and objectives of the corporation.

Section 3.6 To support and defend those general principles and policies as from time to time are established by the By-laws of this corporation.

ARTICLE FOUR **Powers of the Board of Directors**

Section 4.1 General Powers. All the corporate powers shall be and hereby are vested in and shall be exercised by the Board, which shall control the property and manage the affairs of the Corporation. The Directors may, by general resolution, delegate to committees or to Officers of the Corporation such powers as they may see fit.

Section 4.2 Agents and Representatives. The Board may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, insofar as may be consistent with these Bylaws and to the extent authorized or permitted by law. This authority extends to the removal of such agents and representatives at the pleasure of the Board.

Section 4.3 Execution of Instruments. The Board may authorize the execution of its instruments as follows: All checks, drafts, and orders for payment of money shall be signed in the name of the Corporation by the President of the Corporation or by such other Officer, employee, or agent as the President or the Board shall determine.

The Board authorizes the President, except where otherwise prohibited by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The President or the Board may authorize any Officer or Officers, agent or agents, or employee or employees 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; and unless so authorized by the President or by the Board, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or agreement or to pledge its credit or render it liable for any purpose or to any amount.

Unless otherwise ordered by the Board, the President or the Treasurer shall be empowered on behalf of the Corporation to vote, either in person or by proxy, at any meetings of stockholders of any corporation in which the Corporation may hold stock, and at any such meeting may possess and exercise any and all of the rights and powers, incident to the ownership of such stock which, as the owner thereof, the Corporation might have possessed and exercised if present.

The Board may from time to time require such persons whose duties require them to receive or disburse funds of the Corporation to furnish bonds for the faithful discharge of their duties in such sums and with such surety and on such conditions as the Board shall determine. The expense of such bonds shall be borne by the Corporation.

Section 4.4 Indemnity. The Corporation shall indemnify any Director, Officer, agent, employee or volunteer as to those liabilities and on those terms and conditions as are allowed By Section 53-8-26, NMSA 1978 as amended.

Furthermore, to the extent permitted by law:

- (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action or suit, or any appeal therein, if such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation if such person was acting in his or her official capacity or not opposed to the best interests of the Corporation in all other cases; PROVIDED, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation for improper personal benefit. In addition, the Corporation shall indemnify a person to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper; and
- (b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than one by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that such person is or was a Director or Officer on the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against judgments, fines, taxes, excise taxes, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, or any appeal therein, if such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation if such person was acting in his or her official capacity , or at least not opposed to the best interests of the Corporation in all other cases, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

- (c) The determination of whether a person is entitled to indemnification under items (a) and (b) above shall be made by:
 - i) the Board by majority vote of a quorum consisting of Directors not at the time parties to the proceeding for which indemnification is sought;
 - ii) if such a quorum cannot be obtained, by a majority vote of a committee of the Board duly designated to act in the matter by a majority vote of the full Board, such committee being composed of two or more Directors not at the time parties to the proceeding;
 - iii) by special legal counsel selected by the Board or committee as described in subparagraphs i) or ii), or
- (d) Reasonable expenses, including attorneys' fees, incurred by a Director or Officer who is a party to a proceeding described in (a) or (b) above may be paid or reimbursed by the Corporation in advance of the final disposition of such proceeding upon receipt by the Corporation of:
 - i) a written affirmation by the person of his or her good faith belief that he or she has met the standards for indemnification set forth in this Article; and
 - ii) a written undertaking by or on behalf of the person to repay such amount if it is ultimately determined that he or she has not met the standards of conduct; such undertaking shall be an unlimited general obligation of the person but need not be secured.
- (e) The indemnification provided herein shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such person.
- (f) The Corporation shall have the power to indemnify and advance expenses to any person who is or was an employee or agent of the corporation, which the Board of the Corporation may exercise from time to time in its discretion, under the circumstances and to the extent indemnification of the Officers and Directors of the Corporation is authorized as provided above.

In any event, the Corporation shall have the right to purchase and maintain insurance on behalf of any such persons, whether or not the Corporation would have the power to indemnify such person against the liability insured against.

ARTICLE FIVE **Committees of the Board**

Section 5.1 Executive Committee. The Executive Committee shall consist of the President, Vice-President, Recording Secretary, Membership Secretary, and Treasurer. The President of

the Board shall chair the Executive Committee. In the absence of the President, the Vice-President shall serve as the chair, and in the absence of both the President and the Vice-President, the members of the Committee shall choose one of its members to act as chair *pro tempore* of the meeting.

The Executive Committee shall advise and aid the Officers of the Corporation in all matters concerning its interests and, except as limited by Section 53-8-21 NMSA 1978, shall possess and may exercise, during the intervals between the meetings of the Board, all powers and authority of the Board in the management of the business and affairs of the Corporation, including the power to authorize the corporate seal to be affixed to any and all documents which may require the same and to be affixed thereto, and in all cases in which specific directions have not been given by the Board, except that the Executive Committee shall have no power to adopt, amend, or repeal the Bylaws.

The Executive Committee shall advise the Board with respect to the general financial affairs of the Corporation, including the formulation of policies relating to financial management of investments, budgeting and expenditure control, and accounting and shall perform such other duties as may be delegated to it from time to time by the Board.

Section 5.2 Other Committees. In addition to the Executive Committee provided for in the preceding sections of these Bylaws, the Board may elect, or the President of the Board or the Administrator may appoint, such other *ad hoc* committees as may seem fitting. *Ad hoc* committees shall be appointed for a fixed term, not to exceed two (2) years. Members of *ad hoc* committees need not necessarily be Directors. Members of all committees, whether *ad hoc* or standing, shall serve at the pleasure of the Board, which shall have the power, at any time, to remove or replace any member of any committee.

Section 5.3 Meetings; Notice. Any committee may, from time to time, subject to the approval of the Board, prescribe rules and regulations for the calling of and conducting of meetings of the committee and other matters relating to its procedure and the exercise of its powers. Except as herein otherwise provided, any committee may meet within or without the State of New Mexico; meetings of any committee may be called by its chair or by a majority of the members thereof; and notice of any committee meeting shall be served either personally, by telephone, or by facsimile machine, by electronic mail, or by mail at least five (5) days before the meeting. Any such meeting may be held as provided by law through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another, and such participation shall constitute presence in person at such meeting. Any notice of any committee as provided herein, may be waived in writing which waiver shall be made a part of the minutes of the meeting.

Section 5.4 Quorum. A majority of the members of any committee shall constitute a quorum thereof. When a quorum is present, the action of a majority of those present shall constitute an action of the committee.

Section 5.5 Term. The members of the committees shall serve at the pleasure of the Board and need not be Directors except for the Executive Committee.

Section 5.6 Vacancies. Vacancies occurring for any reason in the membership of any committee may be filled by the appointment by the President of the Board or the Administrator, and the individual so appointed to fill any such vacancy shall serve until the next meeting of the Board.

Section 5.7 Reports. At each meeting of each committee, the chair of the committee shall appoint an individual to prepare a record of the proceedings of the committee. All proceedings of all committees shall be reported to the Board at its next succeeding meeting and shall be subject to revision or alteration by the Board, provided that no rights of third persons shall be adversely affected by such revision or alteration.

Section 5.8 Power to Act Without Meeting. The Board and any committee may act without a meeting by a written or electronic vote by a majority of the members thereof.

ARTICLE SIX **Officers**

Section 6.1 Designation. The Officers of the Corporation shall be a President, a Vice-President, a Recording Secretary, a Membership Secretary, a Treasurer and three (3) "At Large" Members, and such other officers with such powers and duties not inconsistent with these Bylaws as from time to time may be elected and determined by the Board, except as hereinafter otherwise provided for filling vacancies.

Section 6.2 Election and Qualification. The President, a Vice-President, a Recording Secretary, a Membership Secretary, a Treasurer and three (3) "At Large" Members shall be elected by the Members from among such persons as recommended by the Board for a term of one (1) year. The aforesaid election shall take place at the Annual General Member Meeting. The elected Officers of the Corporation are to serve for the membership year which begins on the following April 1st.

Section 6.3 Removal of Officers. Any officer may be removed at any time, with or without cause and with or without notice, by a majority vote of the Active Board Members passed at any meeting of the Board, or by a written or electronic vote by a majority of the Active Board Members.

Section 6.4 Vacancies. If any office of the Corporation becomes vacant, the Directors then in office, although less than a quorum, may fill such a vacancy. Any officer so elected or appointed shall serve until the next meeting of the Board and until the election and qualification of that officer's successor. Three unexcused absences of an officer from regular meetings shall constitute a vacancy for that officer's position, which shall be filled as aforementioned.

Section 6.5 President. The President, or in his/her absence the Vice-President, shall preside over all general or special meetings of the Corporation and all regular or special meetings of the Board of Directors and may cast a vote on all questions. The President shall appoint the Chairmen of all permanent organizational sections or committees. He/She shall appoint such

special sections as may be necessary from time to time, and he may assign special duties to the other officers of the Corporation as may be necessary.

Section 6.6 Vice-President. In the President's absence, the Vice-President will assume the duties of the President. In addition, the Vice-President will be responsible for special Corporation functions as assigned by the President and/or Board.

Section 6.7 Recording Secretary. The Recording Secretary shall keep the minutes for all business meetings of the Corporation and all meetings of the Board of Directors. The recording Secretary will be responsible for the phone/answering service of the Corporation.

Section 6.8 Membership Secretary. The Membership Secretary shall maintain a membership roll showing the names of all members in good standing, the numbers of the membership badges assigned to members, the date of issue, and the date of expiration. The Membership Secretary shall be the sole issuing agent for membership badges.

Section 6.9 Treasurer. The Treasurer shall have custody of all monies of the Corporation and shall payout the Corporation's monies at the direction of the Board of Directors. The Treasurer shall maintain accurate financial status of the Corporation and take care of the Corporation's taxes.

Section 6.10 At Large Members. The At Large Members will be responsible for a special Corporation function/event/task as assigned by the President and/or Board each year.

ARTICLE SEVEN **Membership**

Section 7.1 Voting membership in the Corporation is limited to persons 18 years of age or older.

Section 7.2 The membership dues of the Corporation shall be fixed by the Board of Directors of the Corporation at the October Board meeting for each year of operation and shall be in effect for the membership year beginning the following April 1st. A family membership is considered to be the household community of the Corporation member, and those individuals must be listed on the membership form if they are 18 years of age or older.

Section 7.3 Dues are due and payable by April 1st, the first day of the membership year. The Membership Secretary shall notify a member during the first week of his delinquency. After one month of delinquency, a member shall be dropped from the Corporation roster. The Membership Secretary shall keep the necessary records and provide appropriate dues notices.

Section 7.4 Special Memberships: A special Lifetime Membership may be issued to Corporation members or other individuals at the discretion of the Board. A special Lifetime Membership badge will be issued to such persons by the Membership Secretary. Such memberships are typically given for extraordinary individual efforts on the Corporation's behalf.

ARTICLE EIGHT
Membership Meetings

A general meeting of the Club shall be held annually at a time and place to be fixed at least five weeks in advance by the Board of Directors. The business portion of all meetings of the Corporation shall be conducted in accordance with Robert's Rules of Order.

ARTICLE NINE
Miscellaneous

Section 9.1 Notices. When, under the provisions of these Bylaws, notice is required to be given to any Director, it shall not be construed to mean personal notice, but such notice as may be given personally, or in writing by mail, by depositing the same in a post office or letter box or mail chute, postage prepaid, or by telegram, facsimile machine, or electronic mail. Every such notice shall be addressed to such Director at such address as appears on the books of the Corporation or, in default of such address, to such Director at his last known residence address, and such notice shall be deemed to be given at the time when the same shall be thus delivered or mailed or dispatched. Notice of meeting by telegram, facsimile machine, or electronic mail shall be dispatched to the last such known address or number as appears on the books of the Corporation.

Section 9.2 Waiver of Notice. Whenever, under the provisions of any corporate law or under the provisions of the Articles of Incorporation or Bylaws of this Corporation, the Corporation or the Directors or any committee thereof is authorized to take action after notice or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time if, at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to said notice or entitled to participate in the action to be taken or by his attorney thereunto authorized. Presence at any meeting, except for the express purpose of objecting to the lack of notice thereof, shall be deemed a waiver of notice by those in attendance.

Section 9.3 Fiscal Year. The fiscal year of the Corporation shall begin on January first and end on December 31st.

Section 9.4 Membership Year. The membership year of the Corporation shall begin on April first and end on March 31st of the following year.

ARTICLE TEN
Amendments

The Bylaws of the Corporation may be altered, amended or repealed at any meeting of the Board of the Corporation by a majority vote of the Active Board Members who must be present either in person or by proxy, provided that the proposed action is inserted in the notice of such meeting.

CERTIFICATION OF BYLAWS

It is hereby certified that these Bylaws, consisting of Ten (10) pages, this page included, were duly adopted by the Board of Directors of Los Alamos Sportsmen's Club on September 5, 2019.

BY:

ATTEST:

Recording Secretary

President

Organizational Bylaws of the Los Alamos Sportsmen's Club Version 2.0

Revision History

Date	Version Number	Editor/ Author	Description/Notes	Effective Date
12/05/2002	1.0	LASC Board	Updated Previous Bylaws. Version 1.0 of the Amended Bylaws was filed with the New Mexico Public Regulation Commission on 01/14/2003.	12/05/2002
09/10/2019	2.0	Ad Hoc Bylaws Working Group	Updated Version 1.0 of the LASC Bylaws. Version 2.0 was approved by the LASC Board on 09/05/2019 and published 09/10/2019.	09/05/2019

Revision History Instructions

1. **Date:** record the date in this form: month, day, full year, e.g., 4/30/2017 or 12/21/2019.
2. **Version Numbering:**
 - Draft Version Numbering: Drafts will increase by .1. The first draft will be 0.1, followed by 0.2, 0.3, etc. These continue after the dot even when going into additional digits (0.10, etc.). Version numbers are not read as decimals.
 - Final Version Numbering: The initial final version will be 1.0. (Drafts will then be numbered 1.1, etc.) The next final version will be 2.0, etc.