

CONSTITUTION AND BY-LAWS OF THE SYLVAN ARCHERS, INC.

CONSTITUTION

Article I. NAME

The name of this Corporation shall be The Sylvan Archers, Inc.

Article II. DURATION

The duration of this Corporation shall be perpetual.

Article III. LOCATION

The location and post office address of the principal office of this Corporation shall be the address of the current Secretary.

Article IV. OBJECTIVES

The purpose, enterprise, business pursuit, or occupation for which this Corporation is formed under this agreement is for the improvement of social contact between its Members, the encouragement of the most ancient art of archery, and the promotion of the enjoyable use of bows and arrows both as to sport and to mental and physical relaxation, to hold archery contests of every sort, thereby increasing the interest of the general public in archery and the use of bows and arrows generally; to promote sportsmanship and conservation of natural resources, and to establish, equip and maintain club rooms and quarters for social meeting and the pursuit of the chosen sport of archery, and to further provide ways and means for the development of the mental and physical capacities of its members and for their social advantage, improvement and encouragement in connection therewith, and for such purposes and such purposes alone, to purchase, acquire, receive, possess, lease, rent, own, hold, sell, convey, mortgage, pledge, give, in trust and dispose of such real property and personal property as may be necessary, desirable or convenient, and do every and all things necessary to carry out the business and pursuits for which this Corporation was formed.

Article V. PLAN OF OPERATION

Section 5.01 To direct, manage, supervise and control the business, property, funds and activities of The Sylvan Archers.

Section 5.02 To assist and cooperate with other archery sportsmen and conservation organizations in carrying out the objects of The Sylvan Archers.

Section 5.03 To make surveys, conduct research and experiments, and prepare and issue such publications and periodicals as the Corporation may see fit to publish.

Section 5.04 The work of The Sylvan Archers shall not be conducted for private gain, although the Corporation may collaborate with business organizations and with individuals in varying out its objectives.

Section 5.05 Upon dissolution, all assets of the Corporation shall be applied as follows:

- (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefore.

(b) 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 such requirements.

(c) No part of the assets of this Corporation shall be distributed to the benefit of any Member, Officer or Governor of the Corporation.

(d) The remaining assets shall be transferred to the Oregon Department of Fish and Wildlife.

Article VI. MEMBERS (AMENDED MARCH 2021)

Section 6.01 Persons seeking membership with The Sylvan Archers will be accepted regardless of race, color, religion, national origin, sexual orientation, gender identity or expression, sex, age, physical or mental disability.

Section 6.02 Membership requirements, initiation fees and annual dues shall be established by the By-Laws.

Section 6.03 By becoming a member of The Sylvan Archers you agree to the following:

The Sylvan Archers, Inc. is committed to an environment in which all individuals are treated with respect and dignity. Each individual has the right to participate in an atmosphere that promotes equal opportunities and prohibits discriminatory practices, including harassment. Therefore, The Sylvan Archers expect that all relationships among persons in the club will be free of bias, prejudice, discrimination and harassment. In order to keep this commitment, The Sylvan Archers maintains a strict policy of prohibiting unlawful harassment of any kind, including sexual harassment and harassment based on race, color, religion, national origin, sexual orientation, gender identity or expression, sex, age, physical or mental disability or any other characteristic protected by state, federal or local discrimination laws. This policy applies to all Members, Officers, Governors, and Trustees.

Members who violate this policy are subject to discipline up to and including the immediate revocation of membership.

Article VII. OFFICERS AND GOVERNORS

Section 7.01 The Officers of The Sylvan Archers shall be a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Secretary-Treasurer, an Assistant Secretary-Treasurer, Assistant Secretary-Minutes, a Publicity Chairperson, a Registration Secretary, a Field Governor, A Hunt Director, a Director of Hunting Games, a Director of Field Tournaments, and a Director of Target Tournaments who shall be elected for a term of one (1) year. Their term of office shall commence on the First Day of August following election and they shall hold office for one (1) year or until succeeded. (Revised 3/2006)

Section 7.02 The Board of Governors of The Sylvan Archers shall consist of the Officers named in Section 1 of this Article and the most recent Past-President. The term of office of the Board of Governors shall coincide with the term of offices as outlined in Section 1 of this Article, except for said Past-President whose term is automatically determined.

Section 7.03 Nomination of Officers for election will take place at the April general meeting and will remain open until the June meeting. Elections will take place at the July meeting. (Revised 3/2006)

Section 7.04 Officers and Governors shall be residents of the State of Oregon and removal from the state shall create a vacancy.

Section 7.05 The Board of Governors shall have power to fill all vacancies occurring among the Officers or Governors.

Article VIII. REMOVAL OF OFFICERS OR GOVERNORS

Any Officer, Governor, Agent or Committee Chairperson elected or appointed by the Board of Governors may be removed at any time by the Board of Governors, after notice and hearing, by a two-thirds vote of all the Governors for conduct inimical to the best interests of The Sylvan Archers.

Article IX. BY-LAWS

By-laws not in conflict with the laws of Oregon governing all the business, affairs, transactions, conduct and policies of this Corporation may be adopted, amended, or repealed as may be provided in the By-Laws.

Article X. AMENDMENTS

This Constitution may be amended or repealed at any lawful meeting of The Sylvan Archers by a two-thirds vote of all members present, called on written notice given not less than thirty (30) days preceding the holding of such meeting specifying the purpose of the meeting and the nature of the amendment or amendments proposed.

Article XI. TRUSTEES, TRUST FUND

Section 11.01 Five (5) Trustees shall be elected. The nominees must be ratified by majority vote of the voting Membership. The nominees may be selected by the Board of Governors or by the Membership. The list of the nominees will be published in The Sylvan Archers newsletter along with their qualifications. (Establishes Trustee positions)

Section 11.02 The Trustees are directed to establish a Trust Account in the name of The Sylvan Archer, Inc. The account must be held at a FDIC or FSLIC institution. The fund must be invested in FDIC or FSLIC or other government guarantee securities. (Establish Trust account, guarantees, security)

Section 11.03 Trustees shall be elected to a three year term and shall be limited to two non-consecutive terms. Initially, two Trustees will be elected to a two year term, two Trustees to a three year term and one Trustee to a four year term. (This staggers the Trustees, establishes terms for Trustees.)

Section 11.04 The Trustees shall prepare a statement of the fund's assets and disbursements and publish those figures for the Membership's information by April 15th of each year. (Requires accounting to the Membership.)

Section 11.05 Funds may be disbursed from the Trust Account upon the majority approval of the Trustees and a two-thirds majority vote of The Sylvan Archers Membership at a Membership meeting. A mail vote shall be taken. (Establishes rules for dispersing funds from the account.)

Section 11.06 A dispersal request may originate from the Board of Governors, or the Membership at a Membership meeting. (Establishes rules for requests to disperse funds.)

Section 11.07 Funds may be disbursed for the purchase of capitol assets or the development of The Sylvan Archers' real property. An emergency payment of The Sylvan Archers, Inc. property taxes is permitted from interest on the account. (Establishes rule for use of funds from the account).

Section 11.08 The minimum balance to be kept in the Trust account should be the amount necessary to generate enough interest to make an emergency payment of The Sylvan Archers, Inc. property taxes; but in no event shall the account balance be less than fifteen thousand dollars. No lien may be placed against the account for an amount in excess of 50% of the account balance above fifteen thousand dollars. (Establishes minimum balance and lien safeguards for account. This way the original proceeds from the land sale stays preserved, no loan can be taken against the account that couldn't be paid off and still leave the fifteen thousand dollar minimum.)

CONSTITUTION AND BY-LAWS OF THE SYLVAN ARCHERS, INC.

BY-LAWS

Article I. INITIATION FEES AND DUES

Section 1.01 The fees for new and renewing/reinstating membership shall include the membership dues for the chosen tier (individual, family or senior/junior) and the cost of the gate card(s).

Section 1.02 Dues will be \$75.00 for both Junior (17 years of age or less) and Senior (60 years of age or greater) membership. Dues will be \$125.00 for a single Adult and \$165.00 per Family. A Family is considered two adults (married or in domestic partnership) plus any dependent children (17 years of age or less or 20 years of age or less and still going to school). Annual dues will be payable one year from the end of the month the Member joins. Officers of the club are granted free membership for the calendar year following their election. (Dues amended January 2008, Officer membership dues amended July 2006, Membership dues amended January 2019, Family membership amended March 2021, Membership dues amended January 2023).

(a) The cost of one digitally readable ID card is \$15.00.

(b) A Family membership has the option of purchasing one additional digitally readable ID card. Family memberships can have a maximum of two active ID cards at any time.

Section 1.03 Competition in the club championship tournament of The Sylvan Archers shall be open to all Members whose dues are paid and who have been a Member for three months prior to the date of the tournament.

Section 1.04 Any member can bring a guest to the range two times.

Article II. MEETING (AMENDED AUGUST 1993)

Section 2.01 The Board of Governors may hold monthly meetings of The Sylvan Archers at such time and place as may be designated. A Treasurer's report will be given at all such meetings. No meetings will be held during the months of September and October.

Section 2.02 Written notice of all meetings, including the annual meeting, specifying the place and time of holding the same, shall be communicated by the Publicity Chairperson at least five (5) days in advance thereof to each Member of The Sylvan Archers, which shall constitute due and sufficient notice; provided that in case the Board of Governors deems that an emergency exists and shall order or declare then such meeting may be called on not less than three (3) days notice.

Section 2.03 A quorum for the transaction of business at all meetings of The Sylvan Archers shall consist of ten (10) Members.

Article III. VOTING

In all meetings for the Corporation, each Adult Member in good standing shall be entitled to one (1) vote.

Article IV. OFFICERS

Section 4.01 President

The President shall be the Chief Executive Officer of the Corporation. They shall preside at all meetings of the Corporation and Governors; they shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Membership and Board of Governors are carried into effect and shall be personally responsible for the functioning of all committees subject, however, to the right of the Board of Governors to delegate any specific powers except as may be by statute specifically conferred upon the President; to any other office, Officer, or Member of the Corporation. They shall, in addition to forgoing specific powers and duties, have the general powers and policies usually invested in the office of the President of a Corporation.

Section 4.02 Vice-President

- (a) First Vice-President shall be in charge of supplying all targets for tournaments and outdoor range.
- (b) Second Vice-President shall be in charge of all indoor activities and shooting booth.
- (c) Third Vice-President shall be the Outdoor Range Director. The Outdoor Range Director, with the Assistant Outdoor Range Director, will be responsible for the outdoor ranges, building, equipment and generally the entire physical premises of The Sylvan Archers, Inc.
- (d) All Vice-Presidents shall have the authority to set committees and oversee such committees for work parties in their specific areas of responsibility.

Section 4.03 Secretary-Treasurer

The Secretary-Treasurer shall sign, with the President, the instruments and papers mentioned in Section 1 of this Article; attend all meetings of the Corporation and of the Board of Governors, conduct such correspondence of the Corporation as the Board of Governors may designate and perform such other duties as usually revolve upon such officer. The Secretary-Treasurer shall, subject to such rules and regulations as the Board of Governors may from time to time prescribe, receive, keep and disburse all money of the Corporation, keep accurate books of account, furnish such bond or other security as the Board of Governors may prescribe.

Section 4.04 Assistant Secretary-Treasurer

The Assistant Secretary-Treasurer shall, in case of death, absence or disability of the Secretary-Treasurer, perform and be vested with all the duties and powers of the Secretary-Treasurer. They will take an active part in helping the Secretary-Treasurer where help is needed, they will be in charge of new memberships and membership renewals for the club and report all the fees taken in to the Secretary-Treasurer.

Section 4.05 Assistant Secretary-Minutes

The Assistant Secretary-Minutes shall attend all meetings of the Corporation and of the Board of Governors and make a records of all proceedings. They will take an active part in helping the Secretary-Treasurer where help is needed.

Section 4.06 Publicity Chairperson

The Publicity Chairperson shall fulfill duties as designated by the Board of Governors and in addition, be in charge of all publicity, publications and notifications.

Section 4.07 Registration Secretary

The Registration Secretary shall oversee registration at all Sylvan Archers events; keeping a record of persons registered for achievements, scores shot, and placement for awards.

Section 4.08 Field Governor

The Field Governor shall fulfill duties as designated by the Board of Governors and act as the club representative at the Oregon Bow Hunters Field Governors' annual meeting. Additional duties of the Field Governor include participating in the direction of the field archery and target archery tournaments held by The Sylvan Archers. Promote field and target archery through open houses for Sylvan Members and the public as well as promote the JOAD archery program.

Section 4.09 Hunt Director

The Hunt Director shall represent the club at the Field Governors game hearing at the annual meeting of the Oregon Bow Hunters Field Governors' meeting and be in charge of the hunt program which involves the following:

- (a) Keep account of the individuals' game kill points,
- (b) Direction of the bow hunting games held by The Sylvan Archers,
- (c) Promote bow hunting education through the Jr. Bow Hunting program and the Sylvan's Bow Hunting Clinic.

Section 4.10 Director of Hunting Games

The Director of Hunting Games will assist the Hunt Director by overseeing and directing hunting games held by The Sylvan Archers.

Section 4.11 Director of Field Tournaments

The Director of Field Tournaments will assist the Field Governor by overseeing and directing all field archery events held by The Sylvan Archers.

Section 4.12 Director of Target Tournaments

The Director of Target Tournament will assist the Field Governor by overseeing and directing all target tournaments held by The Sylvan Archers.

Article V. APPOINTED POSITIONS

Section 5.01 Assistant Range Director

The Assistant Range Director will assist the Range Director with the outdoor range.

Section 5.02 Historian

The Historian position is for a two year term. They will be in charge of The Sylvan Archers archives and will keep records of Sylvan activities.

Section 5.03 Ribbons and Trophies Chairperson

The Ribbons and Trophies Chairperson will be in charge of acquiring all awards for Sylvan events.

Article VI. BOARD OF GOVERNORS

Section 6.01 MEETINGS: Meetings of the Board of Governors shall be held each month at times and places to be determined by the President. Either the President or Secretary-Treasurer may call a special meeting of the Board of Governors at any time or place.

Section 6.02 POWERS: The Governors shall have the general management and control of the business and affairs of the Corporation and shall exercise all the powers that may be exercised or performed by the Corporation, under the Statutes, Constitution, and By-Laws.

Section 6.03 QUORUM: A quorum for the transaction of business at a meeting of the Board of Governors shall consist of six (6) members of the Board.

Section 6.04 VOTE: The vote of the majority of the Governors present at a meeting of the Board of Governors at which a quorum is present shall be the act of the Board of Governors. Proxy votes for any Board member at any Board meeting will not be allowed. (Amended June 2002)

Article VII. FINANCES (AMENDED NOVEMBER 1996)

Section 7.01 All funds of the Corporation shall be deposited by the Treasurer in the name of the Corporation in such bank or banks as may be designated by the Board of Governors.

Section 7.02 Disbursements shall be only by check signed by such person(s) as the Board of Governors may designate.

Section 7.03 The President must prepare an audit for the previous calendar year. This must be presented to the Trustees, so they may submit the results to the June membership meeting. The audit book will contain: checkbook register details, copy of the budget for that year, copies of the minutes of all Board of Governors and Membership meetings, copy of the current Constitution, By-Laws, Policies, bank statements, and Membership list up to date as of June 31st off the year audited. The Secretary-Treasurer will keep each year's audit book as a record.

Section 7.04 Any business involving the disbursement of funds over \$500.00 must be approved by majority vote of the Board of Governors. All business and management involving

the property holdings of The Sylvan Archers much be approved by a majority vote of the voting Membership. A mail/e-mail vote will be taken, if necessary.

Section 7.05 The President will prepare a budget for the calendar year for which they are elected. It is to serve as a spending guide for the Sylvan business. It must contain a category for range improvements equal to at least 10% of the gross income. This must be submitted to the Membership at the February Membership meeting for approval. Non-approval will not prevent the President from conducting the normal and necessary business of the club. However, no Board may create a deficit.

Article VIII. RULES OF PROCEDURE

The rules of procedure at all meetings of the Corporation and the Board of Governors shall be Roberts' Rules of Order Revised.

Article IX. COMMITTEES

The President shall, with the consent and approval of the Board of Governors, appoint the Chairperson of the standing committees and such other committees as may be designated by the Board of Governors.

Article X. FISCAL YEAR (AMENDED NOVEMBER 1993)

The fiscal year of this Corporation shall be January 1st to December 31st.

Article XI. CONTRIBUTIONS

The Secretary-Treasurer may accept contributions in any form and from any lawful source for the purpose of carrying out the lawful objective and activities of the Corporation.

Article XII. AMENDMENTS

These by-laws may be amended or repealed at any duly called meeting of the Corporation by the majority vote of the Members in good standing at such meeting, provided fifteen (15) or more Members are present. All amendments will be dated.

UPDATED: March 2021