



The Berwyn Rod & Gun Club, Inc.
P.O. 1378
Bowie, Maryland 20718

May 27, 2020

Resolution of The Berwyn Rod and Gun Club Incorporated, on several motions duly made and seconded, and following the procedures set forth in Article IX of the Bylaws of The Berwyn Rod and Gun Club, and voted upon by the membership to modify the current Bylaws of The Berwyn Rod and Gun Club, dated October 2, 2013, the following certification is presented:

Certificate

I, the undersigned Secretary of The Berwyn Rod and Gun Club Incorporated, under the laws of the State of Maryland, hereby certify that the attached Bylaws of The Berwyn Rod and Gun Club is a true and correct copy of the Bylaws approved by the Executive Committee and passed by the membership on the 2nd day of October 2013 and modified by the same during the calendar years 2014 through 2019. I further certify that the following is a list together with specimen signatures of all Officers of The Berwyn Rod and Gun Club attesting as to the accuracy and completeness of the attached Bylaws as modified by the membership of The Berwyn Rod and Gun Club.

Thomas J. Hanyok
President

John Bridendolph
Treasurer

Ray Bosse
Vice President

Certified by my hand
On this 27th day of May, 2020

Steven Gunyon
Secretary



THE BERWYN ROD AND GUN CLUB, INCORPORATED

BY-LAWS

ARTICLE I - NAME

The name of this organization is The Berwyn Rod and Gun Club, Incorporated, (hereinafter referred to as the Club), a non-stock corporation, incorporated in the State of Maryland on April 8, 1944, to operate as a social, non-profit shooting and fishing club.

ARTICLE II - MISSION

The mission of the Club is to:

- further the shooting disciplines, with an emphasis on safe handling of firearms at all times,
- advance sportsmanship among its members,
- enlarge and increase the opportunity for the enjoyment by its members of out-of-doors recreation,
- promote fishing, archery, rifle, handgun, shotgun and shooting activities,
- provide and arrange for the economical use of accommodations for the pleasure and comfort of its members and their families and friends,
- further the conservation of fish, game and forests in the State of Maryland
- promote the education of firearm usage,
- provide a place for members to engage in informal target practice and organized shooting matches and related activities in a pleasant atmosphere of camaraderie.

ARTICLE III - OPERATIONS

The Club will be run in accordance with the Charter, Bylaws, Internal Operating Procedures (IOP), and Range Rules. The Charter is the primary document, followed by the Bylaws. The IOP implements the Charter and Bylaws for all Club operations except range operations. The Range Rules implement the Charter and Bylaws for range operations.

ARTICLE IV - MEMBERSHIP QUALIFICATIONS

Any United States Citizen who is twenty-one years of age or older who is allowed to legally own and possess firearms under the laws of the United States of America, the State of Maryland, and Prince George's County may apply and be made a Member.

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Any Member who becomes a prohibited person, under the laws of the United States, the State of Maryland, and Prince George's County, as a result of any condition that renders that Member a prohibited person (e.g. criminal conviction, commitment to mental institution, respondent in a domestic violence order) will be automatically suspended on the basis of that prohibition. Upon the removal of the prohibition by lawful authority, that Member may reapply to be installed in good standing in the Club. The Member shall have the burden to show that the prohibition has been removed or has been rendered moot by subsequent actions or events.

TYPES OF MEMBERSHIPS

Annual Member: An Annual Member is a full member of the Club who can participate in all Club-organized events. An Annual Member pays the Annual Dues rate to receive a range badge, membership card, voting privileges, and the authority to hold office.

Life Member: A Life Member is a full member of the Club who can participate in all Club-organized events. A Life Member pays no dues to receive a range badge, membership card, voting privileges, and the authority to hold office.

The Club no longer offers Life Memberships but shall honor current Life Members in good standing. The Membership may vote a person an "Honorary Life Membership" which is equal to a Life membership.

Associate Member: An Associate Member is a limited member of the Club who can participate in Club-organized events. An Associate Member pays the Annual Dues for Associate Members rate to receive a membership card. An Associate Member does not have range privileges, voting privileges or the authority to hold office. An Associate Member may gain Annual Membership status without having to apply as a new Member by paying the prorated difference in membership dues from Associate Member to Annual Member.

MEMBERSHIP LIMIT

The Club shall have a limited number of Annual Members as set forth in the IOP.

MEMBERSHIP APPLICATION AND INDUCTION

The procedures for Membership Application and Induction shall be governed by the process set forth in the IOP. Spouses and Dependent Children of Annual or Life Members shall be eligible for membership in the Club as set forth in the IOP.

ARTICLE V - DUES

The Club dues are as set forth in the IOP.

ARTICLE VI - EXECUTIVE COMMITTEE

The Executive Committee shall act as agent for the Club and will run the Club in the best interests of the Club Members.

The Executive Committee is made up of the Officers and the elected Committee Chairpersons. The Immediate Past President may be an honorary member. A list of Committees shall be found in the IOP.

The Executive Committee is authorized to make expenditures of Club funds in accordance with the IOP.

The Executive Committee conducts a prior review of all Club correspondence intended for other organizations, government agencies, the news media, public forums, and other entities.

ARTICLE VII - OFFICERS

The Officers of the Club shall consist of a President, Vice President, Treasurer, and Secretary. The President and Vice President must have been a voting Member in good standing for not less than the 24 months immediately prior to being elected. The Treasurer and Secretary must have been a voting Member in good standing for the previous 12 months.

NOMINATIONS AND ELECTIONS

Nominations for Officers shall be made at the business meeting in March.

Elections for Officers shall be held at the business meeting in April of each year. The terms for the Officers begin after the termination of the business meeting in which the elections are held.

The Officers are elected by a majority vote of the voting members in good standing present at the business meeting.

TERMS

All Officers are elected to a one-year term and shall serve until their successors are elected and qualified. An Officer shall automatically vacate his/her office upon becoming ineligible for membership or upon becoming a Member not in good standing.

In the event the President is unable or unwilling to serve or is removed from office, the Vice President shall assume the duties of the President. In the event any other Officer becomes unable or unwilling to serve or is removed from office, the Executive Committee shall appoint an acting member to assume that Officer's duties for the balance of the term. A simple majority vote of the voting members in good standing at the next business meeting is required to confirm the appointment. If the appointment is not confirmed, nominations will be taken for the vacant position and an election will be held.

An Officer is limited to ten consecutive years in a position.

DUTIES OF OFFICERS

The Officers are required to comply with the terms of the Charter, the Bylaws, the IOPs, and the Range Rules and act in the best interests of the Club unless this compliance would result in a violation of local, state or federal civil or criminal law as determined by a court or an attorney.

The Officers are responsible for the operation of the Club, subject to membership approvals when required. The Officers delegate specific responsibilities to the appropriate Committee Chairpersons in accordance with the IOPs.

Duties of the President:

- The President is responsible for the overall operation of the Club in accordance with the terms of the Charter, the Bylaws, the IOPs, and the Range Rules.
- The President presides at all meetings of the Club; oversees the nomination of Committee Chairpersons; appoints temporary Committees; is an ex-officio member of all committees; signs checks in the absence of the Treasurer; has the authority to suspend an Officer or Committee Chairperson temporarily for cause, in accordance with Removal of an Officer Section in the Bylaws; and is the Club's spokesperson in communicating with other organizations, government agencies, the news media, public forums, and other entities. The President shall supervise administrative functions not included in the duties of other Officers.
- The President shall give a "State of the Club" presentation no later than the June business meeting stating the accomplishments over the past year and the plan/vision for at least the upcoming year. The President shall present a general plan of the distribution of the funds of the Club.

Duties of the Vice President:

- The Vice President shall assume the duties of the President when the President is absent or unable to perform such duties. The Vice President shall be responsible for the day-to-day operations of the Club and will perform other duties as assigned by the President.
- The Vice President is overall responsible for the Club facilities. This includes awareness of routine maintenance needs, seeing that these items are accomplished, determining when major or non-routine maintenance repairs are required, securing bids for the necessary work and arranging for the work to be performed after required approvals.
- The Vice President is also responsible for coordinating the scheduling of events on Club facilities and resolving scheduling conflicts, as necessary.
- The Vice President also performs other duties as required.

Duties of the Treasurer:

- The Treasurer shall manage the funds of the Club in a manner consistent with current standard financial practices. The Treasurer shall maintain the financial records in electronic or paper form using current industry standard software or documentation. The Treasurer shall also perform other required duties in connection with the Club's financial matters as detailed in the IOPs and will perform other duties as assigned by the President.
- The Treasurer shall manage and have custody of the funds of the Club. The Treasurer shall perform the duties required in connection with the Club's financial matters as described in Article IV of the IOP.
- The Treasurer also performs other duties as required.

Duties of the Secretary:

- The Secretary is responsible for all Club recording, correspondence, and record keeping activities except for financial records. The Secretary will also perform other duties as assigned by the President.
- The Secretary shall take accurate minutes at each business meeting and shall have the minutes available at the next meeting.
- The Secretary ensures that a Newsletter is prepared that provides a brief summary of significant matters discussed or decided at each business meeting.
- The Secretary shall initiate and respond to correspondence in accordance with direction from the President. The Secretary, at each Executive meeting, shall have available all correspondence received and correspondence sent on behalf of the Club.
- The Secretary is responsible for custody of the Club's corporate seal and other Club documents as established by the Executive Committee or required by law. The Secretary shall also maintain a directory of Club records and documents.
- The Secretary ensures that the mail is retrieved from the Club mailbox in a timely fashion and promptly distributes it to the appropriate persons.
- The Secretary shall oversee the maintenance of an up-to-date roster of the names, range badge numbers and current addresses and telephone numbers of members of the Club and shall retain the official copy.
- The Secretary also performs other duties as required.

All Officers may appoint members in good standing as Deputies to assist in the performance of their duties. Deputies have no vote on the Executive Committee

REMOVAL OF AN OFFICER FROM OFFICE

Any voting member in good standing may initiate the removal of an Officer by filing a petition with the Executive Committee signed by at least ten percent of the voting members in good standing. The petition will state the facts and the charges to be considered as grounds for removal from office.

The Officer being considered for removal shall not have a vote on issues related to the potential removal.

These removal procedures will be followed:

At least 20 days prior to the business meeting when charges are to be considered, the Executive Committee shall send a copy of the charges, including the date, time and place of such meeting, to the Officer whose removal is sought.

At least 10 days prior to the business meeting when charges are to be considered, the Executive Committee shall send a copy of the charges, including the date, time and place of such meeting, to all Members in good standing.

The Officer shall be given a reasonable opportunity to reschedule the consideration of such charges, if necessary, to a mutually convenient date not to exceed two business meetings of being notified.

The Officer whose removal is sought shall receive a hearing at the business meeting. A two-thirds affirmative vote by the voting members in good standing present at the business meeting shall be required for the removal of the Officer.

The President can also initiate removal of an Officer by temporarily suspending the Officer for cause. If the action is approved by a two-thirds majority vote of the entire Executive Committee, the above removal procedures will be followed.

ARTICLE VIII - MEETINGS

RULES GOVERNING MEETINGS

All meetings shall be conducted in accordance with the Club's customary business procedures. Any voting or motions shall follow the Bylaws, IOP, or the latest edition of Robert's Rules of Order, in that order of precedence.

The meetings may be audio / video recorded at the discretion of the Executive Committee.

BUSINESS AND SPECIAL BUSINESS MEETINGS

Business meetings shall be convened as specified in the IOP.

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A special business meeting may be held at any time if called for by a majority of the Executive Committee, or upon a written demand signed by at least ten percent of the voting members in good standing, stating the purpose of the special business meeting. A notice of the special business meeting shall be sent to each Member, either by a special mailing or by a notice in the Newsletter, at least ten days prior to such special meeting.

The quorum for a Business Meeting and/or Special Business Meetings is at least ten percent of voting members in good standing at the time of the meeting and one Officer.

EXECUTIVE COMMITTEE MEETINGS

The Executive Committee shall be convened as specified in the IOP.

Members in good standing are welcome to attend regularly scheduled Executive Committee meetings. Members may address the Executive Committee on items of concern and are generally limited to five minutes. Members are not entitled to vote and may not interfere with the conduct of the meeting.

Two-thirds or greater of the Executive Committee members, including at least two Officers, shall constitute a quorum.

EXECUTIVE COMMITTEE

Any motion that is passed by a majority but is not passed by a seventy percent vote of the Executive Committee present at the Executive meeting is required to be taken to the Club Membership at the next business meeting. The motion must then pass by a super majority of the voting members in good standing present.

Any motion that is passed by a majority but not by a seventy percent vote of the Executive Committee and that does not get a super majority of the voting members in good standing present shall fail.

Any motion not passed by a majority of the Executive Committee shall fail.

VOTING PROCEDURES

During any Executive Committee Meeting a quorum must be present to adopt any motion.

Each member of the Executive Committee shall get one vote.

Any Executive Committee Member who cannot attend a meeting and wishes to vote on matters before the Executive Committee may issue a proxy to another Executive Committee Member. The President must be notified, in writing, of the assignment of the proxy. The proxy must state the nature of the vote.

BUSINESS MEETING

At business meetings, each annual and life member shall get one vote.

ARTICLE IX - AMENDING THE BYLAWS

SUBMISSION, REVIEW AND PUBLICATION

Any proposal to amend the Bylaws must be submitted in writing to the Executive Committee no less than 10 days prior to the meeting of the Executive Committee for which it will be considered.

The proposal shall be signed by the Member submitting it, shall show the revised wording of each affected Bylaws section as it would appear if the amendment is adopted, and shall contain a brief statement of reason as to why the Member believes the proposed amendment is necessary.

A preliminary vote by the entire Executive Committee on a proposed Bylaws amendment will be taken. If a super majority of the Executive Committee is in favor of the proposed change, the change will then be sent to the Club's Attorney for legal review. The Club's Attorney will provide a recommendation to the Executive Committee and the submitter of the proposal.

The proposal and the Attorney's recommendation will then be published in the Newsletter and presented for discussion at the next business meeting. The vote will take place at the next business meeting after the presentation.

The proposed change in the Bylaws shall be adopted by a vote of at least three fourths of the voting members in good standing present at said business meeting.

Proposals that do not receive a super majority vote in favor by the Executive Committee will be published in the next Newsletter or special mailing.

A member may introduce a resolution to request a vote by the membership on a by-laws change proposal that did not receive a super majority vote in favor by the Executive Committee. If this resolution passes by a super majority vote of the voting members in good standing present at the general meeting, the proposed change will be reviewed by the Club attorney and voted on following the above procedure.

ARTICLE X - PROFESSIONAL ADVISEMENT

LEGAL

The Club shall keep on retainer an independent legal firm licensed to practice in the state of Maryland that has expertise in the fields of business law and preferably has expertise in local firearms law. Additionally, they shall be charged with storing and maintaining official copies of the Club Management Documents.

ACCOUNTING

The Club shall keep an independent CPA firm on retainer to perform yearly tax services and other financial services as detailed in Article IV of the IOPs.

ARTICLE XI - SALE OF REAL PROPERTY

Before any vote is taken on whether to list for sale any of the Club's property, a notice that such a vote will be taken shall be mailed in a special mailing and/or posted in the Newsletter. The special mailing or Newsletter must be sent at least ten days before the meeting at which the vote shall be taken.

In the event that two-thirds of the voting members in good standing present at said meeting vote to list the property for sale, guidelines shall be established at said meeting or at the next business meeting. The guidelines shall address the minimum price, minimum earnest money deposit, and minimum terms that would be required in an offer to purchase in order to warrant convening a Membership meeting to respond to said offer.

If an offer to purchase is received that meets the established guidelines, at least ten days prior to the meeting at which the offer will be considered, a notice shall be mailed in a special mailing and/or posted in the Newsletter. The notice shall contain, at a minimum, the following information:

A legal description of the property for which the purchase offer has been received.

- The Club's most recent listed price, or asking price, for the property.
- The identity of the prospective buyer.
- The complete terms of the offer.
- The date, time, and place of the Club meeting at which the offer to purchase will be considered.

The meeting for considering the offer to purchase shall be held within twenty miles of the Bowie Clubhouse, in a place with a seating capacity of not less than double the average attendance at the Club's monthly business meetings during the preceding six months.

A vote to accept the offer shall be by a super majority of voting members in good standing present at the meeting or have voted by proxy. The voting will be done by secret ballot and proxy ballot for voting members who are absent. Proxy ballots will be mailed with notice of said meeting. Proxy ballots must be received before the actual vote. Any funds derived from the sale

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shall become part of the Club's assets. No member shall receive a profit as a result of such sale.

ARTICLE XII - DISSOLUTION AND LIQUIDATION OF ASSETS

In the event that the Club loses its right to operate shooting facilities, the Club shall begin taking steps to have articles of dissolution filed not later than eighteen months from the date that such loss is no longer subject to appeal. The Club shall file articles of dissolution by the end of such eighteen month period unless the Club has both relocated to a new location within that time period and has obtained written authorization from the appropriate governmental agency or agencies to operate shooting facilities at said new location.

In the event that the Club files articles of dissolution – and in the event that a different method for distributing the Club's assets is not agreed upon by a super majority of the voting members in good standing present at a special meeting convened for the purpose within ninety days of such filing – the assets of the Club shall be liquidated and shall be given to any non-profit firearms-related organization(s) that have been legally operating for at least two full years immediately prior to the date on which the Club files articles of dissolution.

APPENDIX A - DEFINITIONS

Bowie Clubhouse: building located at 8311 Laurel-Bowie Road Bowie, MD 20715

Business meeting: a general meeting with Club members for the purpose of conducting Club business.

Executive meeting: a meeting of the Executive Committee for the purpose of conducting Club business.

Mail: includes United States Postal Service, common carrier, or electronic delivery.

Newsletter: periodic communication to Club members relaying information about past and future activities and other important information.

Simple majority: strictly more than one-half of the members in good standing who are present and are qualified to vote on the subject at hand.

Super majority: strictly more than two thirds of the members in good standing who are present and are qualified to vote on the subject at hand.

Quorum: a quorum is the minimum number of people who must be present to make a judgment or conduct business. A quorum also means the number of members of a body defined as competent to transact business in the absence of the other members. The purpose of a quorum rule is to give decisions made by a quorum enough authority to allow binding action to be conducted.

Record of changes to the Bylaws

- 2014 – September 23, 2014 - **Article IV – Membership Qualifications - TYPES OF MEMBERSHIPS** - Page 2, Types of Memberships, Paragraph Life Member
- 2014 - November 12, 2014 - **ARTICLE VIII – MEETINGS EXECUTIVE COMMITTEE MEETINGS** - Page 7, Executive Committee Meetings, 3rd paragraph
- 2016 – February 8, 2016 – **Article IV – Membership Qualifications** - Page 2, 1st Paragraph of Article IV
- 2018 - August 20, 2018 - **Article IV – Membership Qualifications** – Added after 1st paragraph
- 2018 – August 20, 2018 - **ARTICLE VII – OFFICERS – TERMS** - Last sentence of Article
- 2018 – August 20, 2018 - **ARTICLE VII – OFFICERS – DUTIES OF OFFICERS** - *Duties of the Secretary*: By-Laws Article VII, Officers, Duties of the Officers, Duties of the Secretary: