

BY-LAWS
of the
ORANGEVILLE SPORTSMEN'S CLUB, INC.
Orangeville, Pennsylvania

Article I
NAME

Section 1: The name of this organization shall be known as the Orangeville Sportsmen's Club, Incorporated.

Section 2: These By-Laws constitute the code of rules adopted by the Orangeville Sportsmen's Club, Inc. for the regulation and management of its affairs.

Article II
OBJECT

Section 1: The object of this Corporation is formed for the purpose of promoting social enjoyment among the members therefore; for the maintenance of facilities for trap shooting, range shooting and other innocent or athletic sports and for the propagation and preservation of game and fish; for the purchasing and acquiring and holding of real estate; for the establishment and maintenance of a club house or buildings; for said purposes, and for the convenience, entertainment and enjoyment of its members and others to whom the privileges of said corporation may be extended. In addition, this Corporation shall have the purposes and powers as stated in its Articles of Incorporation and whatever powers are, or may be, granted by the Non-Profit Corporation Law of 1988 of the Commonwealth of Pennsylvania or any successor legislation.

Section 2: The Corporation is not organized for the purpose of providing hunting grounds for its members.

Article III
NON-PROFIT PURPOSE

Section 1: This Corporation shall be absolutely non-profitable. No pecuniary gain or profit, incidental or otherwise, shall be paid to its members.

Section 2: This Corporation shall be absolutely non-political, and shall not be used for the promotion for the candidacy of any person seeking public office or preferment.

Article IV
ELIGIBILITY

Section 1: The membership of said Corporation shall consist of reputable residents of Columbia County and vicinity who are Shareholders in this Corporation.

Section 2: The number of Shareholders shall not exceed two hundred (200).

Section 3: The maximum number of Associate Members will be determined from time to time by the Board of Directors.

Article IV
ADDRESS

Section 1: The address of this Corporation shall be Orangeville Sportsmen's Club, Inc., Box 183, Orangeville, Columbia County, Pennsylvania 17859.

Article VI
CHARTER MEMBERS

Section 1: In recognition of the foresight, resourcefulness and integrity of those individuals who gathered together on or about November 13, 1947 to form this Corporation, the names of these individuals are provided as follows: Archie Booth, Richard Thomas, Richard Brader, Carl M. Davis, Ward Ikeler, Kenneth Chameralain, Horace Belles, Boyd Hartman, Donald Ruckle, Carl Ruckle, Glenn Robbins, P.O. Lutz, Vernon Robbins, John C. Conner, John L. Buck, Jay Kline, Richard Megargle, Zerbin Pealer, Jay Belles, M.M. Bowman, Clyde Deiterick, G. Willard Roan, Marshall Unger, James Unger, C. Harold Bankes Jr., Walter Robbins, Arthur M. Wenner.

Article VII
CLASSES OF MEMBERSHIP

Section 1: The Corporation will have three (3) classes of memberships. The first class being that of Shareholders who are permitted to vote on matters as provided for herein. Shareholders will be responsible to pay all dues and assessments when they become due. The second class being Associate Members whose membership is subject to the payment of dues and such other requirements as may be provided by these By-Laws. The third class being Junior Members whose membership is subject to the payment of dues and such other requirements as may be provided by these By-Laws. At 18 years of age, Junior Members will automatically become Associate Members. The fourth class is that of Life Members. A Life Member is any Associate Member or Shareholder who has reached his sixty fifth birthday and has been a non-delinquent dues paying member for the past immediate twenty five (25) years. Members so honored are placed on an Honor Roll of lifetime paid-up members and are exempt from standard dues requirements. Certificates of Membership evidencing membership in each class will be issued by the Corporation.

Article VIII
TRANSFERABILITY OF MEMBERSHIP

Section 1: Membership in this Corporation is nontransferable and non-assignable. A member may request permission from the Board of Directors to transfer stock in this Corporation. Such a transfer will only be permitted with a majority vote of a quorum of the Board of Directors.

Article IX
EXPULSION OF MEMBERS

Section 1: Members shall be expelled from this Corporation only upon a proper showing of cause. Charges shall be based upon: (a) dishonesty; (b) destruction of property of said Corporation; (c) profiteering from said Corporation; (d) violation of Pennsylvania State Game and Fish Laws; and/ or (e) violation of No Alcohol regulation

Section 2: All charges must be made in writing by the accuser. A two-thirds (2/3) majority vote of the entire Board of Directors shall be required for the expulsion of a member.

Article X MEMBERSHIP DUES

Section 1: The annual dues payable to the Corporation by members of its classes will be in amounts determined from time to time by Resolution of the Board of Directors. The Board of Directors is specifically authorized to make adjustments to annual dues payments based upon the participation of members of either class in the management and maintenance of facilities owned and operated by this Corporation. First annual dues will be payable and submitted in full with the Application for Membership. Future annual dues will be payable in advance on the first day of January of each and every year. Initiation fees may be established from time to time by the Board of Directors.

Section 2: The Board of Directors may establish regulations from time to time in order to regulate participation by members in the maintenance of organization facilities and the operation of Corporation events. The Board of Directors is authorized to take whatever steps it deems appropriate to provide incentives to members to participate in the maintenance and activities of this Corporation.

Section 3: A member whose dues for the year have not been paid by March 1st shall be classified as delinquent. If the member remains delinquent after April 1st, his or her privileges shall be deemed automatically suspended. A delinquent associate member may be automatically reinstated by paying the dues for the current year and an additional initiation fee. Delinquent shareholders shall be mailed a notice of such delinquency by regular and certified mail, return receipt requested, to the shareholder's last known address. If the shareholder fails to correct his or her delinquency on or before June 1st, his or her share in the Club shall be deemed abandoned and shall revert to the Orangeville Sportsmen's Club, Inc. for reissuance. The failure of the delinquent shareholder to receive the notices set forth herein shall not prevent the loss of his or her share. It is the responsibility of every shareholder to pay all dues and assessments and to provide the Secretary with his or her current address.

Article XI ANNUAL MEMBERSHIP MEETINGS

Section 1: The annual meeting of the members will be held on the second Wednesday of September of each year. All members will be permitted to attend such meetings but only Shareholders will be permitted to vote on matters pertaining to this Corporation. The Election of Directors will be held at the Annual Meeting.

Section 2: Special Meetings of the members may be called by any of the following:

1. The President of the Board of Directors.
2. Any three (3) members of the Board of Directors.
3. Twenty (20) Shareholders of the Corporation by way of a letter or correspondence executed by all twenty (20) Shareholders.
4. Written or printed Notice stating the place, day and hour of the Annual Meeting, and in the case of Special Meetings, the purpose or purposes for which the meeting is called must be posted at two conspicuous places at or about the premises owned by the Corporation. In addition, a Notice of the Annual Meeting or Special Meeting shall be mailed by first class mail by or at the direction of the President, the Secretary or the Officers or other persons or members calling the meeting at least seven (7) days in advance of the date of the same. The Notice will be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation with postage affixed. Only Shareholder's shall receive such written Notice.

Section 3: Each Shareholder of the Corporation will be entitled to one (1) vote on each matter submitted to a vote of the members. No proxy voting shall be permitted.

Section 4: The number or percentage of Shareholders represented in person that constitutes a quorum at a meeting of the members will be five (5%) percent of the Shareholders. A vote of the majority of a quorum as defined herein of the members shall be required for the adoption of any matter voted on by the members unless a greater proportion is required by the Non-Profit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or any provision of these By-Laws.

Article XII ORGANIZATION AND ADMINISTRATION

Section 1: The Officers of this Corporation shall be President, Vice-President, Secretary and Treasurer, all of whom shall be members of the Board of Directors as defined herein.

Section 2: The Board of Directors is that group of persons vested with the management of the business affairs of this Corporation.

Section 3: The Board of Directors of this Corporation will consist of eleven (11) Shareholders, six (6) of whom shall reside in either Orangeville Borough, Orange, Fishing Creek or Greenwood Township. All Directors must be Shareholders of the Corporation.

Section 4: Six (6) members of the Board of Directors shall constitute a quorum of the Board of Directors authorizing the same to transact business which, unless otherwise set forth herein, may be done by a majority vote of the quorum present.

Section 5: Directors constituting the first Board of Directors beginning during the calendar

year 1993 will hold office by way of staggered terms, four (4) of whom shall hold office for one (1) year, four (4) of whom shall hold office for two (2) years and three (3) of whom shall hold office for three (3) years. The Directors will be elected by the Shareholders at the Annual Meeting.

Section 6: Any vacancy occurring on the Board of Directors shall be filled by majority vote of a quorum of the Board of Directors.

Section 7: Meetings of the Board of Directors, regular or special, will be held at the Main Building of the Sportsmen's Club located at Sportsmen's Club Road, Orangeville, Columbia County, Pennsylvania.

Section 8: Regular meetings of the Corporation will be held at 7:00 P.M. on the second Wednesday of each month. If the date for the meeting falls on a legal or business holiday, then the meeting will be postponed until the next regularly scheduled meeting in the absence of a Special Meeting called in accordance with the terms and conditions of these By-Laws. This provision of the By-Laws constitutes Notice to all Directors and to all Stockholders and no future Notice shall be required although further Notice may be given.

Section 9: Written or printed Notice stating the place, day and hour of any Special Meeting of the Board of Directors will be delivered to each Director not less than two (2) days before the date of the meeting either personally or by first class mail, or at the direction of the President or the Secretary or any of the Officers or Directors calling the meeting. If mailed, the Notice will be deemed to be delivered if deposited in the mail, four (4) days prior to such meeting. The Notice need not state the business to be transacted nor the purpose of the meeting.

Section 10: A Special Meeting of the Board of Directors may be called by either the President or any three (3) directors.

Section 11: A majority of the quorum of the Board of Directors may authorize expenditures of corporate funds up to (\$1,000.00) Dollars. An affirmative vote of six (6) members of the Board shall be required to authorize expenditures in excess of One Thousand (\$1,000.00) Dollars.

Section 12: The affirmative vote of eight (8) members of the Board of Directors shall be required to borrow money or place a lien on corporate assets and also shall be required with respect to the sale of any real property owned by the Corporation. Personal property of the Corporation may be sold or disposed of by way of an affirmative vote of six (6) of the members of the Board of Director.

Article XIII OFFICERS

Section 1: Each of the Officers of this Corporation as set forth herein will be elected and appointed annually by the Board of Directors. Each Officer will remain in office until a successor to the office has been selected and qualified. Elections will be held at the Regular Meeting of the Board of Directors taking place on the Monday prior to the second Wednesday of December of each year. Directors holding office shall be limited to serving three (3) consecutive one-year

terms in the same office. In the event that an officer completed (3) consecutive terms and the Board of Directors feel the individual should continue for additional terms – a majority vote must take place. If the vote is favorable, the officer will be permitted to serve three additional terms.

Section 2: PRESIDENT – The President is the chief executive officer of this Corporation and will, subject to the control of the Board of Directors or any committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office and any other duties that may be required by these By-Laws or prescribed by the Board of Directors. He shall have the authority to appoint committees and to co-sign all checks drawn by the Treasurer. Upon the death or resignation of any Officer, the President shall appoint his successor for the unexpired term.

VICE-PRESIDENT –The Vice-President shall render to the President such assistance as he may require of him in the absence of the President and in the absence of the President, he shall perform the duties of President. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.

TREASURER – The Treasurer will receive all funds and will deposit all funds of the Corporation, into accounts established for that purpose. The Treasurer will keep and maintain adequate and correct accounts of the Corporation’s properties and business transactions, render reports and accountings to the Board of Directors and maintain all Corporation financial records. The Treasurer will perform, in general, all duties incident to the office of Treasurer and any other duties as may be assigned by law by the Articles of Incorporation or by these By-Laws or as may be assigned by the Board of Directors.

SECRETARY – The Secretary takes and keeps minutes of all meetings, maintains a current copy of the Constitution, By-Laws and Charter. The Secretary will review from time to time the records maintained by the Treasurer, and will co-sign checks and drafts of the Corporation. The Secretary keeps the Membership Log, sends out dues notices and collects dues. The Secretary sends out and distributes all notices, calendars, news releases, gifts flowers, and so on. The Secretary will perform, in general, all duties required by these By-Laws, or such duties as may be assigned by the Board of Directors.

Section 3: The President, in his absence, the Vice President, and in his absence, the Secretary, shall preside at all meeting of the Corporation. In the event of their absence, the quorum present of the Board will temporarily appoint a presiding officer.

Section 4: The agenda of the meeting of the Board of Directors and Rules of the Procedures of the Board may be established from time to time by the Board of Directors.

Section 5: The Board of Directors may hire out the workload of the Secretary and Treasurer as deemed necessary. The position of Secretary / Treasurer Assistant would perform duties as assigned by the Board of Directors. Compensation will be determined by the Board.

Article XIV
DETERMINING MEMBERSHIP

Section 1: In determining who shall be Shareholders or Members of this Corporation, the Board of Directors may consider the participation and activities of Associate Members and their contribution to this Corporation as factors in determining Shareholder status.

Section 2: In determining whether or not a relative of a deceased or incapacitated Shareholder shall become a Shareholder, the participation, contribution and activities of the deceased or retired Shareholder as well as the participation and contribution of the candidate for Shareholder membership, shall be factors to be considered by the Board.

Article XV
COMPENSATION

Section 1: No member of the Board of Directors or Officer shall be compensated for his participation and contribution of time as a member of the Board of Directors or as an Officer thereof.

Article XVI
NATURE OF CORPORATION

Section 1: This Corporation shall be absolutely non-profitable. No pecuniary gain or profit incidental or otherwise shall be obtained by its members as a result of their participation or membership in this Corporation.

Section 2: This Corporation shall be absolutely nonpolitical and shall not be used for the promotion of the candidacy of any person seeking public office.

Article XVII
CORPORATION OPERATIONS

Section 1: The fiscal year of this Corporation shall be on a calendar year basis.

Section 2: Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of the Corporation will be signed by at least two (2) of the following named officers: President, Treasurer, or Secretary. Leases, mortgages, deeds or any other instruments relating to the real property owned by this Corporation shall be signed by the Secretary and countersigned by the President and will have attached, copies of the Resolutions of the Board of Directors certified by the Secretary authorizing their execution.

Section 3: All books and records of the Corporation may be inspected by any Shareholder or Associate Member for any purpose at any reasonable time on written demand under oath stating the purpose of the inspection.

Section 4: No dividend will be paid to any member or Shareholder and no part of the income of this Corporation will be paid to any member or Shareholder and no part of the income of this Corporation will be distributed to its members, Directors or Officers. However, the Corporation may pay compensation in reasonable amounts to members, Officers and Directors for services

rendered which would otherwise have been purchased through the open market and which could not be obtained on a voluntary bases.

Section 5: This Corporation will make no loans to any of its Directors, Officers or Members for any reason.

Section 6: Shareholders who are eighteen (18) years old or older, may acquire a Clubhouse key from the Secretary by paying such fees or deposits as may from time to time be established for this privilege. The Secretary shall keep a log of all Shareholders who have Clubhouse keys. Access to other Club facilities shall be limited in accordance with rules and procedures established by the membership.

Article XVIII
AMENDMENT

Section 1: The power to alter, amend or repeal these By-Laws or to adopt new By-Laws to the extent allowed by law, is vested in the Shareholder.

Article XIX
ADOPTION

Section 1: These articles were adopted by the Shareholders of the ORANGEVILLE SPORTSMEN'S CLUB, INC. by a unanimous vote of all Shareholders present on November 11, 1992, at Orangeville, Pennsylvania.

These By-Laws were revised December 18, 2006 to incorporate amendments to the following Articles:

Article VII	CLASSES OF MEMBERSHIP – Section 1	1-1-06
Article X	MEMBERSHIP DUES – Section 3	2-13-02
Article XII	ORGANIZATION AND ADMINISTRATION – Section 3	1-8-97
Article XIII	OFFICERS – Sections 1	11-14-01
Article XIII	OFFICERS – Sections 2	12-13-06

CHANGES MADE ON 2-18-09

Article X	MEMBERSHIP DUES – Section 3	Change February 1 membership delinquent date to March 1	2-18-09
Article XIII	OFFICERS – Sections 5	This new section allows the Board of Directors to hire out the duties of Secretary and Treasurer.	2-18-09

CHANGE MADE ON 2-9-12
Article VII CLASSES OF MEMBERSHIP - Section 1 -Add Junior
membership wording.

2-19-12