

BYLAWS

of

ALMA ROD & GUN CLUB ASSOCIATION, INC.

(Revised - 1999)

The Alma Rod & Gun Club Association, Inc. was incorporated in 1937 for the purpose of promoting the cause of environmental and wildlife conservation; advancing the enjoyment of outdoor sporting activities; to foster and support the shooting sports; to promote hunter safety; to promote and defend hunting as a shooting sport and a viable and necessary method of fostering the propagation, growth, conservation and wise use of our renewable wildlife resources, and providing an opportunity for fellowship among sportsmen. These purposes are no less noble today than in 1937, and serve as the foundations of this organization.

ARTICLE I

Offices

Section 1.01 Location. The principal office of the Corporation within the State of New York is located at the Clubhouse on Petrolia-Pikeville Road, in the Town of Alma, County of Allegany. The Corporation may also maintain additional offices at other places within or outside the State of New York as the Board of Directors may from time to time determine.

ARTICLE II

Members

Section 2.01 Who Are Members. The membership of the Corporation shall be open to any person who at the time of nomination for membership is a United States citizen with a love of the outdoors, and who, being duly nominated by a member in good standing, is accepted by a majority affirmative vote of the membership present at any regular or special meeting, and the applicant shall become a member upon payment of dues. Existing members are not subject to the nomination and acceptance procedure.

Section 2.02 Transfer, Term and Termination of Membership. Membership in the Corporation shall not be transferable. The term of office of any member is one year or for life, unless otherwise specified at the time of the member's acceptance.

Notwithstanding the foregoing, any member, after having fulfilled all obligations to the Corporation, may resign by giving written notice to the Secretary of the Corporation (any such resignation to take effect as specified in the resignation, or if not so specified, upon receipt by the Secretary), and any member may be removed or suspended at any time, with cause by a majority vote of the other members as set forth in Section 2.20.

Section 2.03 Annual Meeting. A meeting of the members of the Corporation shall be held annually for the election of directors and officers and the transaction of any other business that properly comes before the meeting on the second Sunday of the month of October, at the clubhouse at 1:00 p.m. or, if that day is a legal holiday where the meeting is to be held, then on the next succeeding business day or on a date to be determined annually by the members.

Section 2.04 Regular Meetings. Regular meetings of the memberships shall be held on the second Tuesday of each month except December, January and February, at the Clubhouse at 7:00 p.m. following the regular monthly meeting of the Board of Directors.

Closer of the Club - first Tues after Turkey Raffle

Section 2.05 Special Meetings. Special meetings of the members may be called by the President or by any two (2) officers and/or directors upon at least ten days advance written notice. Special meetings may also be convened by the members entitled to cast at least ten percent of the total number of votes entitled to be cast at the special meeting, who may, in writing, demand the call of a special meeting specifying the date and month of the meeting, which shall not be less than one nor more than three months from the date of the written demand. The Secretary of the Corporation upon receiving the written demand, shall promptly give notice of the special meeting, or if he or she fails to do so within five business days after receiving the written demand, any member signing that demand may give notice.

Notice of a special meeting shall state the purpose or purposes for which the meeting is called and indicate that it is being issued by or at the direction of the person or persons calling the meeting. Special meetings shall be held at a place, date and hour within or without the State of New York as may be specified in the notice of the meeting; provided that if no place is specified in the notice, then the special meeting shall be held at the office of the Corporation.

Section 2.06 Record Date for Meetings and Other Actions. For the purpose of determining which members are entitled to notice of or to vote at any meeting of members or any adjournment of such a meeting, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining members entitled to receive the allotment of any rights, or for the purpose of any other action by the members, the Board of Directors may fix, in advance, a date as the record date for any such determination of members. This record date shall not be more than fifty nor less than ten days before the date of the meeting. If no record date is fixed by the Board of Directors, (1) the record date for the determination of members entitled to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held, and (2) the record date for determining members for any purpose other than that specified above shall be at the close of business on the day on which the resolution of the Board of Directors relating to the purpose is adopted.

A determination of members of record entitled to notice of or to vote at any meeting of members which has been made in accordance with this Section 2.06 shall apply to any adjournment of such a meeting, unless the Board of Directors fixes a new record date under this Section for the adjourned meeting.

Section 2.07 Notice of Meetings. Whenever members are required or permitted to take any action at a meeting, written notice shall be given to the members by the Secretary that states the place, date and hour of the meeting and, unless it is the annual meeting or a regular meeting, that indicates that it is being issued by or at the direction of the person or persons calling the meeting. As provided in Section 2.03, notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given, personally or by mail, to each member entitled to vote at the meeting. If the notice is given personally or by first class mail, it shall be given not less than ten nor more than fifty days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before the date of the meeting. If mailed, the notice shall be given when deposited in the United States mail, with postage prepaid, directed to the member at his or her address as it appears on the record of members, or, if he or she shall have filed with the Secretary of the Corporation a written request that notices to him or her be mailed to some other address, then directed to him or her at such other address.

When a meeting is adjourned to another time or place, it is not necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if, after the adjournment, the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to notice under this Section 2.07.

Section 2.08 Waivers of Notice. Notice of any members' meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of that meeting, shall constitute a waiver of notice by that member.

Section 2.09 List or Record of Members at Meetings. A list or record of members entitled to vote as of the record date, certified by the Secretary, shall be produced at any meeting of members upon request made by any member who has given written notice to the Corporation at least ten days prior to the meeting that the request will be made. If the right to vote at any meeting is challenged, the inspectors of election or the person presiding at the meeting shall require that the list or record of members be produced as evidence of the right of the persons challenged to vote at the meeting, and all persons who appear from that list or record to be members entitled to vote at the meeting may vote at the meeting.

Section 2.10 Quorum at Meetings. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, members entitled to cast a majority of the total number of votes entitled to be cast at a meeting, or, failing a majority at least ten members and four directors, shall constitute a quorum at any meeting of members for the transaction of any business. Notwithstanding the foregoing, the members present at any meeting may adjourn any meeting to another time or place despite the absence of a quorum.

Section 2.11 Presiding Officer and Secretary. At any meeting of the members, if neither

the Chairman of the Board of Directors nor the President nor the Vice President, nor a person designated by the Board to preside at the meeting is present, the members present shall appoint a presiding officer for the meeting. If neither the Secretary nor an Assistant Secretary is present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

Section 2.12 Proxies. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for that member by proxy. Every proxy shall be signed by the member or by his or her attorney-in-fact. No proxy is valid after the expiration of eleven months from the date of the proxy unless otherwise provided in the proxy. Every proxy is revocable at the pleasure of the member executing it, except as otherwise provided by law. The authority of the holder of a proxy to act is not revoked by the incompetence or death of the member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of the member's incompetence or death is received by the Secretary or an Assistant Secretary.

Section 2.13 Inspectors of Election. The Board of Directors, in advance of any meeting of members, may appoint one or more inspectors to act at the meeting or any adjournment of the meeting. If inspectors are not so appointed, the person presiding at a meeting of members may, and on the request of any member entitled to vote at the meeting shall, appoint one or more inspectors; provided, however, that the requirement of inspectors at any meeting of members is waived unless compliance with the provisions of § 610 of the Not-for-Profit Corporation Law is expressly requested by a member present in person or by proxy and entitled to vote at that meeting. If any person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath to execute faithfully the duties of inspector with strict impartiality and according to the best of his or her ability.

The inspectors shall determine the number of members represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do any acts that are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any members entitled to vote at the meeting, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them.

Section 2.14 Vote of Members. Except as otherwise required by law, the Certificate of Incorporation or these Bylaws, whenever directors and officers are to be elected by the members, they shall be elected by a majority of the votes cast at a meeting of members by the members entitled to vote in the election. Whenever any corporate action, other than the election of directors is to be taken by vote of the members, it shall, except as otherwise required by law, the Certificate of Incorporation or these Bylaws, be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote on that matter.

Except as provided in the preceding paragraph, any reference in these Bylaws to corporate

action at a meeting of members by "majority vote" or "two-thirds vote" requires the action to be taken by such proportion of the votes cast at the meeting. Blank votes or abstentions are not counted in the number of votes cast.

Except as otherwise provided by law, every member of record of the Corporation entitled to vote on any matter at any meeting of members is entitled to one vote. Upon the demand of any member, the vote at any election of directors and officers or upon any question before a meeting shall be by ballot; absent such a demand, the method of voting shall be discretionary with the person presiding at the meeting.

Section 2.15 Action by Members Without a Meeting. Whenever under any provision of law, the Certificate of Incorporation or these Bylaws, members are required or permitted to take any action by vote, such action may be taken without a meeting or written consent, setting forth the action so taken, signed by all of the members entitled to vote on the matter. Written consent thus given by all members entitled to vote has the same effect as a unanimous vote of members, and any certificate with respect to the authorization or taking of any such action which is delivered to the Department of State of the State of New York shall recite that the authorization was by unanimous written consent. The provisions of this Section 2.14 shall not be construed to alter or modify any provision in the Certificate of Incorporation under which the written consent of fewer than all of the members is sufficient for any corporate action if such provision does not conflict with any provision of law.

Section 2.16 Additional Rights and Duties of Members. Anything herein to the contrary notwithstanding, it shall be the right of the members to elect the officers and directors of the corporation, to propose to the Board of Directors any projects or ideas for consideration, to vote on all matters concerning the corporation or the membership, except in such matters as the membership chooses to grant full authority to the Board, to be heard at meetings, to serve on committees by appointment by the Board, and to ask questions and receive answers from any director or officer concerning the business of the corporation.

It shall be the duty of all members to protect and promote the best interests of the corporation, and to work, whether physical or otherwise, for the betterment of the corporation.

Section 2.17 Dues. Membership dues are \$10.00 per annum, payable by Memorial Day weekend each year. A late fee of \$2.00 will be added to the dues if paid after the due date. Membership dues for senior citizens, defined as persons over 65 years of age at the time of the due date, shall be \$5.00 per annum.

For campers, if the dues payment is received late in more than two consecutive years, campers will then be required to answer to the membership at a regular or special meeting to determine the advisability of retaining the camping area.

Section 2.18 Life Memberships. Life memberships shall be awarded to those persons, by reason of their extraordinary efforts on behalf of the corporation, who shall be approved by affirmative majority vote of the members present and entitled to vote at a regular or special meeting. Life membership cards executed by the President and the Secretary shall be issued by the

Secretary to those persons approved for life membership and a list of life members shall be kept by the Secretary. Life members shall be exempt from the payment of dues.

Section 2.19 Members in Good Standing. Members in good standing shall be those members who have not been dropped from the roles for non-payment of dues. Only members in good standing shall be eligible to vote or hold office. Members in good standing shall be issued membership cards executed by the President and the Secretary.

Section 2.20 Expulsion. Any member, life member, camper, officer or director may be expelled from membership in the corporation for deliberate violation of the certificate or bylaws, flagrant misconduct in a corporate activity, or deliberate action detrimental to the well being of the corporation.

Expulsion action must be initiated by a majority of the Board of Directors and decided by affirmative majority vote of the members present and entitled to vote at a meeting called for that purpose on at least two weeks advance written notification to the membership and the member under consideration for expulsion stating clearly the reasons for the proposed expulsion. A member considered for expulsion from membership in the corporation shall be afforded the opportunity to present a defense at the meeting of the membership called to consider the proposal for expulsion. At the meeting, the Board and the Member may present evidence by way of sworn or affirmed written statements, documents, records, and witnesses, and the formal rules of evidence shall not apply.

Upon expulsion of a member, all rights of membership shall cease immediately and the person expelled shall within 24 hours turn over to the Board of Directors all corporate property including documents, money and books. Upon the failure of the person expelled to turn over the corporate property as aforesaid, the Board of Directors shall take all necessary action to commence a prosecution of said person.

ARTICLE III

Board of Directors

Section 3.01 Power of Board and Qualification of Directors. The Corporation shall be managed by its Board of Directors. Each director must be at least eighteen years of age, and must have been a member in good standing of the corporation for at least three (3) years.

Section 3.02 Number of Directors. The number of directors constituting the entire Board shall be not less than seven and the number shall be 7, 10, 13, 16 or any number such that there are an equal number of directors in each class of directors. Subject to this limitation, the entire Board shall consist of seven directors unless otherwise increased or decreased as provided below. The number of directors may be increased or decreased at any time and from time to time by amendment of the Bylaws, or by action of the members, except that in no case may any decrease in the number of directors shorten the term of any incumbent director.

Four of the directors of the corporation shall be the elected officers of the corporation, who

shall serve one year terms. The remaining directors making up the Board of Directors shall be the directors elected as directors by the membership and shall be divided into three classes: A, B and C. Therefore, in the event that there are a total of seven directors, the directors shall be composed of the four officers and one director in each class of directors.

Section 3.03

Election and Term of Directors.

A. Directors other than officers shall be elected to a term of three years, except that:

(1) If the number of directors in any class is increased, the term of a director elected to such a newly created vacancy shall end at the same time as the term of other directors in that class;

(2) A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, and until his or her successor is elected and qualified;

(3) In 1999 and every third year after that year, the term of any director in Class A shall end at the annual meeting;

(4) In 2000 and every third year after that year, the term of any director in Class B shall end at the annual meeting;

(5) In 2001 and every third year after that year, the term of any director in Class C shall end at the annual meeting;

B. The initial Board of Directors shall be comprised of Class A: Deb Aramina, Class B: Scott Dieter, and Class C: Joseph Szymkowiak. Thereafter, subject to the provisions of subsection A of this Section, directors shall be elected at the annual meeting of the members by an affirmative vote of a majority of the members present and entitled to vote, and each shall continue in office until his or her successor is elected or qualified, or until his or her death, resignation or removal. The tenure of incumbent members of the Board of Directors shall not be affected by an increase or decrease in the number of directors.

Section 3.04 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors elected and vacancies occurring in the Board for any reason, may be filled by a majority vote of the members present and entitled to vote at a regular or special meeting. A director elected to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business, and until his or her successor is elected and qualified.

Section 3.05 Resignation. Any director may resign from office at any time by delivering a resignation in writing to the Corporation. The resignation takes effect at the time specified in the resignation and unless otherwise specified, no acceptance of the resignation is necessary to make it effective.

Section 3.06 Removal of Directors. Any or all of the directors may be removed for cause by majority vote of the members present and entitled to vote at a meeting called for that purpose after opportunity to be heard. The procedures contained in § 2.20 for expulsion of members shall be followed.

Section 3.07 Meetings of the Board. Meetings of the Board of Directors, annual, regular or special, may be held at any place within or without the State of New York as may be fixed by the Board from time to time or as is specified in the respective notice or waivers of notice of the meeting. Regular meetings of the Board of Directors shall be held on the second Tuesday of each month except December, January and February, at the Clubhouse at 6:30 p.m. An annual meeting of the Board shall be held on the day on which the annual meeting of the members is held, at the same place and as soon after the holding of such meeting of members as is practicable, and no notice of this meeting is necessary. The Board may fix times and places for regular meetings of the Board and no notice of these meetings need be given. Special meetings of the Board may be called at any time as determined by the Board.

Notice of a meeting need not be given to any alternate director nor to a director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board to another time or place shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 3.08 Quorum and Voting. Unless a greater proportion is required by law, by the Certificate of Incorporation or by a Bylaw adopted by the members, a majority of the entire Board of Directors constitutes a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or by these Bylaws, the vote of a majority of the directors present at a meeting at the time of the vote, if a quorum is present at that time, shall be the act of the Board.

Section 3.09 Written Consent of Directors; Meetings by Conference Telephone. Any action required or permitted to be taken by the Board of Directors or any committee of the Board of Directors may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Each resolution so adopted and the required written consents by members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Any one or more members of the Board of Directors or of any committee of the Board of Directors may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by these means constitutes presence in person at a meeting.

Section 3.10 Committees of the Board. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other standing committees, each consisting of three or more directors, and each of which, to the extent provided in the resolution, have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (1) submission to members of any action requiring members' approval under the Not-for-Profit Corporation Act;
- (2) filling vacancies in the Board of Directors or in any committee;
- (3) fixing compensation of the Directors for serving on the Board or on any committee;
- (4) amending or repealing the Bylaws or adopting new Bylaws; and
- (5) amending or repealing any resolution of the Board which by its terms may not be so amended or repealed.

The Board may designate one or more Directors as alternate members of any standing committee, who may replace any absent member or members at any meeting of such committee.

The Board of Directors may create any additional special committees that it deems desirable, the members of any special committee to be appointed by the Chairman of the Board, if any, or the President of the Corporation with the consent of the Board if there is no Chairman of the Board. Special committees have only the powers specifically delegated to them by the Board and in no case have powers that are not authorized for standing committees.

Committees other than standing or special committees of the Board shall be committees of the Corporation. These committees may be elected or appointed in the same manner as officers of the Corporation. Provisions of the Not-for-Profit Corporation Law applicable to officers generally apply to members of such committees.

Each committee of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation to the committee of authority does not alone relieve any Director of his or her duty under the law to the Corporation.

Section 3.11 Compensation Of Directors. Directors may not receive compensation for services rendered to the Corporation except by majority vote of the membership at a duly constituted regular or special meeting. Directors may be reimbursed for expenses incurred on behalf of the corporation upon approval by the membership at a regular or special meeting.

Section 3.12 Annual Report of Directors. The Board of Directors shall present at the annual meeting of members a report, verified by the President and Treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or a firm of certified public accountants selected by the Board, showing in appropriate detail the following: (1) the assets and liabilities, including the trust funds, of the Corporation as of the end of a

twelve-month fiscal period terminating not more than six months prior to the annual meeting (the "fiscal period"); (2) the principal changes in assets and liabilities, including trust funds, during the fiscal period; (3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during the fiscal period; (4) the expenses or disbursements of the Corporation, for both general and restricted purposes during the fiscal period; and (5) the number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in the number of members of the corporation during the fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

The annual report of the directors shall be filed with the records of the Corporation and either a copy or an abstract of the report entered in the minutes of the proceedings of the annual meeting of members.

Section 3.13 Purchase, Sale, Mortgage and Lease of Real Property. No purchase of real property may be made by the Corporation and the Corporation may not sell, mortgage or lease real property unless authorized by the vote of two-thirds of the membership of the corporation at a duly constituted regular or special meeting.

ARTICLE IV

Officers, Agents and Employees

Section 4.01 General Provisions. The officers of the Corporation shall be a President, a Secretary and a Treasurer, and may include a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers. Each officer must be at least eighteen years of age and must have been a member in good standing of the corporation for at least three (3) years.

Section 4.02 Term of Office, Vacancies and Removal. The officers shall be elected by the membership at the annual meeting. Each officer shall hold office until the annual meeting of the members after his or her appointment and until his or her successor has been appointed and qualified. If an office becomes vacant for any reason, the Board may fill the vacancy. Any officer so appointed or elected shall serve only until such time as the unexpired term of his or her successor expires unless he or she is reelected by membership. Any officer may be removed for cause after opportunity to be heard only by the majority vote of the members present at a meeting called for that purpose and entitled to vote, but his or her authority to act as an officer may be suspended by the Board for cause for a period of time not to exceed thirty days. The procedures contained in § 2.20 for expulsion of a member shall be followed.

Section 4.03 Powers and Duties of Officers.

A. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the members and of the Board of Directors at which the Chairman is present and shall perform any other duties that the Board may designate. In the absence or inability of the President to act, the Chairman of the Board shall perform the duties and may exercise the powers of the President.

B. President. The President shall serve as the chief executive officer of the Corporation. In the absence of the Chairman of the Board, the President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board.

C. Secretary. The Secretary is responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

D. Treasurer. The Treasurer shall have the custody of; and be responsible for, all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board, give such bond or security for the faithful performance of his or her duties as the Board may require.

E. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform other duties and have other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board.

Section 4.04 Agents and Employees. The Board of Directors may appoint agents and employees who shall have authority and perform duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to the removed person's contract rights, if any, and the appointment of a person removed shall not itself create contract rights.

Section 4.05 Compensation of Officers, Agents and Employees. The Secretary and the Treasurer shall receive an annual stipend of \$75.00 for the faithful performance of their respective duties payable upon completion of each one year term of office. The Corporation shall not pay any compensation to the other officers for services rendered to the Corporation, except that officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the members present and entitled

to vote at any regular or special meeting.

The compensation of agents and employees appointed by the Board shall be fixed by the Board, but this power may be delegated to any officer, agent or employee as to persons under that person's direction or control. The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE V

Miscellaneous

Section 5.01 Fiscal Year. The fiscal year of the Corporation is the calendar year or another period as may be fixed by the Board of Directors.

Section 5.02 Corporate Seal. The seal of the Corporation shall be circular in form and contain the name of the Corporation, the words "Corporate Seal" and "New York" and the year the Corporation was formed in the center. The Corporation may use the seal by causing it or a facsimile to be affixed or impressed or reproduced in any manner.

Section 5.03 Checks, Notes, Contracts. The Treasurer and the President shall be authorized from time to time on the Corporation's behalf to jointly sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment of money; to enter into contracts; or to execute and deliver other documents and instruments.

Section 5.04 Books and Records. The Secretary shall keep (1) correct and complete books and records of accounts (2) minutes of the proceedings of its members, Board and any committee of the Corporation, and (3) a current list or record containing the names and addresses of all members, directors and officers of the Corporation. Any of the books, records and minutes of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time. A copy of such records shall be kept at the principal office of the corporation.

Section 5.05 Amendments to Certificate and Bylaws. The Certificate of Incorporation may be amended by the members of the Board of Directors pursuant to § 802 of the New York Not-for-Profit Corporation Law.

These Bylaws may be amended or repealed, and new Bylaws may be adopted by two-thirds majority vote of the members present entitled to vote in the election of directors and officers at any regular or special meeting called for that purpose. Notice of any such proposed change shall be provided to the membership at least two (2) weeks in advance for the meeting called for that purpose.

Section 5.06 Indemnification and Insurance. The Corporation shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, by reason

of the fact that the person or person's testator or intestate is or was a director or officer of the Corporation, and the Corporation may advance such person's related expenses, to the full extent permitted by law. The Corporation may purchase and maintain insurance to indemnify the Corporation and its directors and officers to the full extent indemnification is permitted by law.

In no case, however, may the Corporation indemnify, reimburse, or insure any person for any taxes imposed on that individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code then, during that time, no payment may be made under this Article if the payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or § 4945(d), respectively, of the Code.

If any part of this Article is found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 5.07 Loans to Directors or Officers. No loans shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity.

Section 5.08 Order of Business. The order of business at all meetings of the membership or Board of directors shall be as follows:

- A. President call meeting to order
- B. Salute the flag
- C. Roll call
- D. Reading of the minutes of the previous meeting, with acceptance as read
- E. Reports of the officers:
 - President
 - Vice-President
 - Secretary with communications report
 - Treasurer
 - Senior Trustee
 - Reports of any committees, other trustees
 - Camp manager report
- F. Unfinished business
- G. New business
- H. Comments of members
- I. Adjournment

Section 5.09 Roberts Rules of Order. In all other respects, the conduct of meetings shall be governed by Roberts Rules of Order.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ALMA ROD AND GUN CLUB ASSOCIATION, INC.

Pursuant to Section 803 of the Not-for-Profit Corporation Law

We, the undersigned, desiring to amend and re-state the Certificate of Incorporation of Alma Rod and Gun Club Association, Inc., pursuant to the Not-for-Profit Corporation Law of the State of New York, do hereby make, subscribe and acknowledge this certificate, as follows:

1. Name. The name of the corporation is Alma Rod and Gun Club Association, Inc.. This name has never been changed.

2. Date of Incorporation. The date of filing the Certificate of Incorporation in the office of the Secretary of State of New York is on or about September 8, 1952, and the Certificate of Incorporation was filed under Article 2 of the Membership Corporations Law.

3. Classification. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law; the corporation is a type A corporation under Section 201 of the Not-for-Profit Corporation Law; the corporate purposes are not changed hereby.

4. Address. The post-office address of the corporation is P.O. Box ____, Wellsville, Allegany County, New York 14895.

5. Amendment. The provisions added to the Certificate of Incorporation are as follows:

- ▶ The number of directors of said corporation shall be seven (7) unless otherwise stated in the bylaws of the corporation.
- ▶ No part of the assets, income or profit of the corporation shall be distributable to, or inure to the benefit of, its members, directors, or officers, except to the extent permitted under the Not-for-Profit Corporation Law.
- ▶ The corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful activities which may be

necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code and the regulations promulgated thereunder as the same now exist or as they may be hereafter amended from time to time.

- ▶ In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Supreme Court of the State of New York as provided by law, exclusively for purposes within those set forth in the certificate and within the intendment of Section 501(c) of the Internal Revenue Code and the regulations promulgated thereunder as the same now exist or as they may be hereafter amended from time to time.
- ▶ No part of the income of the corporation shall inure to the benefit of any member, officer, or director of the corporation, or any private individual, and no member, officer, or director of the corporation shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- ▶ No part of the activities of the corporation shall be carrying on propoganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- ▶ The corporation designates the Secretary of State of the State of New York as its agent in this state upon whom process against the corporation may be served and the address to which the Secretary of State shall mail a copy of any such process served is P.O. Box _____, Wellsville, New York 14895.
- ▶ The corporation may indemnify any person, made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, by reason of the fact that he, his testator or intestate, was a director or officer of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer acted, in good faith,

for a purpose which he reasonably believed to be in, or not opposed to, the best interests of the corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.

The termination of any such civil or criminal action or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such director or officer did not act, in good faith, for a purpose which he reasonably believed to be in, or not opposed to, the best interests of the corporation or that he had reasonable cause to believe that his conduct was unlawful.

The corporation may indemnify any person made, or threatened to be made, a party to an action by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a director or officer of the corporation, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such director or officer acted, in good faith, for a purpose which he reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification under this paragraph shall be made in respect of (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

- ▶ The duration of the corporation shall be perpetual.

6. Subscribers. The subscribers to this certificate are of the age of 18 years or over, citizens of the United States and residents of the State of New York. The undersigned have been authorized to execute and file this certificate by the concurring vote of a majority of the members of said corporation present at a special meeting held upon due notice pursuant to Section 605 of the Not-for-Profit Corporation Law as more fully appears by the affidavit of the undersigned hereto annexed.