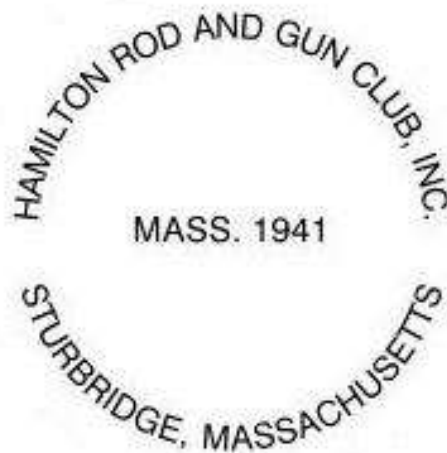


# HAMILTON ROD & GUN CLUB, INC.

## By-Laws

November 1, 2017



By Laws Dated November 1, 2017

With amendments voted by General Membership on November 3, 2010; February 5, 2014; February 1, 2017 and November 1, 2017

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## **ARTICLE I – NAME**

The name of the organization shall be HAMILTON ROD AND GUN CLUB, INC., reflecting its incorporation under the laws of the Commonwealth of Massachusetts referred to hereinafter as the "Club". This shall be the only name used by the Organization as this is the correct legal name. Whenever the name is used it shall appear as above, with no deviations therefrom in any manner. All stationery and printed matter used in the ordinary course of the Club's business shall bear the above name. Use of the Club Name, Club Seal, Logo, or any part thereof must be approved and authorized by the Board of Directors (BOD).

## **ARTICLE II – PURPOSES**

The purposes of objectives of the Club shall be:

1. To promote and encourage the ideals of true sportsmanship among those who hunt, fish and otherwise enjoy the outdoors;
2. To support the fish and game laws of the Commonwealth of Massachusetts as well as those of the United States of America, and to promulgate proper legislation to ensure the well-being and general welfare of our wildlife and the preservation of proper environment for it in which to survive and flourish;
3. To encourage complete co-operation with the enforcement agencies of the Commonwealth of Massachusetts and the United States of America in relation to wildlife and the preservation of our environment in general;
4. To promote the conservation of the natural resources of our state and nation including wildlife, minerals" soils, waters and forests and to offer support for proper legislation to attain this end;
5. To encourage respect for the rights of property owners and for their property, upon whom and upon which our sports depend in large part, and to establish and nurture a friendly, co-operative relationship between property owners and sportsmen;
6. To promote and encourage the propagation of wildlife through Club projects and activities;
7. To support the policies and principles established from time to time by the National Rifle Association and thereby to promote, encourage, and educate its members and the general public as to the principles of safety and the proper, rational, legal uses of firearms whether for sport, personal defense or national emergency;
8. To instill in its members, the general public, and particularly in our youth, a sense of Responsibility and respect for, and an appreciation of nature, its mysteries, and the abundance of enjoyment it affords mankind.

## **ARTICLE III – RULES OF PROCEDURE**

The rules of procedure for the conduct of any meeting of the Club membership or for any meeting of the Board of Directors shall be in accordance with these By-laws. Robert's "Rules of Order" shall be used for any and all Parliamentary Procedure not covered within this document.

Records and Recorded Retention: all minutes of meetings, treasurer's reports contracts, membership applications, financial documents and other club related correspondence shall be maintained for a period of not less than 21 years and retain copies of any documents which relate to land use or sales or acquisitions or range renovations or construction indefinitely.

## **ARTICLE IV – MEETINGS OF GENERAL MEMBERSHIP**

All meetings will be held on club grounds at 24 Hamilton Road, Sturbridge, Massachusetts.

### **1. REGULAR MEETINGS**

The Regular Meeting of the Club shall be held at 7:00 P.M. on the first Wednesday of each month at 24 Hamilton Road, Sturbridge, Massachusetts. If such Wednesday should fall on a legal holiday, the Regular Meeting for that

month shall be held on the Wednesday following at the same time and place.

## **2. SPECIAL MEETINGS**

The Special Meetings may be called by the President, by a majority of the Board of Directors, or by the Secretary upon the written request of any ten (10) voting members. All voting members will be notified by electronic media, (i.e. e-mail) or mail (when electronic media is not available), and posted no less than 30 days in advance of the Special Meeting on the clubhouse door. Such notice shall be entitled, "NOTICE OF SPECIAL MEETING" and shall state clearly that a Special Meeting of the HAMILTON ROD AND GUN CLUB, INC. has been called; the time and place of the Special Meeting; and, the purpose of the Special Meeting. Only the business stated in said notice shall be discussed at the Special Meeting.

## **3. ANNUAL MEETING**

The Annual Meeting of the Club shall be held on the first Wednesday of February. This meeting shall be held on club grounds at 24 Hamilton Road, Sturbridge, Massachusetts, according to Article IV hereinafter set forth, unless some other time and place for said meeting shall be designated for good cause shown by those empowered and authorized to call Special Meetings under the provisions of Article IV and in the manner set forth therein. By-Laws and club rules will be voted by the General Membership at this meeting

### **Quorum**

Five percent (5%) voting members shall constitute a quorum to conduct business at Regular, Special and Annual Meetings; but, a lesser number may from time to time adjourn and the meeting may be held as adjourned for want of a quorum until further notice, or until a quorum shall be present. When a quorum is present at any Regular, Special or Annual Meeting a simple majority of the members present shall decide any question or matter brought before it, or referred to it by the Board of Directors for a vote of the Membership, UNLESS A LARGER VOTE SHALL BE REQUIRED BY LAW.

## **ARTICLE V – MEETINGS OF BOARD OF DIRECTORS (BOD)**

Any meeting of the Board of Directors shall be open to all members of the Club. All non-board members of the Club present at said meeting shall have no vote on any matters before the Board, but may be permitted by the Chairman, at the Board's discretion, to address the Board on a particular issue. The President or Board reserves the right to clear the meeting room and go into Executive Session after receiving a majority vote of the Board.

All votes taken on all matters before the Board of Directors, excluding those taken while in "Executive Session", shall be recorded by vote and Board Member. All votes and the voting roster will be made public at the next regularly scheduled membership meeting, provided that said meeting minutes containing this information were approved by the BOD.

Nine (9) members of the Board of Directors shall constitute a quorum for the purposes of transacting all business at any meeting of said Board, but a lesser number may adjourn any meeting from time to time and the same may be held as adjourned without further notice, or until a quorum is present. When quorum is present at any meeting, the majority of the Board of Directors present shall decide any question or matter properly brought before the meeting. It is noted that the President, or Chairman presiding over the meeting will not vote unless there is a tie vote, and either the President, or Chairman's vote will be the tie breaker.

## **1. REGULAR MEETINGS**

Regular Meetings of the Board of Directors shall be held in 7:00 P.M. on the last Wednesday of each month on club grounds at 24 Hamilton Road, Sturbridge, Massachusetts. If such Wednesday should fall on a legal

holiday, the BOD Meeting for that month shall be held on a date chosen by the BOD, at the same time and place.

## **2. SPECIAL MEETINGS**

Special Meetings of the Board of Directors may be held at any time and place without formal notice to the members of the Board, provided that all of the Board Members are present and if not present, have waived notice thereof prior to the said meeting in writing, by e-mail or through the US postal service, one week in advance of said meeting. Special Meetings of the Board of Directors may be held at any time and place whenever called by the President, the Vice President, the Secretary, the Treasurer, or any two (2) members of the Board. At least 24 hours' notice must be given to each member of the Board by the authorized individual (s) calling the Special Meeting.

## **3. EMERGENCY MEETINGS**

Emergency Meetings of the Board of Directors may be held at any time and place whenever called by the President, the Vice President, the Secretary, the Treasurer, or any two (2) members of the Board. At least 24 hours' notice must be given to each member of the Board by the authorized individual (s) calling the Emergency Meeting. These meetings reflect an urgent matter, such as safety, legal, theft, or other business that requires immediate action by the BOD. The President or his/her designee may call for an emergency vote of the BOD by direct contact, phone, or electronic means.

# **ARTICLE VI – OFFICERS**

The Officers of the Club must be voting members in good standing and the positions shall be as follow:

1. President
2. Vice-President
3. Secretary
4. Treasurer

Note: no two (2) Office's maybe held by the same person. There must be four (4) separate offices held by four (4) separate individuals.

## **Line of Succession**

At the October Board of Directors meeting the Board will select, by vote, a designee to stand in for the President in the event of the absence of both the President and Vice President. Vote will exclude the Executive Offices.

# **ARTICLE VII – DUTIES OF OFFICERS**

## **1. PRESIDENT**

The President shall be the Chief Executive Officer of the Club and shall preside over and at the meetings of the General Membership and of the Board of Directors. The President shall perform all duties normally and commonly incidental to this office, and shall perform such other duties as the Board of Directors shall from time to time determine, authorize and designate.

The President shall not serve more than 4 consecutive terms. In the interest of the Club the Board by a two-thirds vote of all the members of the entire Board may extend the number of consecutive terms served.

## **2. VICE-PRESIDENT**

The Vice-President shall perform all the duties of the President, in the absence of the President, and such other duties as the Board of Directors shall from time to time determine, authorize and designate.

### **3. SECRETARY**

The Secretary shall be present at all meetings of the Members and of the Board of Directors, and shall keep accurate accounts of the proceedings of such meetings using the most current form of media, i.e. books, MS Word, or other as deemed appropriate by the BOD. Such records shall be open for inspection by any member, at reasonable times and with reasonable notice or request thereof. When directed by the President, or BOD, the Secretary shall carry on the Club's correspondence and carry out all functions normally and commonly incidental to this office. All ordinary correspondence and other writings of the Club shall be prepared in duplicate, that is to say, an original to the addressee and an electronic copy or photocopy for the file. The Secretary must be a Commonwealth resident or a duly appointed resident agent to avoid State penalties for non-residents holding a Secretary position in an Association based in the Commonwealth.

### **4. TREASURER**

The Treasurer shall have the care and custody of the funds of the Club and shall have and exercise, under the supervision of the Board of Directors, all of the powers and duties normally and commonly incidental to the office. The Treasurer shall submit a complete and itemized account of the Club's financial condition for the past year to the Members, as previously submitted by the Treasurer to the Board of Directors at the following February Board of Directors meeting.

## **ARTICLE VIII – BOARD OF DIRECTORS**

The Board of Directors of this Club shall consist of seventeen (17) voting members:

The four (4) officers elected annually (President, Vice-President, Secretary and Treasurer), the immediate Past-President, plus twelve (12) voting members in good standing, elected from the membership at large as set forth in ARTICLE X, hereinafter.

## **ARTICLE IX - DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors shall be the governing body of the Club in all matters and shall administer the business affairs of the Club. It shall decide all Club policy in all matters; direct the Treasurer to execute all contracts, binding documents, and promissory notes in the name of and on behalf of the Club, affixing the corporate seal to each as required by law; execute all corporate votes and direct the Secretary to issue certified copies thereof whenever required, affixing the corporate seal to each as required by law; co-ordinate and supervise the projects undertaken by the various Committees of the Club; and, generally to carry on the business of the Club. In the event of the incapacity of the Treasurer, or in the event of the absence of the Treasurer, the Board of Directors may direct the President to perform the duties of the Treasurer outlined above in this ARTICLE IX. At no time is any Officer, or other Representative of the Club authorized to enter into an "Evergreen" contract.

## **ARTICLE X – ELECTION, REMOVAL, RESIGNATION OF OFFICERS AND BOARD OF DIRECTORS**

The Officers and Members of the Board of Directors shall be elected annually at the October General Membership Meeting by a majority vote of the Members present provided that there is a quorum present, and they shall take office at the Regular December Meeting of the Club. The manner in which the officers and members of the Board of Directors shall be elected is set forth below.

At the Regular September Meeting of the members, those persons who desire to run for election to a particular

office shall cause their names to be placed in nomination for that particular office. At the said September Meeting, the Secretary shall read the list of candidates for the respective offices; the President shall then receive further nominations from the floor, unless a motion is made and seconded, and voted that the nominations be closed. The elections shall then take place by written ballot at the Regular Meeting in October.

The Board of Directors shall be elected as follows:

For the first year only, four (4) members shall be elected to serve for a three (3) year term; four (4) members shall be elected to serve for a two (2) year term; and, four (4) members shall be elected to serve for a one (1) year term. Each year thereafter, four (4) members shall be elected for a three (3) year term. This method of election shall guarantee that the Board of Directors shall always consist of twelve (12) elected member in addition to the four (4) annually elected Officers plus the immediate Past President for a total membership of seventeen (17).

No Officer and no member of the Board of Directors shall be removed from office before the expiration of his or her term, except for good cause shown at a Meeting of the Board of Directors. Any Officer or member of the Board of Directors who fails to attend two (2) consecutive meetings of the Board, or leaves early two (2) consecutive meetings or misses four (4) meetings of the Board in any twelve (12) consecutive months, shall be notified by the Secretary at least four (4) days before the next scheduled Board Meeting that he or she has failed to meet their attendance requirements; that there is cause for his or her removal from office; that said member of the Board of Directors shall show cause at the next Board of Directors meeting why he or she should not be removed from office; that the said member of the Board of Directors may show cause in person or in writing.

A two-thirds (2/3<sup>rds</sup>) vote of the Board members present, if there is a quorum, shall be necessary for the removal of any such Officer or Member of the Board of Directors.

Any Officer or member of the Board of Directors may resign from the Club, elected office, or from the Board of Directors at any time upon tendering a written resignation to the Board of Directors.

In the event of death, resignation, removal, or incapacity of any Officer, or member of the Board of Directors, the vacancy must be published via electronic notification, and the vacancy must be filled by a majority vote of the Club members at the next Regular Meeting of the Club, following the publication of vacancy. The person so elected shall complete the un-expired term, effective immediately, of office previously vacated, as set forth in this article.

Upon the expiration of the term of office of any Officer or member of the Board of Directors the resignation or removal, or incapacity of any officer or member of the Board of Directors, any Club property in that person's possession shall be delivered up forthwith to the present Board of Directors.

## **ARTICLE XI – MEMBERSHIP CLASSES**

The Membership Chairman is responsible for maintaining accurate records of all Club Officers, Members of the Board of Directors (BOD) and the membership, including addresses, phone number, e-mail account information, and that information deemed relevant to the operation of the Club by the BOD.

The membership in the club shall be as follows:

- **Family** – (Annual) Two (2) Adults, and all Children under the age eighteen (18), within that household.
- **Adult** – (Annual) those persons who have reached eighteen (18) years of age at the time of application for, or renewal of membership.
- **Junior** – (Annual) those persons who have attained fifteen (15) years of age but who are under eighteen (18) years of age can be considered junior members. Applicants must have permission of parent or legal guardian. Parents or legal guardians are principally responsible for supervising and instructing their minors and children

in the proper conduct while on the HR&G grounds.

- **Life** – To be voted by the General Membership after approval from the Board of Directors.
- **Senior Citizen** – Available to those persons sixty-five (65) years of age.
- **Complimentary** – (Annual) to be voted by the Board of Directors.
- **Honorary** – (Lifetime) to be voted by the General Membership after the approval of the Board of Directors. This membership is reserved for those individuals that have reached the age of eighteen (18) years of age, or older.
- **Corporate Memberships** – Dues schedule to be determined.

Membership in this Club shall not be limited by reasons of Sex, Race, Color, Creed, or National origin.

The Club reserves the right to limit membership to those who exhibit an understanding, and embrace the purposes of The Club as expressed in Article II.

Voting Rights, in all meetings, and at the General Election of Officers, are extended to adult members who have been a member for thirty (30) days prior to a vote, and only one vote per family membership.

Only Adult members in good standing may run for, and hold office. No membership class has Survivorship.

A member in good standing is defined as:

- Completed volunteer hours or paid opt out in first year
- Attended three (3) General Membership meetings in the first year
- Renewed at least once

## **ARTICLE XII - DUES / SPECIAL ASSESSMENTS & FEES**

Note: Dues are not refundable upon removal or resignation from the club.

Dues for new membership shall be payable upon application. Membership will start at the time of acceptance by the General Membership and will expire one (1) year later. Dues for renewing membership shall be payable by the 15th of the expiration month. In addition, members who fail to renew their membership before expiration may be assessed a registration fee equal to twenty (20%) percent of the membership dues of desired membership category.

Membership dues shall be established by a TWO- THIRDS (2/3) vote of the members present and voting at any Regular Meeting of the Members, provided that prior notice has been given to the Members at the (2) immediately previous Regular Meetings of the Members. Special Assessments and Fees may be set by a 2/3 vote of the BOD and payment of these Special Assessments and Fees is a requirement to maintain Membership in the Club.

In addition; all new memberships after March 8, 2007 will be required to provide ten (10) hours of labor during their first year of membership in support of club event and/or maintenance activities, with four (4) of those hours being in support of a major club function or event. The new member may opt out of this requirement by paying an additional one-time \$100.00 fee. All new members must attend a minimum of three (3) General Membership Meetings during their first membership year, unless excused by the BOD and Membership Chairman for just cause. Only one (1) adult member per Family membership will be required to meet this additional first year enrollment obligation. New members will be unable to renew until they complete their work hours or pay their opt out fee **and** attend three (3) General Membership meetings.

## **ARTICLE III - ELECTION, REMOVAL, RESIGNATION OF MEMBERS**

Applications for membership in any of the categories or classifications of membership shall be submitted to the Membership Committee at the Orientation meeting. The Membership Committee shall review all such applications and report their decision at to the BOD the next Regular Meeting. Upon approval of the BOD, the applicants



shall be voted-in as members of the respective classes of membership by a majority vote of the members present at the next General Membership meeting provided that a quorum is present:

Any member may resign at any time upon tendering a written resignation to any Officer or to the Board of Directors. If any Club property is in such person's possession, he or she shall deliver it up to the Board of Directors forthwith and by not renewing.

Any member of the Club who shall, in the opinion of the Board of Directors, conduct himself/herself in a manner to endanger, or likely to endanger, the welfare, interest or character of the Club may, at any meeting of the Board, be expelled from the Club by a two-thirds vote of all the members of the entire Board, provided that written notice of the meeting shall have been given by mail addressed to all Directors at their most recent addresses as shown on the Secretary's records, stating the date, hour and place of a hearing on the expulsion of said member and provided also, that at least ten (10) days' notice of the hearing, including the substance of the offense(s) and the date, hour and place of the hearing shall have been sent to the member accused of the offense(s) by registered mail through the United States Post Office, again at the most recent address shown on the Secretary's records for said member.

#### **ARTICLE XIV – CORPORATE SEAL**

The Corporate seal of the Club shall consist of a circular, flat-faced die bearing the words, "HAMILTON ROD AND GUN CLUB, INC., STURBRIDGE, MASSACHUSETTS" inscribed around the circumference thereof, and the words "MASS. 1941" in the center thereof.

#### **ARTICLE XV – AMENDMENT OF BY-LAWS**

These By-laws may be amended, expanded or broadened, altered, repealed in whole or in part, at the February Annual Meeting and/or any Special Meeting called for that purpose, by a two-thirds (2/3rds) vote of the general members present, provided that the notice of such Special Meeting was given in strict accordance with the provisions of Article IV herein before.

#### **ARTICLE XVI – COMMITTEES AND APPOINTED REPRESENTATIVES**

There shall be the following committees appointed by the President, subject to the approval of the Board of Directors: Archery, Finance, Membership, Trap, Pistol, Rifle, Picnic & Camping, Sporting Clay, Bar, Fly-Fishing and Pond Management, Forestry Management, Environmental Stewardship Plan Manager, Facilities/Maintenance, Safety, Rentals, Youth and Entertainment, Fishing, UBC

The President in his or her discretion may appoint such additional committees as are necessary to carry out the business of the Club or to carry on its activities, or projects, and designate one of the appointees as Chairman of each Committee, subject to the approval of the Board of Directors. Review at the September Board of Directors meeting.

If any vacancies in any committee shall occur for any reason, the President shall appoint a successor or successors, as the case may be, to fill the un-expired term of office subject to the approval of the Board of Directors.

The President, subject to the approval of the Board of Directors, shall appoint a representative or representatives to the "Worcester County League of Sportsmen" and to the "State Council" for a term of one (1) year.

#### **ARTICLE XVII – CLUB FINANCE**

Any expenditure of \$2000.00 or more must be reviewed by the Board of Directors and recommended for approval by the General Membership. The membership shall approve or disapprove the expenditure by a majority vote

of the members present and voting at any regular meeting or at any special meeting called for that purpose, providing in either event that a quorum is present. If approved by the General Membership, the reason for said expenditure will be put out for quote, with the Board of Directors being the final authority on quote acceptance.

Expenditures under \$2000.00 but more than \$500.00 require Board of Director approval by a 2/3<sup>rd</sup> vote. If the expenditure is routine and reoccurring one, once Board approval has been granted, it remains in effect until revoked by the Board on a 2/3 vote.

Expenditures up to \$500.00 may be made in a thirty (30) day period by activity chairmen without prior approval of the Board provided they maintain a positive balance in the Committee or Activity account, and the expenditure is consistent with the goals of the Club within the activity. Kitchen, Bar and Treasurer are excluded from this.

The authority to make these discretionary expenditures is considered a privilege, and as such, can be limited or revoked by the Board of Directors by a 2/3 vote.

Transfers of moneys in any amount, between different activities, require Board approval by a simple majority. This would include a Committee's purchase of membership for services rendered by an individual, or individuals, above that of normal membership expectations, had they been active members.

In any and all cases, it is the intent of this By-law that the Board of Directors acts as the financial officers of the Club and that they conduct their activities in accordance with the purposes and objectives outlined in Article II.

The sale, transfer or mortgaging of the Club real estate must be approved by two thirds (2/3) of the members present, at a Special membership meeting, upon advertising the proposed action at least thirty (30) days in advance after prior approval of the Board of Directors by a two thirds (2/3) vote, and as outlined in Article IV.

### **ARTICLE XVIII – VOTING BY PROXY**

A Board Member may vote in person or by Proxy. No Proxy dated more than thirty (30) days before the meeting named therein shall be valid and no Proxy shall be valid after final adjournment of the meeting. A Proxy purporting to be executed by or on behalf of a Board Member shall be deemed valid unless challenged at or prior to its exercise and the burden of providing invalidity shall rest on the challenger. (Ref Chapter 6a MGL)

### **ARTICLE XIX – FORESTRY MANAGEMENT COMMITTEE**

The President with the approval of the Board of Directors will appoint a Forestry Management Committee and its Chairman. This committee will follow and see to the maintenance of any Forestry Management program set up for Hamilton Rod and Gun Club, Inc. The Chairman will be responsible to oversee all projects and maintenance required by such programs. This is to ensure the long-term follow-through needed by such plans to meet any State or Federal requirements.

### **ARTICLE XX – ENVIRONMENTAL STEWARDSHIP PLAN**

The President and Board of Directors will manage an Environmental Stewardship Plan (ESP) and appoint a Manager responsible for overseeing the Plans Purpose and Goal. The ESP Manager and those appointed as Range Chairman or Range Manager will follow the ESP set up for Hamilton Rod and Gun Club, Inc. The ESP Manager will be responsible to oversee all projects and maintenance required by such programs. This is to ensure the long-term follow-through needed by such plans to meet any State or Federal Environmental Protection Agency (EPA) requirements.

### **ARTICLE XXI – EMERGENCY FUND**

Hamilton Rod and Gun Club, Inc. will maintain an emergency fund with the amount to be determined by the Board of Directors. Withdrawals from the fund will be only for emergencies by a vote of the Board of Directors at any regular or special meeting of the Board providing a quorum is present. An emergency is any situation that would impose an extraordinary financial burden on the normal operation of the Club. Emergencies are defined as, but not limited to, fires, destruction, theft, and legal fees. Hamilton Rod and Gun Club, Inc. will replace any withdrawals from the emergency fund within a reasonable amount of time as determined by the Board of Directors. The Board of Directors will set the funding requirements each January.

## **ARTICLE XXII – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director, President, Vice President, Treasurer, Secretary (clerk), or other Officer of the Corporation, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless a majority of the full Board of Directors authorized the proceeding); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such indemnified Officer's action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by the corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Board of Directors of the Corporation, include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Officer to repay such payment if not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the Corporation under this article, and each Director and Officer of the corporation approving such payment shall be wholly protected, if:

1. The payment has been approved or ratified (1) by majority vote of the Board of Directors who are not at that time parties to the proceeding or (2) by a majority vote of a Committee of two or more Directors who are not at the time parties to the proceeding and are selected for this purpose by the full Board of Directors (in which selection Directors who are parties may participate); or
2. The action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the Board of Directors in the manner specified in clauses (1) or (2) of sub-paragraph (1) or, if that manner is not possible, appointed by a majority of the full Board of Directors then in office; or
3. The Directors have otherwise acted in accordance with the standard of conduct applied to Directors under Chapter 180 of the Massachusetts General Laws, as amended;

Or

4. a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this article shall affect any rights to indemnification to which Corporation employees, agents, directors; officer and other persons may be entitled by contract or otherwise under law.

This article, as amended, constitutes a contract between the corporation and the Indemnified Officers. No amendment or repeal of the provisions of this article which adversely affects the right of an Indemnified Officer under this article shall apply to that Indemnified Officer with respect to the acts or omissions of such Indemnified Officer that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

### **ARTICLE XXIII – DISSOLUTION OF THE CORPORATION**

In the event that the **HAMILTON ROD AND GUN CLUB, INC.**, should be dissolved, for any reason whatsoever, the assets thereof shall not be divided among the members; rather, the real estate of said corporation shall be transferred to the Commonwealth of Massachusetts, Department of Natural Resources, Division of Fisheries and Game, as a gift, but for the exclusive use of the DIVISION OF FISHERIES AND GAME only, and upon the following conditions.

1. That the said real estate be utilized exclusively as a park for the benefit and enjoyment of the public and as a sanctuary for game;
2. That the ponds located thereon be maintained and stocked only with the same species of fish, which are present in said ponds at the time of the dissolution;
3. That whatever funds, if any, of the Corporation which are turned over to the said Division of Fisheries and Game shall be used exclusively and specifically for the purposes set forth in this Article;
4. That the forests, fields, streams, ponds and wooded areas shall be preserved in their natural state, and said forests and wooded areas shall not be cut for any private or State gain or use, either directly or indirectly; that the said forests and wooded areas may be used by the State as a field camp for those students or persons studying conservation and/or forestry management, or any related fields of study as long as said studies do not involve the destruction of the natural forests; that the topsoil and/or subsoil shall not be stripped there from nor removed from the premises;
5. That all articles of personality belonging to the Club must remain on the Club premises and not be removed by the Commonwealth of Massachusetts or any individual for individuals or groups use whatsoever. The sale or auction of articles of personality is permissible, providing that the Commonwealth of Massachusetts dedicates the funds generated for the purposes set forth in this article.