

BYLAWS

OF THE

CAPITAL AREA SPORTSMEN'S LEAGUE

Adopted:

_____, 2017

EIN 38-1618102

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**RESTATED BYLAWS
OF THE
CAPITAL AREA SPORTSMEN’S LEAGUE**

The Bylaws of the Capital Area Sportsmen’s League (formerly the Ingham County Conservation League) adopted on November 9, 1992, amended on October 11, 2004, and further amended on December 10, 2012, are hereby completely amended and restated this ____ day of _____, 2017 as set forth below.

ARTICLE I - NAME AND SCOPE

1.1 Name. Pursuant to its Restated Articles of Incorporation, the name of the Corporation is the Capital Area Sportsmen’s League.

1.2 Purpose. The purpose or purposes for which the Capital Area Sportsmen’s League (the “Corporation”) is organized are as specified in the Corporation’s Articles of Incorporation.

ARTICLE II - MEMBERS

2.1 In General. Under the Michigan Nonprofit Corporation Act (the “Act”), a corporation organized upon a nonstock basis shall be organized upon either a membership basis or a directorship basis. This Corporation is organized on a membership basis, and shall have members. Membership is open to all individuals and organizations upon payment of annual dues and subject to the qualification requirements described below in Section 2.2.

2.2 Qualifications. Membership in the Corporation shall be open to all persons 18 years of age or older, of whose membership application the Board of Directors or Membership Committee has approved. All new members must pay an initial fee at the time the application is submitted, in an amount to be determined by the Board of Directors. All new members must also attend an orientation session. Upon the potential member’s completion of these requirements and the payment of annual membership dues, the Board of Directors or the Membership Committee shall approve the potential member’s membership application.

2.3 Membership Categories. The membership of the Corporation shall be divided into the following three classes:

a. Regular Member. A Regular Member is any member of the Corporation that does not qualify for one of the other classes of membership described below.

b. Life Member. A Life Member is any Regular Member who has been a member of the Corporation for not less than thirty consecutive years. A Life Member shall not be liable for the payment of any annual dues. The Board of Directors reserves the right to modify the number of years required to become a Life Member, in its discretion either universally or on a case-by-case basis. A Life Member will not have any work obligation to the Corporation.

c. Senior Member. A Senior Member is any Regular Member who is 67 years old and has been a member for the three consecutive years ending on the member's sixty-seventh birthday. A Regular Member who is 62 years old and was a member as of December 1, 2013 is also a Senior Member. A Senior Member will not have any work obligation to the Corporation.

2.4 Annual Dues. The amount of the annual dues for each type of member will be determined by the Board of Directors from time to time. Annual dues may be reduced for any member who has met certain hourly work requirements for the previous year, as determined by the Board of Directors. Annual dues must be paid by December 31. A member's failure to pay annual dues when they become due will result in the revocation of the member's status as a member of the Corporation.

2.5 Membership Cap. The Board of Directors reserves the right to limit the total number of members of the Corporation, based on the resources and volunteers available. In the event that such membership limit is reached, the Membership Committee will establish a waiting list for all prospective members.

2.6 Voting. Each Regular, Senior, and Life Member shall be entitled to one vote on all matters submitted to the members for a vote during annual or special meetings of the members.

2.7 Privileges of Membership. Any member's spouse and children under age 22 may use the Corporation's facilities in accordance with the Corporation's rules. An adult must accompany children under the age of 16 years. Non-family guests of members may accompany a member to and use the Corporation's facilities, provided that such guest has paid any requisite guest fee. Members are responsible for the actions of their guests.

2.8 Expulsion. The Board of Directors may expel any member for any conduct deemed detrimental to the Corporation by the Board of Directors. Any Member so charged will, upon written notice to the Board of Directors, be entitled to a hearing before the Board. The charged member shall have the right to representation by an attorney at such hearing. If the Board of Directors recommends expulsion of the member, then the recommendation will be made to the membership at the next annual meeting of the members or special meeting of the members called for that purpose. At such meeting time, recommendation of the Board will be submitted for consideration and voted upon by the membership present. Expulsion can be made only after the Board's recommendation to expel is sustained by three-fourths (3/4) of the voting members present at the meeting. If the Board recommends expulsion of a member, then the member's privileges will be suspended until the members vote on the member's expulsion.

2.9 Reinstatement. Any member who loses his or her membership for non-payment of dues may be reinstated as a member by paying the reinstatement fee and all other dues and fees owed to the Corporation within one month of the date of membership end period. In the event that a member who has lost his or her membership status does not apply for reinstatement within one month, the member is not eligible for reinstatement and must resubmit a membership application and comply with all other requirements of Section 2.2.

2.10 Annual Meeting. Beginning in the calendar year of 2018, the annual meeting of the members will be held on the second Saturday of September, or at such other time as determined by the Board of Directors. All members will be notified in writing of the date, time and place of the annual meeting.

2.11 Special Meeting. The President, upon the direction of the Board of Directors, or a member, upon a signed petition of at least 10% of the membership, may call a special meeting of the members. All members will be notified in writing of the date, time and place of the special meeting.

2.12 Quorum and Voting Requirements. A quorum for an annual or special meeting of the members will consist of those members present and eligible to vote. Any matter submitted to a vote of the members will pass upon the receipt of an affirmative vote of the majority of the members present at an annual or special meeting.

ARTICLE III - BOARD OF DIRECTORS

3.1 Number. The Board of Directors will be composed of six at-large directors and one director from each of the Corporation's recognized clubs. The previous President will serve as a non-voting director. The number of at-large directors or recognized clubs may be increased or decreased as determined by the Board of Directors from time to time. In the event that a new club is organized, the new Club Director will become a member of the Board of Directors beginning on the first day of the month following the establishment of the new club. If the addition or removal of a Club Director to the Board of Directors results in an even number of board members, then a new at-large director will be elected in accordance with Section 3.4.

3.2 Election and Term. Each director shall hold office for a period of two years or until his or her resignation or removal. At-large directors will be elected at the annual meeting of the members following either the nomination by a nominating committee approved by the Board of Directors of such at-large directors from the general membership or a floor nomination at the annual meeting of the members. Directors may serve successive terms.

3.3 Powers and Duties. The Board of Directors shall manage the affairs, finances and property of the Corporation.

3.4 Vacancies. Director at-large vacancies will be filled by the nominated member who received the next-highest number of votes to the last at-large director elected by the members. In the event that no other at-large directors were nominated without being elected at the last annual meeting of the members, then the existing directors shall elect, by a majority vote, the at-large director. In the event that a Club Director's office is vacated, then the membership of that club will meet and elect a new director to fill the vacancy.

3.5 Compensation. Directors will not receive any compensation for their service as a director, monetary or otherwise.

3.6 Regular Meetings. The Board shall meet once per month at a day and time of the board's choice, at the Corporation's principal place of business, unless the Board decides to change the time or place of any or all of the regular meetings.

3.7 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or the Executive Committee (if any); or when the President is required to call a special meeting upon written request by at least twenty five percent (25%) of all directors. Notice of any special meeting, which may be waived, shall be given by the Secretary, in writing, not later than the day preceding the meeting.

3.8 Quorum and Voting. A majority of the then-serving directors will constitute a quorum. A majority vote of the quorum is required to conduct all legal business. All matters will be approved following a majority vote of the quorum in the affirmative.

3.9 Removal. A director may only be removed with cause by a vote of a majority of the voting members of the Board of Directors then in office. Notice will be given to all Board of Directors that a purpose of a regular or special meeting will be to vote upon the removal of a director. Cause for removal shall include, but not be limited to:

- a. A director's repeated absence from three consecutive board meetings;
- b. A failure at any time to meet eligibility requirements for service as a director;
- c. Conduct that adversely affects the Corporation or its operations, as reasonably determined by the Board of Directors;
- d. A violation of the Bylaws, rules, or regulations of the Corporation;
- e. A material breach of any contract with the Corporation;
- f. Engaging in conduct that is fraudulent; and
- g. A conviction of, or entering of a plea of guilty or no contest to, a felony or crime of moral turpitude.

Each director subject to a removal vote will receive written notice of the alleged facts constituting cause for removal 48 hours before the meeting at which a removal vote will be taken. The director will have the right to be heard regarding any accusations at any meeting during which such a vote is taken. The Board of Director's determination with respect to alleged facts constituting cause for removal will be final, conclusive, and binding upon all parties. If a director is removed, the vacancy on the Board of Directors shall be filled by the remaining directors.

3.10 Action Without a Meeting. Action may be taken by the Board of Directors or a committee thereof without a meeting if, before or after the action, all members of the Board of Directors or of the committee consent in writing. The written consent shall be filed with the minutes of the proceedings of the Board of Directors or committee.

ARTICLE IV - CLUBS

4.1 Clubs Generally. The Corporation shall be comprised of the following clubs for the purpose of managing the facilities of the Corporation:

- a. Archery (Indoor and Outdoor);
- b. Pistol;
- c. Rifle;
- d. Trap and skeet; and
- e. Sporting clays.

4.2 Club Members. All members of the Corporation shall designate their primary club affiliation, upon joining or renewal, through which they will elect a Club Director to serve on the Board of Directors. With the exception of voting for Club Directors, all members are welcome to participate in any of the clubs.

4.3 Club Officers. Each of the recognized clubs shall elect one Club Director. Elections shall take place in September of each year. Club Directors shall be announced at the annual meeting of the members immediately following the club elections. Clubs may create such other offices, as they deem necessary. All club officers shall serve without compensation.

4.4 Club Meetings and Activities. Each club will conduct an annual meeting of its members to prepare a club budget for the next calendar year to present to the Board of Directors and each Club Director will present such annual budget to the Board of Directors no later than the January meeting for Board approval. All clubs may conduct any other meetings, activities or events provided that the members of the particular club involved are given reasonable prior notice of such meetings, activities and events.

4.5 Club Finances. Each club will account to the Corporation's Treasurer for all monies collected and expended and remit to the Corporation's Treasurer all such monies collected as soon as reasonably possible. All expenditures by each club must be consistent with the Board-approved annual budget and any non-budgeted expenses require prior Board approval.

4.6 New Clubs. The Board of Directors may add or remove clubs in its discretion, as needed and desired to care for and develop the facilities of the Corporation.

ARTICLE V - OFFICERS

5.1 Officers. The officers of this Corporation shall consist of a President, a Vice President, a Treasurer and a Secretary. The Board may also appoint such other officers and agents as it shall deem necessary for the transaction of the business of the Corporation.

5.2 Election and Term of Office. The Board of Directors will elect officers from the Board of Directors, as needed, at the first regular meeting of the Board following the annual meeting of the members, or as soon as practicable. Each officer shall serve a term of one year. Any officer may be elected for an unlimited number of one-year terms. Except where an officer is elected to fill a vacancy, each officer's term shall begin on the first day of the month immediately following the meeting of the Board at which the Board elected such officer. No person may hold more than one officer position at a time.

5.3 Removal. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by an affirmative vote of removal by at least two-thirds of the Board of Directors.

5.4 Vacancies. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

5.5 Duties of Officers. The officers of the Corporation shall be charged with such duties and authority as usually appertains to such offices, except that the duties may be varied or added to by the Board of Directors. Unless altered by resolution of the Board of Directors, the specific duties of each office shall be as follows:

a. President. The President will be the principal executive officer of the Corporation and will in general supervise and control all of the business and affairs of the Corporation. The President will preside at all meetings of the members and of the Board of Directors, and shall be the chairperson of the Executive Committee (if any). The President shall have the power to appoint any member of the Board to fill-in as a temporary officer whenever an elected or appointed officer is absent. The President may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

b. Vice President. In the absence of the President, the Vice President shall perform all of the duties of the President and, when so acting, the Vice President shall have the power and responsibilities of the President. The Vice President shall perform such other duties as may be prescribed by the President or the Board of Directors from time to time.

c. Treasurer. The Treasurer will have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such financial institutions as are selected by the Corporation, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his or her duties in

such sum and with such surety or sureties as the Board of Directors determines, but shall be entitled to be reimbursed by the Corporation for the cost of obtaining such bond. The Treasurer shall only pay non-routine accounts upon approval of the Board of Directors.

d. Secretary. The Secretary shall keep the minutes of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

e. Non-Executive Officers. The Board of Directors may appoint other non-executive officers in addition to those officers listed above and such non-executive officers shall perform the duties assigned to them by the Board of Directors. Non-Executive officers need not be directors. The Board of Directors may appoint the following:

i. A Membership Chairperson who shall keep the records of the Corporation's membership and shall turn over all dues received to the Treasurer;

ii. A Historian who shall organize, maintain and file all of the Corporation's historical documents;

iii. A Parliamentarian who shall maintain order according to Robert's Rules of Order; and

iv. Any other non-executive officer position as determined by the Board of Directors.

ARTICLE VI - COMMITTEES

6.1 Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, task forces, work groups, forums, and other subgroups (each a "committee").

6.2 Appointment of Committees. The President shall appoint a chairperson of each committee. The chairperson or the Board shall appoint the remaining members of that committee. The Board of Directors retains the authority to appoint or remove committee members at any regular or special meeting of the Board of Directors. The President shall be a non-voting member of all committees.

6.3 Term of Office. Except for ex-officio members who serve on committees by reason of their positions (e.g., officers), each committee member shall serve in that capacity until the end of the Corporation's fiscal year, unless the committee is sooner terminated, or the member is removed from the committee.

6.4 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.5 Authority of Committees. A committee will exercise authority as is delegated to it by the Board of Directors. No committee shall have the authority to:

- a. Amend, alter or repeal the Bylaws;
- b. Elect, appoint or remove any member of the Board of Directors;
- c. Amend or restate the Articles of Incorporation;
- d. Adopt a plan of merger or plan of consolidation;
- e. Authorize the dissolution of the Corporation or the revocation of a dissolution;
- f. Authorize and recommend to the Board of Directors the sale, lease or exchange of all or substantially all of the assets and property of the Corporation;
- g. Authorize and recommend the sale or lease of any assets or property of the Corporation, which may only be approved by the Board of Directors; or
- h. Amend, alter or repeal any resolution of the Board of Directors.

The designation and appointment of any committee and the delegation of authority to that committee shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or the director by law.

6.6 Reporting to the Board of Directors. Each committee serves at the direction of, and shall report to, the Board of Directors. Written minutes of all committee meetings shall be delivered to the Board of Directors on a regular basis at intervals established by the Board of Directors, generally at or before the next regular meeting of the Board of Directors.

6.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.8 Meetings by Electronic Communication. A member of a committee may participate in a meeting by means of telephone conference or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting by this method constitutes presence in person at the meeting.

6.9 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII - ADMINISTRATIVE PROVISIONS

7.1 Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31, unless otherwise established by the Board of Directors.

7.2 Distribution of Assets on Dissolution. In the event of the dissolution of the Corporation upon a three-fourths (3/4) vote of the members or if the Corporation no longer exists for the purposes set forth in the Restated Articles of Incorporation, the remaining assets of the Corporation shall be disposed of in the following manner: after paying or making provisions for the payment of the liabilities of the Corporation, the Board of Directors shall distribute the remaining assets of the Corporation (except assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with those requirements) in the manner described in the Corporation's Articles of Incorporation, or if the Articles do not specify the manner of dissolution, to an organization or organizations exempt from federal income tax under Section 501(c)(3) of the Code as designated by the Board of Directors. Any assets not so disposed of, for whatever reason, shall be disposed of by the order of the Circuit Court for the County of Ingham, State of Michigan, to such organization or organizations described in Section 501(c)(3) of the Code as the Court selects.

7.3 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, if any, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of the Board of Directors. All books and records of the Corporation may be inspected by any member of the Board of Directors, or his or her agent or attorney, for any proper purpose at any reasonable time.

7.4 Rules of Order. Robert's Rules of Order will govern all meetings of the Board of Directors, the members, and Committees to the extent they are not inconsistent with these Bylaws and the laws of the State of Michigan.

ARTICLE VIII - INDEMNIFICATION

8.1 Scope of Indemnity. The Corporation shall indemnify to the fullest extent authorized or permitted by the Act any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, by reason of the fact that he or she is or was a director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee, volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise whether for profit or not, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. The Corporation will only indemnify the person if that person acted in good faith and in the best interests of the Corporation, and the person had no reason to believe that the conduct was unlawful. Such indemnification shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, volunteer or agent is proper in the circumstances because he or she has met the applicable standards of conduct set forth in this Section. Such determination shall be made in one (1) of the following ways: (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties or threatened to be made parties to such action, suit or proceeding, (2) by a majority of the

members present at an annual or special membership meeting, or (3) by independent legal counsel in a written opinion.

The Corporation shall pay or reimburse the reasonable expenses incurred by a director, officer, employee, volunteer or agent or a person that is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, foreign or domestic business corporation, partnership, limited liability company, joint venture, trust or other enterprise, whether for profit or not, who is a party or threatened to be made a party to an action, suit, or proceeding in advance of final disposition of the proceeding if the person furnishes the Corporation a written agreement, executed personally or on the person's behalf, to repay the advance if it is ultimately determined that the person did not meet the standard of conduct, if any, required by the Act for the indemnification of a person under the circumstances.

The foregoing rights of indemnification and expense advancement shall not be deemed exclusive of any other rights to which anyone seeking indemnification or advance of expenses may be entitled under the Articles of Incorporation, Bylaws, or a contractual agreement, and shall continue as to a person who has ceased to be a director, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, personal representatives and administrators of such a person.

8.2 Survival. A right of indemnification or to advancement of expenses under a provision of the Articles of Incorporation or these Bylaws is not eliminated or impaired by an amendment to the provision after the occurrence of the act or omission that is the subject of the formal or informal, administrative or investigative action, suit, or proceeding for which indemnification or advancement of expenses is sought unless the provision in effect at the time of the act or omission explicitly authorizes that elimination or impairment after the action or omission has occurred.

ARTICLE IX - NON-DISCRIMINATION STATEMENT

The Corporation will not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, height, weight, political belief, genetic information, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. The Corporation is committed to providing an inclusive and welcoming environment for all members, volunteers, subcontractors, and vendors.

ARTICLE X - AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the members present at the annual or special membership meeting held pursuant to these Bylaws provided that any proposed changes are first approved by the Board of Directors. The Board of Directors must then provide the complete text of the changes to the members in a manner that the Board determines as the

most cost effective. In addition to such notification, the complete text of any changes to these Bylaws will be posted in all commonly used areas on Corporation property.

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