



**By-Law Committee Meeting – April 17, 2019
7PM at the Oranco Bowmen Archery Club**

**Meeting Minutes
Prepared by Amanda Duchardt**

BOARD MEMBER ATTENDANCE – ROLL CALL

Office	Officer	Present/Absent
President	Joe Dotterer	Present
Vice President	Pete Whitworth	Present
Secretary	Amanda Duchardt	Present
Range Captain	Chriss Bowles	Present
Tournament Chair	David Bacon	Present
Hunt Chair	Bill Leal	Present
Membership Chair	David Bacon (temp)	Present
Range Secretary	Mark Houston	Present
Treasurer	Louie Lopez	Absent
Flint Captain	Jason Duysings	Absent
Special Board Member	Al Wiscovitch	Present

PROPOSED BY-LAW CHANGES FOR DISCUSSION

1. Checked by-laws for age requirements for supervision of children on the range. None found in by-laws or club rules. No changes proposed.
2. Capital Project Implementation Process as adopted at the April 9, 2019 Club Meeting. Add to the Standing Rules.
 - a. David proposed alternative language read by Chriss. Key elements included in the proposed by-law amendments and/or covered by the existing by-laws or process as adopted at the April 9, 2019 Club Meeting.
 - b. Debated what is meant by “capital” project.
 - c. Added as [Attachment E: Applicable to projects costing greater than \\$500.](#)

Capital Project Implementation Process (as adopted in the April 9, 2019 Club Meeting):

1. Obtain an itemized budget proposal in writing that clearly lists assumptions for all included and excluded work and costs.
2. Oranco Board reviews the written budget. A majority vote is required for approval.
3. ALL changes to the scope of work and additional costs will be approved by the Oranco Board before new work is started or materials purchased. Failure to obtain pre-approval may result in lack of payment/reimbursement for out of scope work.
4. ALL receipts must be submitted to the Oranco Board for validation within 60 days of purchase, regardless of whether funds were received in advance of the purchase or reimbursement is being requested. Original copies are required. Late or disputed receipts may not be reimbursed. Failure to produce receipts may result in disciplinary action by the Board.
5. All receipts associated with capital improvement projects are subject to review and approval by the Oranco Board prior to the Treasurer issuing a reimbursement check.
6. All Oranco Board decisions regarding capital expenditures must be clearly recorded in the Club Meeting Minutes.
7. Monthly progress reports at the Club Meetings are required (in person or via email).



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d. Proposed By-Law Amendment 1:

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. POWERS

Subject to the limitations of the Articles of Incorporation, and the By-Laws, all corporate powers and control of this corporation shall be vested in, and exercised by and under the authority of, the Board of Directors. In addition, thereto, the Board of Directors shall, from time to time, adopt safety rules for the archery range and promulgate other procedures, rules and regulations regarding the use of the range, the conduct of tournaments and awards. Said rules, procedures and regulations shall be reduced to writing and made separate from the By-Laws. Further, the Board of Directors shall ensure that the corporate insurance is paid each year and shall make the necessary arrangements for leasing or the purchasing of property in the interest of the corporation. The Board of Directors shall ensure that the books of the corporation are audited as necessary.

Executive Board Members and the Board of Directors have a fiduciary responsibility to the club and membership.

Each Oranco Board Member is responsible for their position's accountability. Any club funds allotted to the position are the sole responsibility of the Board Member. Any funds collected by the Board Member are the sole responsibility of the Board Member and a detailed accounting must be submitted upon request.

3. Membership process requirements for past members rejoining the club.

- a. How far back can a past member rejoin without going through new process?
Currently, all past members are grandfathered regardless of time elapsed between active memberships; see June 12, 2018 Club Meeting Minutes.
- b. New membership requirements were intended to ensure that all members knew the rules/safety requirements of the club.
- c. Consider applying limits based on years of membership, reasons for leaving, and how long membership has lapsed.
- d. Purpose of requiring membership process for past/lapsed membership promotes member participation and active memberships.
- e. Add to Article III – Membership, Section 1 – Membership Orientation and Requirements, Sentence 1: “**Prospective or past members wishing to join Oranco Bowmen...**”

Article III - MEMBERSHIP

SECTION 1 - MEMBERSHIP ORIENTATION AND REQUIREMENTS

Prospective members wishing to join Oranco Bowmen MUST complete these requirements within a four-month period. Requirements shall consist of, but not be limited to:

- A. Submit a completed application with a release of liability form
- B. Attend a Mandatory Orientation Meeting
- C. Attend at least 2 Club Meetings
- D. Complete 2 Work Parties
- E. Pay initiation fee
- F. Pay pro-rated membership dues
- G. Pay CBH/SAA or NFAA dues

See (Attachment A) for current dues information.

All these must be completed before becoming a member with access to the range. No work party credit will be applied to next year's dues. Scheduling conflicts will be taken into consideration with Board approval.



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4. Clarification: Did the new By-laws changed privileges of existing members?
 - a. Existing members with less than one year of membership are not eligible to vote.
 - b. Existing members with less than three years of membership are not eligible to be nominated or sit on the Board.
 - c. Discussion during the by-law committee meeting was that no privileges of existing members would be revoked by the new by-laws.
 - d. Past discussion with Pete was that only current Board was grandfathered.
 - e. Miscommunication
 - f. Purpose of the Board requirement is to guard against a takeover of Oranco by people that would take club money/sell assets. Several examples provided.
 - g. Secondary purpose to ensure qualified candidates are identified. Asked if it was a concern that recent volunteers for Board member roles haven't previously attended Board Meetings - yes. Pete previously expressed concern that new members "think it's cool to sit on the Board" and seek appointment/nomination.
5. Term Limits for Board Members. For example: Board members may serve three consecutive terms and then must take one year off before being nominated/voted in again.
 - a. Pros:
 - i. More involvement of the membership
 - ii. Drive succession planning
 - iii. Diversity of thought/ideas
 - iv. Rotate sitting members = continuity of leadership/knowledge
 - b. Cons:
 - i. Threatens Club stability at certain positions; specifically Treasurer.
 - c. Withdrawn from consideration at this time. Perhaps will revisit when active membership and interest in Board positions increases. Current nomination/election process sufficient.
6. Process for approving amendments to the by-laws:
 - a. Notify Membership of proposed amendments to the by-laws.
 - b. Notify on comments/changes.
 - c. Adopt By-laws.

ADJOURN 9:22 PM