

Bylaws

SMOKE RISE FIELD CLUB, INC. BYLAWS

Amended and Restated June 9, 2024

ARTICLE I

Section I NAME

This Corporation shall be known as Smoke Rise Field Club, Inc., hereinafter referred to as the "Club". It is a North Carolina non-profit, private membership, corporation.

Section II PURPOSE

The purpose of the Club is to operate a sporting and social club for the benefit of the Members. Operations include year-round social gatherings and sporting activities such as skeet, trap, pistol, rifle, fishing and sporting clays shooting.

Section III SAFETY

Safety in all aspects of the operation of the Club shall be the overriding principle on which all actions and decisions of Members, employees, and guests shall be made. Violations of safety rules shall be reason for

cessation of all operations until the unsafe practice is corrected. The Club Manager shall have authority as prescribed in ARTICLE II and otherwise as directed by the Board of Directors, hereinafter referred to as the "Board". Members are also responsible to monitor, point out and correct any SAFETY violation immediately when it is observed.

ARTICLE II MEMBERSHIP

Section I

Memberships are non-equity and non-transferable unless otherwise provided herein.

Members in Good Standing

Members are in good standing when their accounts payable are current and paid in full. Members not in good standing may not use the Club facilities or vote.

Section II

Candidates for membership must be proposed by a Member in good standing, and seconded by another Member in good standing. The candidate shall submit a written application signed by the applicant and two sponsors together with the specified portion of the initiation fee, dues and capital fund charges if any. A Release of Liability signed by the candidate will also be required. Membership shall be granted to

candidates whose applications have been approved by the Board of Directors of the Club. Two Negative votes shall be reason for denial of membership.

Section III

Club membership shall be comprised of eight Classes of Members:

Charter Members Those Members who made monetary contributions to the Club Relocation Project in 2005 above and beyond assessments.

Regular Members Members who are (35) thirty-five years of age or older.

Junior Members Members who are not less than (18) eighteen years old and less than (35) thirty-five years old. Junior Member fees are as follows:

Initiation fee and dues 40% of the then current Regular Member initiation fee. Shooting costs are the same as for Regular Members. When the Junior Member attains the age of (35) thirty-five an additional initiation fee will be charged. It will be equal to the remaining 60% of the Regular Member initiation fee in effect and paid at time of joining. Dues will increase to the then Regular Member dues amount. Junior Members may not bring guests who would qualify to be Regular Members.

Senior Members Those Members who have been active for a period of five consecutive years and have attained 80-years of age. Dues for Senior Members will be 50% of the current dues for Regular Members. Shooting costs are the same as for Regular Members.

Honorary Members The Board may grant any person who has demonstrated exemplary contributions to the Club an Honorary Membership. Honorary Members shall be exempt from dues, but shall be responsible for all other shooting and social related charges. Honorary members have no voting rights. Current Honorary Members are Grand fathered.

Preview Members Preview Membership are available on a ONE TIME ONLY basis for a term not to exceed 90 days for potential Members who want to try the Club before committing to regular membership. The cost of a Preview Membership will be set by the Board to encourage people to experience the Club but not to open the Club to the public. Shooting cost is the same as for Regular Members. A Preview Member has no voting rights.

Corporate Members The Board may, from time to time, establish the category of "Corporate Member". The cost and terms of this membership will be established by the Board in such a way as to augment and not to interfere with or diminish the other classes of membership. A Corporate Member has no voting rights.

Inactive Members Members, in good standing, may request inactive status by submitting a request to the Board. The Board may approve such requests for periods of not more than three years or less than one year, based on relocation, illness, personal hardship or other qualifying criteria determined by the VP Membership. Requests for other reasons will be denied. While a Member is inactive, an annual maintenance fee set by the Board will be incurred. Failure to pay this charge in a timely manner will result in inactive status being revoked. Inactive Members have no voting rights or Club privileges.

Section IV

Membership Entitlements are the same for all Membership Classes except as enumerated above. Active Charter, Regular, Junior and Senior Members have equal voting rights. All memberships shall include the person named on membership certificate, spouse and children under the age of (23) twenty-three years. A Member must accompany minors unless the Club Manager approves otherwise. Members in good standing, except inactive Members, shall have the use of all Club facilities. Use of Club facilities for children over the age of (23) twenty-three years is limited to no more than five visits per calendar year. Members may bring guests to the Club for use of Club facilities. Each guest will be limited to five (5) visits per calendar year, except individuals residing in Transylvania, Jackson, Henderson, Buncombe, Haywood, Macon, Oconee, Greenville and Pickens Counties, will be limited to two (2) visits per calendar year.

Section V

Certificates of Membership shall be held in the name of the applicant.

Section VI

Death In the event of death of the Member, the surviving spouse may apply to assume the membership of the deceased Member, provided the Member was in good standing at time of death. Upon written application for membership as described in Article II, Section II of these Bylaws, and approval by the Board, surviving spouse will assume membership without incurring initiation fees. Future dues and assessments shall be charged the same as other Members. If the surviving spouse declines assumption of membership of the deceased Member, surviving spouse will not be entitled to a pro-rata return of

dues or capital fund assessments paid for the period in which Member's death occurred.

Section VII

Resignation In the event a Member wishes to resign from the Club, the Member may do so by giving written notice of such intent to the Board. Member will not be entitled to any pro-rata refund of dues or capital fund assessments for the period in which the resignation is effective.

Section VIII SUSPENSION OR EXPULSION

The Board may, after a hearing, suspend or expel any member whose conduct the Board determines to have been detrimental to the best interest or character of the Club, or who has materially failed to act in accordance with the Club rules, regulations and bylaws, or for SAFETY VIOLATIONS. The Member may attend the hearing to review the matter. The decision of the Board shall be final and binding. Member shall be not be entitled to a pro-rata refund of dues for the period from the date suspension became effective.

ARTICLE III OFFICERS AND DIRECTORS

Section I COMPENSATION

The Directors and Officers shall not be entitled to receive any compensation for their services to the Club.

Section II NUMBER AND ELECTION

Number The Club shall be managed by a Board of Directors and Officers elected by the Board. The Board shall be comprised of not less than five (5) or more than nine (9) Directors. The Club Manager will be an ex-officio member of the Board without voting rights. The President and the Vice President of Club Operations must be Board Members.

Election Directors shall be regularly elected in July of each year for a term not to exceed three (3) years. Terms of directors shall be staggered to provide for continuity. At every election, the Board shall determine the length of term, one, two or three years of the director(s) elected to accomplish appropriate staggering. In the event that a Board member resigns or is removed from the Board, the remaining directors may appoint a Club Member in good standing to the Board or call an interim special election to fill the vacancy. Directors thus appointed or elected in a special election shall serve until the next regular election. Directors elected in a special election as a result of board expansion will serve the full term designated at their election.

Members with voting privileges will be notified of elections electronically, or if so elected by the Member, by US mail at least forty-five (45) days in advance of elections. Members wanting to serve must make their intentions known by notifying the Board in writing, either by e-mail or US mail, at least thirty (30) days prior to the election date. Such Member's requests will be forwarded to the Chairman - Nominating and Elections Committee. The name(s) will be added to the slate of candidates. The Nominating and Elections Committee shall be comprised of three (3) at large Members (including the Chairman) not

currently serving on the Board, and Members in good standing. The Chairman will be chosen by the Board and the Chairman will select the remaining two (2) members who meet the required criteria. The Nominating and Elections Committee will send ballots to the Members last known address of record either electronically or via US Mail. Failure of a Member to receive notice of the meeting shall not affect the validity of the election. Members may designate, in writing, any other Member or any Officer or Member of the Board as their proxy. The Nominating and Elections Committee shall conduct and certify the election. Appropriate materials will be provided with a ballot and proxy authorization for the election of directors from the slate provided by the Nominating and Elections Committee. Each ballot shall have at least two (2) spaces available for Write-In candidates in addition to the slate provided by the Nominating and Elections Committee. Members shall return ballots by mail to the Club's e-mail, Club House drop box or US mail address. Instructions will be provided as to the number of directors to be elected. Candidates receiving the most number of votes shall be elected as directors. A majority of the Nominating and Elections Committee and at least two Members of the Board will count the votes. In the event of a tie, the candidates with equal votes shall decide amongst themselves who will serve. The Nominating and Elections Committee shall act as arbitrator of any dispute with the Committee decision being final. The deadline for returning externally numbered ballots will be stated on the ballot. Any ballot received with a postmark later than the election date stated on the ballot will be deemed invalid. A participation of twenty-five (25) percent of the membership will constitute a valid election.

Officers The Officers of the Club shall consist of:

- The President
- The Secretary
- The Vice President of Club Operations
- The Treasurer

- The Vice President of the Shooting Committee
- The Vice President of Social Activities
- The Club Manager/Safety Officer– Ex-officio
- The Vice President of Membership
- The General Council

Election and Term Officers will be elected by a majority vote of the Board. The Officers shall be elected for a one-year term, but may succeed themselves, and remain as Directors for the remainder of their term. An officer may be removed by a majority vote of the Board of Directors.

Removal of Board Member A Board Member may be removed from the Board by 75% vote of the remaining Directors.

Safety Officer The SAFETY Officer shall be the Club Manager. Members and guests shall obey his instructions in matters pertaining to SAFETY. He has absolute authority to require a Member or guest to stand down from the firing line for any reason he deems a SAFETY violation or issue. The Club Safety Officer must approve, oversee and confirm compliance of any course/venue modification recommendation of the Shooting Committee.

Section III DUTIES OF THE BOARD

- Establish committees for shooting, social, membership, publicity and other activities as required.
- Ensure that the management is in accordance with Club Bylaws and Operating Policy and Rules.

- Establish annual dues, initiation fees, capital funds and any special assessments as may be necessary. Capital funds may not be used to subsidize ongoing operations without the approval of the Board.
- Hire or dismiss the Club Manager.
- Elect officers of the Club.
- Approve all full-time employees' compensation
- Establish and promulgate rules and regulations governing the operation of the Club and the use of the Club facilities.
- Authorize borrowing of funds to meet cash requirements.
- Suspend or expel Members.
- Exercise any powers required or granted by statute.
- Establish plans and programs for acquisition, improvement, modification or replacement and/or sale of real and personal property.
- Approve the annual operating budget
- Approve all expenditures not in the annual budget, exceeding \$7,500.

Section IV DUTIES OF THE OFFICERS

President

- Chairman of Board of Directors
- Preside at all Board meetings and the Annual meeting
- Maintain the long-term plan for the Club
- Chair fund raising efforts
- Send each Member, at the end of each fiscal year, a copy of the financial statement for the year just ended and a copy of the budget for the next year together with any information

that may be relevant to dues, assessments or other financial changes

- Reports to Board of Directors

Vice President of Club Operations

- In the absence of the President, preside at any meetings
- Direct the Club Manager in the day-to-day operations of the Club.
- Provide information to the Club Treasurer to enable the Treasurer to manage Club funds
- Conduct performance reviews with employees
- Submit proposed payroll to Board of Directors annually
- Manage the procurement of and handle any claims related to property, liability and/or workers compensation insurance
- Hire contractors, sub-contractors and others as may be required for the service of the Club
- Enter into contracts for the purchase of fixed assets or property improvements.
- Sign annual IRS Form 990 non-profit tax return
- Reports to Club President

Secretary

- In the absence of the President and Vice President of Operations, preside at any meetings.
- Issue notices of all meetings.
- Maintain the minutes of meetings and other administrative records of the Club.

- Attest instruments
- Review correspondence and activities notices
- Reports to Club President

Treasurer

- Works with Vice President of Club Operations regarding flow of Club funds.
- Receive and retain custody of all funds paid to the Club
- Authorize the disbursement of Club funds in accordance with procedures established by the Board
- Oversee accounts payable and account receivable
- Manage loans, special assessments, notes, bonds, etc.
- Supervise the keeping of the corporate books
- Prepare or have prepared periodic cash basis financial statements as directed by the Board.
- Prepare or have prepared the annual Club operations budget for Board approval
- Send out or have sent out dues invoices, delinquency notices and termination letters for non payment of dues
- Maintain the membership role
- Manage the payroll system and required quarterly federal and state payroll tax forms
- Prepare or have prepared and submit annual Business Personal Property Tax forms
- Prepare or have prepared 1099 Misc. forms for legal/contractor payments as required
- Prepare or have prepared the Form 990 Federal and NC tax forms for Operations Vice President's signature

- Prepare or have prepared quarterly NC sales tax forms/submit payments
- Ensure PCI (Payment Card Industry) credit card data security compliance.
- Manage Workers Compensation Insurance annual compensation audit
- Reports to Club President

Vice President of Shooting Committee

- Lead and manage Shooting Committee activities and its members
- Oversee development and implementation of shooting venue layout and target presentation in concert with Club Safety Officer.
- Ensure a suitable solution to provide a positive experience for all skill levels.
- Ensure Committee compliance of target variety modification schedule as directed by Board.
- Work in concert with Club Safety Officer to ensure compliance with Club safety policies
- Submit a budget to the board, if required
- Oversee and develop all Club shooting competitions
- Consider input and recommendations from Club members in overall strategy
- Reports to Club President

Vice President of Membership

- Develop and implement programs to attract new and retain existing Members

- Notify new Members they have been approved by the Board
- Follow up with Members who are in arrears in their dues and are in danger of resigning to see if they can be retained
- Submit a budget to Board, if required
- Reports to Club President

Vice President of Social Activities

- Promote and enhance the Member Experience
- Plan and organize social events for the Club based on a schedule approved by the Board.
- Planning and organizing events to include number of events, location of events, schedule for the events and budgeting for events.
- Present to the Board an annual Plan at the winter meeting for inclusion into the Annual Operating Budget.
- Events should be varied as to location, menu and theme.
- Reports to Club President.

General Counsel

- Provide legal advice to the Officers and the Board of Directors
- Research and evaluate risk factors regarding operations and report analysis to the President
- Review contracts and other legal documents when requested by the president or other officer
- Assist with corporate governance policies and issues
- Take such other action as directed by the President or the Board.

- Report to Club President

Section V INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

In addition to and separate and apart from the indemnification provided for in G.S. 55A-8-51, 55A-8-52, 55A-8-54, 55A-8-55, and 55A-8-56, the Corporation agrees to indemnify its directors, officers, employees, and agents against liability and expenses in any proceeding (including without limitation a proceeding brought by or on behalf of the corporation itself) arising out of their status as such or their activities in any of these capacities; provided, however, that the Corporation shall not indemnify a person against liability or expenses the person may incur on account of his activities which were at the time taken in bad faith, or known, or believed by the person to be clearly in conflict with the best interests of the Corporation or if the person received an improper personal benefit.

The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the corporation, against liability asserted against or incurred by him in that capacity or arising from his status as a director, officer, employee, or agent, whether or not the corporation would have power to indemnify him against the same liability under any provision of the North Carolina Nonprofit Corporation Act.

ARTICLE IV

Meetings

Board of Directors

Regular Board meetings shall be held at such times and places as the Board shall determine. Board meetings may be face to face or via conference call.

Board Meetings

Board meetings shall be called at any time by the President or upon written or electronic request of two or more Directors. Board meetings may be face to face or conference calls. A Special meeting of the membership shall be called by the President when requested by twenty (20) or more Members. Notice of special meetings shall be by mail, e-mail or telephone. Failure of a Director or Member to receive a notice shall not invalidate the meeting. A majority of the Board shall constitute a quorum for the transaction of business. Members wishing to bring matters to the attention of the Board may do so by contacting the Secretary by telephone, e-mail or mail at least ten (10) days prior to the Board meeting. Full details shall be included in the request. Members are welcome at all Board meetings, but the presiding officer shall excuse non-Board Members for the Executive Session when items of a sensitive and confidential nature are to be discussed by the Board, such as, but not limited to, employee performance and wages, and Member disciplinary actions.

Meeting of the Membership

There shall be an Annual Meeting of the Membership on the Saturday before or after the 4th of July of each year. The Secretary shall designate a place and time and advise all Members of the meeting electronically, or if elected by the Member, by US mail at least thirty (30) days prior to the meeting. Failure of a Member to receive notice of the meeting shall not affect the validity of the meeting.

Purpose

The purpose of the Annual Meeting is to provide a forum for Members to bring matters before the Board for discussion and to announce the results of the regular election of Directors.

Motions

No motion may be made and no action taken in the Annual meeting to change the nature of the Club or its activities.

Robert's Rules of Order

Robert's Rules of Order, Revised, shall govern the conduct of all meetings of the Club Members, the Board and such other committees as may, from time to time, be assembled.

ARTICLE V DISSOLUTION OF THE CLUB

The Club can be dissolved by two thirds vote of the Membership at a special meeting called by the Directors after notification of the Membership either electronically or by US mail, with a proxy ballot enclosed.

Those persons attending in person or by proxy shall be considered a quorum. Two thirds of the Members in good standing in attendance are required to vote in favor of dissolution for it to have effect.

If dissolution is approved all the assets of the Club will be listed for sale to the highest bidder. Listing shall be made for three weeks in at least three appropriate media, i. e., Sporting Clays Magazine, The Atlanta Constitution, The Asheville Citizen Times, etc.

Income from the sale will be distributed according to the following order of precedence:

- Notes to banks
- Back salaries owed to employees
- Outstanding bills to creditors
- Loans from Members

Any remaining funds shall be donated to a non-profit organization selected by the Board.

ARTICLE VI GENERAL PROVISIONS

Bylaws Adoption & Change

Proposed amendments to these by-laws will be sent electronically, or if so, elected by the Member, US mail to each Member at their e-mail or street address shown in the Club's records. A return e-mail containing a ballot for or against bylaw amendment and ratification will be included with the mailing. Ballots will also be available in the Club House. Failure of a Member to receive a copy of proposed bylaws will not affect the validity of the vote. A participation of twenty-five (25) percent of the Club's Membership in good standing shall be valid. Amendment of these bylaws will be by a majority vote of those Members participating in the election.

Non-Responsibility

The Club shall not be responsible for loss or damage to property on loan, received or held on behalf of Member, their guests or visitors, or kept by them in the Clubhouse or on the Club grounds, whether in lockers or elsewhere. The Club shall not be responsible for errors, mistakes or dishonesty on the part of its employees, nor for loss or damage to any property entrusted by a Member or guest to any employee. No Member

or guest shall have any right of action against the Club or its Officers or Directors, or employees to recover losses or damages for injuries to person or property of such Members or guests, or both caused by or attributable to the negligence or malfeasance of an Officer, Director, agents or employee.

ARTICLE VII ACCEPTANCE OF CONDITIONS

A Member's continuation of membership shall, so far as permitted by law, constitute an acceptance of the foregoing conditions and limitations and shall constitute a waiver and surrender by such Member of any right of action. No Member shall have standing to bring a derivative action or claim against the Corporation under N.C. Gen statute 55A-7-40.