

**Constitution and Bylaws of The
Nashville Rod and Gun Club**

ARTICLE I -NAME

The name of this organization shall be The Nashville Rod and Gun Club.

ARTICLE II—OBJECTS

SECTION 1. The object of this organization shall be to promote the interest of sport shooting and to guide, encourage, and assist those who pursue that interest.

SECTION 2. To foster and advance good fellowship and good sportsmanship among all of its members.

SECTION 3. To standardize and enforce safety rules and policies designed to protect the well being of all Club members and their guests.

ARTICLE III -MEMBERSHIP

SECTION 1. Membership in this organization shall be open to any who have paid the required initiation fees and dues and whose acceptance has been approved by a simple majority of the Board of Directors.

SECTION 2. Application for membership shall be made in writing to the Secretary along with a signed statement of willingness to be bound by the Constitution and Bylaws and safety rules of the Club.

SECTION 3. Members in good standing shall be entitled to vote at the Annual Meeting. Each membership shall only be entitled to one vote per membership and must be present to vote.

ARTICLE IV -DUES

SECTION 1. Membership dues shall be set by the Board of Directors and shall be payable on or before the due date.

SECTION 2. Initiation fees shall be set by the Board of Directors.

SECTION 3. Members whose dues or initiation fees are in excess of 45 days in arrears shall have their voting and membership privileges suspended until such time as said dues and fees are brought current.

ARTICLE V – MEETINGS

SECTION 1. The President shall set the times and dates for regular meetings of the Board of Directors. The frequency of such meetings will be set by the Board but shall not be fewer than six (6) meetings per calendar year.

SECTION 2. Annual Meeting. The Annual Meeting shall be held in November each year or at a reasonable time thereafter. Notice of the time and place of the Annual Meeting shall be made in writing and delivered by U.S. Mail to all members in good standing not less than seven (7) days prior to the meeting date.

SECTION 3. Special Meetings. A Special Meeting of the Club may be held at any time upon the call of the President or upon the call of the simple majority of the Board of Directors, or upon demand in writing by not less than twenty percent (20%) of the voting membership. Each demand for a Special Meeting must be accompanied by a written statement outlining the purpose of the meeting.

SECTION 4. Quorum. At a meeting of the Board of Directors, a quorum shall consist of not fewer than a majority of seated Board members. At the Annual Meeting or for Special Meetings, the voting members of the Club present shall constitute a quorum. A quorum for the Executive Committee shall be four (4).

ARTICLE VI— OFFICERS, DIRECTORS, EXECUTIVE COMMITTEE

Section 1: The Officers of the Club shall consist of President, Executive Vice President, Vice President of Trap, Vice President of Skeet, Vice President of Sporting Clays, Secretary and Treasurer. Each shall be elected for one (1) year.

Section 2: There will be three (3) elected Directors –One (1) from Trap, one (1) from Skeet and one (1) from Sporting Clays. Each shall be elected for a one (1) year term.

Section 3: The President, Executive Vice President , three Vice Presidents, Secretary, Treasurer, three Directors and the Immediate Past President shall constitute the Board of Directors.

SECTION 4. The Officers and Directors shall assume their duties immediately upon being elected to their respective posts.

SECTION 5. The Board of Directors shall have general supervision and control of all activities of the Club.

SECTION 6. The Executive Committee shall consist of four (4) members; the President, Vice President of Trap, Vice President of Skeet and Vice President of Sporting Clays. A designee representing a Vice President must be a Board member from the same shooting discipline

SECTION 7. A vacancy of any Board member may be filled by a majority vote of the remaining members of the Board, and then only for the remaining unexpired term.

ARTICLE VII- DUTIES OF THE OFFICERS AND EXECUTIVE COMMITTEE

SECTION 1. President. It shall be the duty of the President to preside at all meetings of the Club, Board of Directors, and Executive Committee. He shall be a member ex-officio of all regular and special committees and shall perform other such duties that normally pertain to his office.

SECTION 2. Vice President. In the absence of the President, the Board shall appoint one Vice President to assume the temporary duties of the President and preside over meetings. The Vice Presidents shall be continuing and permanent members of the Executive Committee.

The Vice Presidents shall preside over their respective Directors, schedule shooting activities, report shoot results and promote their respective disciplines.

SECTION 3. Secretary. The Secretary shall be the official correspondent of the Club and shall keep the Minutes of the meetings of the Club, the Executive Committee, and the Board of Directors.

SECTION 4. Treasurer. The Treasurer shall have charge of all funds of the Club and place the same in such a bank or banks as may be approved the Board of Directors. Such money shall only be withdrawn by check signed the Treasurer or his designate(the Board may require countersignatures as it deems necessary) for the payment of such bills as have been approved the Board. The Treasurer shall keep an active record of all members, invoice members for dues, issue membership cards, and maintain an active mailing list of all members.

The Treasurer shall prepare and present an accurate and detailed accounting of the Club's financial activities along with vouchers at each regular Board meeting and shall prepare and present an Annual Report to the Club at the Annual Meeting.

SECTION 5. Executive Committee. The Executive Committee (EC) authority is limited to the interpretation and implementation of policy and strategy as defined by the full Board of Directors. Changes in Club policy and strategy require approval of the Board and are outside the scope *of* the authority of the EC. The EC is authorized to spend normal and reasonable operational funds as required to support the Club. They are also authorized to make reasonable capital expenditures within the limits set forth by the Board.. The role of the EC is to oversee day to day operation and construction of the Club as it is managed by the various sub-committees and individuals who have been assigned responsibility for these activities. The secretary will be a non-voting member whose purpose is to document the proceedings and issue minutes to all Board members. Tie votes will be decided by the Board.

ARTICLE VIII- SUSPENSIONS OR EXCLUSIONS

Any member or associate member may be suspended or expelled for poor sportsmanship, unsafe or dangerous conduct or for any other conduct deemed by the Board to be detrimental to the well being of the Club. A majority vote by the Board shall be required for that purpose.

ARTICLE IX .AMENDMENTS

Proposed amendments to the Bylaws must be submitted to the Board for approval. If approval by the Board is secured by majority vote, then the proposed amendment(s) shall be submitted to the general membership for approval at the next regularly scheduled meeting or at a special meeting called for that purpose. A majority vote of the members present shall be sufficient for approval of amendments.

Revised and approved by vote at a Special Meeting, April 25, 2009.

Code of Ethics for NASHVILLE GUN CLUB

Introduction

NASHVILLE GUN CLUB values the clay target shooting sports we provide to our members. Its board, staff, and volunteers embrace fairness, inclusiveness, diversity, innovation, and integrity and work to advance NASHVILLE GUN CLUB's mission.

As a not for profit organization dedicated to the clay target shooting sports, NASHVILLE GUN CLUB is accountable to the members, transparent in its operations, responsible in its stewardship of resources, and committed to excellence.

This Code of Ethics applies to NASHVILLE GUN CLUB's board of directors, staff, and volunteers. The board of directors is elected by the NASHVILLE GUN CLUB membership. Staff members include those who are employed by the club on a full-time, part-time, permanent, temporary, or contract basis.

Volunteers include the members of Standing Committees, any individual appointed to serve on a NASHVILLE GUN CLUB committee, task force, or working group on behalf of the Club.

NASHVILLE GUN CLUB is actively committed to informing board, staff, and volunteers about the code of ethics and its application; evaluating the code regularly, and creating policies and procedures that reflect its values.

NASHVILLE GUN CLUB's board, staff and volunteers comply with all applicable laws and regulations.

Personal and Professional Conduct

In their dealings as representatives of the club, NASHVILLE GUN CLUB's staff, board, and volunteers act professionally with honesty, integrity, and openness. They treat each other and NASHVILLE GUN CLUB constituents fairly and with respect. Staff, board members, and volunteers are responsible for being aware of and complying with NASHVILLE GUN CLUB policies that address their conduct.

Conflict of Interest

NASHVILLE GUN CLUB staff, board members, and volunteers act in the best interest of the club rather than in furtherance of personal interests or the interests of third parties, such as friends and family. Decisions about the club and the use or disposition of its assets are made solely in terms of the benefits to NASHVILLE GUN CLUB and are neither influenced nor appear to be influenced, by any private profit, personal gain, or outside benefit for staff, board members, and volunteers; their friends and family members; or the organizations with which they are affiliated.

Board of Directors

NASHVILLE GUN CLUB has an active board of directors that sets the club's mission,

strategic direction, and policies; and has oversight of its finances and operations. The board ensures that its board members and the staff act for the benefit of NASHVILLE GUN CLUB and its purpose with integrity and honesty; that NASHVILLE GUN CLUB's resources are responsibly and prudently managed; and that NASHVILLE GUN CLUB has the capacity to carry out its programs effectively. The board also supervises, evaluates, and determines appropriate compensation for the CEO, and ensures that NASHVILLE GUN CLUB is fair and inclusive in its employment policies.

Staff

All staff members are responsible for understanding the duties of their positions and executing those duties to the best of their abilities. The club promotes a working environment that values respect, fairness, and integrity. Its human resource policies are fair, establish clear expectations, and provide for meaningful and effective performance evaluation. Open communication among staff is highly valued.

To help all staff meet their potential and to sustain the club and encourage its growth, the senior staff model professional conduct and provide leadership, clarity, and respect for individuals and for diverse points of view.

Volunteers

The club's many volunteers are in direct contact with the general public on a daily basis and often are the face of NASHVILLE GUN CLUB to their peers and the public. When acting on behalf of NASHVILLE GUN CLUB, volunteers understand their duties and execute them to the best of their abilities. They convey the mission and goals of NASHVILLE GUN CLUB.

Inclusiveness and Diversity

To enhance its effectiveness, NASHVILLE GUN CLUB promotes inclusiveness, and its staff, board, and volunteers strive to ensure that the diversity of in its programs and committees. NASHVILLE GUN CLUB promotes diversity in its membership, hiring, retention, promotion, and board recruitment efforts and in the programs it develops for its constituencies.

Fiscal Responsibility

NASHVILLE GUN CLUB manages its funds responsibly and prudently by:

- ensuring that all spending practices and policies are fair, reasonable, and appropriate to fulfill its mission;
- generating financial reports that are accurate, complete, and accessible in all material respects.

Business Practices

In all cases, and for the protection of the good name of the club and its members, NASHVILLE GUN CLUB may only enter into agreements with reputable organizations whose image, product, and services do not conflict with its mission or values.

Disclosure

NASHVILLE GUN CLUB provides comprehensive information about the club and responds in a timely manner to reasonable requests for information. Basic data about NASHVILLE GUN CLUB operations—such as the Form 990, annual reports, program reports, and policies—are available to the public.

Confidentiality

NASHVILLE GUN CLUB staff, board, and volunteers may have access to confidential and privileged information about the club, its members, and other constituents. Loyalty to the club and to the field requires that individuals with access to such information comply with privacy and confidentiality policies and treat all information responsibly and appropriately.

Use of this Code of Ethics

The Code of Ethics of the NASHVILLE GUN CLUB is a living document, designed to be disseminated, used, and updated. The NASHVILLE GUN CLUB Board of Directors will establish a schedule for regular review of the code and its dissemination. NASHVILLE GUN CLUB staff will:

- incorporate the code into its staff handbook and board and committee orientation materials
- review the code during new employee orientations
- post the code on NASHVILLE GUN CLUB's public Web site
- disseminate the code to all NASHVILLE GUN CLUB volunteers via the appropriate vehicles

Nashville Gun Club Board of Directors Code of Conduct

Understand that the board sets the Policies and Direction for the Club through board policy. Board members do not manage the Club on a day-to-day basis

Understand that the board makes decisions as a team. Individual board members may not commit the board to any action

Respect the right of other board members to have opinions and ideas that differ

Recognize that decisions are made by a majority vote and should be supported by all board members

Make decisions only after the facts are presented and discussed

Understand the chain of command and refer problems or complaints to the proper staff

Insist that all board and club business is ethical and honest

Be open, fair and honest -- no hidden agendas

Understand that you will receive information that is confidential and cannot be shared

Recognize that the chief executive officer is the board's advisor and should be present at all meetings, except when the board is considering the chief executive officer's evaluation, contract or salary

Take action only after hearing the chief executive officer's recommendations

Refuse to use the position for personal or family gain or prestige. Announce conflicts of interest before board action is taken

Give the staff the respect and consideration due skilled, professional employees

Present personal criticism of club operations to the chief executive officer, not to club staff

Respect the right of the members to attend and be heard at board meetings

Respect the right of the members to be informed about board decisions and club operations.

Duties of the Board of Directors of the Nashville Gun Club, Inc.

Provide continuity for the Nashville Gun Club represent the organization's point of view through interpretation of its services, and advocacy for them

Determine the Organization's Mission and Purpose by reviewing the Mission Statement annually

Select, appoint and support a chief executive to whom responsibility for the administration of the Club is delegated, including:

- to review and evaluate his/her performance regularly on the basis of a specific job description, including executive relations with the board, leadership in the organization, in program planning and implementation, and in management of the organization and its personnel
- to offer administrative guidance and determine whether to retain or dismiss the executive

Govern the organization by broad policies and objectives, including to assign priorities and ensure the organization's capacity to carry out programs by continually reviewing its work

Acquire sufficient resources for the organization's operations and to finance the products and services adequately

Account to the members for the services of the Club and expenditures of its funds, including:

- to provide for fiscal accountability, approve the budget, and formulate policies related to contracts

Assess Its Own Performance

Responsibilities of Nashville Gun Club Officers

PRESIDENT:

Chairs Board of Directors

Direct boss of Club Manager

Calls Board meetings

Oversees the Manager's performance as it relates to NGC business

With the Manager, sets direction for day to day operations

Establishes short and long term objectives, with Board approval

Chairs Executive Committee

EXECUTIVE VICE PRESIDENT:

Forward Planning coordinator

Board's "visionary"

TREASURER:

Serves as Chief Financial Officer of NGC

Oversees all assets and liabilities of NGC

Provides financial status reports to the Board

Provides leveraged direction to Board on spending proposals

Oversees all aspects of financial, tax, labor, etc. records and reporting

SECRETARY:

Assists President in Board meetings

Maintains records of meetings

Provides minutes to the Board

VENUE VICE PRESIDENT(s):

Responsible for planning for their specific venue (with the help of their venue Board member)

Serves on Executive Committee

Planning, implementation and oversight of registered events in their Venue

Flows venue specific requests through President and Board

VENUE BOARD MEMBER:

Assists venue Vice President and fills in for VP as required

ROLES AND RESPONSIBILITIES OF THE BOARD:

Oversight of operations and assets to prevent misuse and abuse

Protect the investments of the membership

Plan future direction for NGC including expansion, capital expenses, service levels, business alternatives, etc.

Communicate plans and expectations through the President to the Manager

Provide a positive and consolidated image to the members and public.