

# Phoenix Rod and Gun Club

## Revised By-laws, January 2013

### Article 1: Organization

The name of the organization shall be Phoenix Rod and Gun Club, Inc. and shall be organized as a nonprofit corporation incorporated under the provisions of the Arizona Non-Profit Corporation Act A.R.S. Title 10, Chapter 5 as enacted or as it may be amended.

### Article 2: Purposes

1. The purpose of the corporation shall be as specified in the Articles of Incorporation.
2. Phoenix Rod and Gun Club shall function as a membership type club with the specifics of operation as described in these By-laws. The club may have internal and external affiliate organizations.

### Article 3: Membership

1. Qualification for Membership:

Any citizen of the United States, at least eighteen (18) years of age, may become a member of this corporation, after signing an application in the form to be prescribed by the Board of Directors of this corporation, and upon paying the dues, as officially announced by the Board of Directors of this corporation, and after subscribing to the following pledge:

*I certify that I am not a member of any organization which has as any part of its program the attempt to overthrow the government of the United States or any of its political subdivisions by force or violence; that I have never been convicted of a crime of violence, and if admitted to membership I will faithfully endeavor to fulfill the obligations of good sportsmanship and good citizenship.*

2. Classes of Memberships (the terms "membership" and "member" are used interchangeably):

There shall be one (1) class of voting membership in this corporation. An Annual Membership shall be required to pay annual dues as officially announced on a calendar or fiscal year basis, pursuant to rules and regulations of the Board of Directors. Annual membership may consist of either one individual or a family. Memberships in good standing shall have the right to one (1) vote. No membership of this corporation in arrears shall be eligible to vote or enjoy any other of the privileges or benefits offered by this corporation.

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### 3. Expulsion, suspension and resignation of memberships:

- a. Any membership may be expelled or temporarily suspended by the affirmative vote of the Board of Directors, at any regularly convened meeting of such Board for failure to pay any dues provided for herein, or the failure to comply with, or the violation of any of the provision of these By-laws or any rule or regulation adopted by the Board of Directors.
- b. No vote on suspension or expulsion may be taken unless at least fifteen (15) days' notice in writing shall have been given to the membership of the charges preferred and of the time and place of the meeting of the Board of Directors, at which such charges will be considered. At such meeting the membership under charges will be accorded a full hearing.
- c. <sup>1</sup> The President shall have the authority to suspend any membership for instances that involve the need for law enforcement, deliberate destruction of club property, assault, until such time as the next board meeting.
- d. Any membership may be resigned at any time. No dues shall be returned or refunded to any membership expelled or resigning.

### 4. Membership cards:

Membership cards shall be in such form as shall be approved by the Board of Directors, shall contain the name of the member to whom issued and the date of issuance, shall be signed by the Membership Secretary only, and shall be entered in the books of this corporation. Membership cards shall be worn in plain view, by all members, while on club facilities.

### 5. Cancellation:

Upon termination of any membership, the membership card of such member shall be canceled.

### 6. Transfer of Membership:

No membership in this corporation shall be sold or exchanged or transferred to any person whatsoever, and any attempted sale or transfer shall be deemed void, and said membership canceled.

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<sup>1</sup> Paragraph 3 "c." approved by member ballot, January 2013

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### Article 4: Meetings

#### 1. Annual Meetings of the membership:

The annual meeting of the membership of this corporation shall be held on the second Monday of January at a time and place within Maricopa County, Arizona, to be specified by the Board of Directors.

#### 2. Special meetings of the membership:

A special meeting of the membership of the corporation may be held at any time upon the call of the Board of Directors, or upon demand in writing, stating the object of the proposed meeting, and signed by not less than ten (10) percent of the current voting membership in good standing. Notice of the time, place and object of any special meeting shall be given all officers and membership in good standing in writing by United States mail not less than seven (7) days prior to the date fixed for the holding of the meeting. Any action taken at a special meeting shall be presented at the next annual membership meeting for approval or disapproval.

#### 3. Quorum for Annual and Special Membership meetings:

Ten (10) percent of the memberships of this corporation entitled to vote shall constitute a quorum at any Annual or Special membership meeting. If at any annual or special meeting a quorum is not achieved, a majority of the membership present may adjourn the meeting from time to time without further notice until a quorum is achieved, and thereupon any business may be transacted which might have been transacted at the meeting as originally called had the same been held.

#### 4. Organization of meetings:

The President, or if absent, the Vice President and, in the absence of both, a chairperson elected by those present, shall call the membership meeting to order and shall act as chairperson thereof.

#### 5. Board of Directors Meetings:

Meetings of the Board of Directors shall be held regularly at such time and place as the Board of Directors may determine. Special meetings by the Board of Directors may be held at any time on the call of the President, or on demand, and in writing to the Secretary by a quorum of the standing Board of Directors. Seven (7) shall constitute a quorum for any meeting or for a call to meet. Resignation of any executive officer or director may be accepted by a majority vote of the remaining members. Any director or executive director may be accepted by a majority vote of the remaining members. Any director or executive officer appointed by the Board of Directors to fill a vacancy shall serve until the next annual meeting at which time his successor shall be elected to serve the balance of the unexpired term.

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### 6. Directors' attendance:

Any Director at Large or Division Director (Special Director) who is not in attendance at a total of four regularly scheduled meetings of either the board of directors or the membership, over the period of one calendar year, said director may be removed from his position by majority vote of the board of directors on the fourth absence. A replacement shall be named by a majority vote of the board of directors to fulfill the vacant term of office. Any director who has been removed in this manner may not hold position as director for a period of two years after removal.

In the instance of Division Directors (Special Directors), the board shall name a replacement to hold that office until the next scheduled match of that division. Directly following that match a division meeting will be held to elect a new director for the division.

### Article 5: Annual and Special Membership Meeting Voting

#### 1. <sup>2</sup> Nominating Committee:

A nominating committee of at least three (3) members not to exceed five (5) members shall be appointed by the president and shall be confirmed by the Board of Directors, no later than the September Board of Director meeting. This committee shall provide a slate of any number of candidates no later than November 15<sup>th</sup>, drawn from members in good standing, who meet the requirements in Article 7.1 for the election of three (3) Directors-at-Large for three (3) year terms, and any vacancy succession per Article 4.5.

#### 2. <sup>3</sup> Voting

Memberships in good standing shall be entitled to one (1) vote. The voter for a membership shall be at least 18 years old. No membership of this corporation in arrears shall be eligible to vote or enjoy any other of the privileges or benefits offered by this corporation.

An absentee ballot may be requested by a membership not later than forty-five (45) days prior to the annual membership meeting, shall be sent to the requesting membership not later than twenty-one (21) days prior to the annual membership meeting and must be returned by the membership to the club prior to the date of the annual membership meeting. Proxy voting is prohibited.

If a quorum is present, voting may proceed:

If a quorum is not present, annual election ballot with candidates and initiatives that need approval by membership will be mailed to each eligible voting membership within 7 days

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<sup>2</sup> A change to the wording of paragraph 5.1 was approved at the January 2012 general meeting

<sup>3</sup> A change to the wording of paragraph 5.2 was approved at the January 2012 general meeting

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of the annual meeting. These ballots must be returned within 17 days after the annual meeting. These ballots along with the absentee ballots, and ballots collected at the annual meeting will be used to determine the new DAL and any other ballot initiatives voted on.

3. At each meeting of the membership, a full, true and correct list, in alphabetical order, of the membership entitled to vote at such meeting, certified to by the Membership Secretary, shall be furnished.
4. At all elections of directors, the polls shall be opened and closed, all questions touching the qualification of voters, and the acceptance or rejection of votes, shall be decided and all ballots shall be received and counted by three (3) inspectors, who shall be appointed by the presiding officer of the meeting and who shall, in writing, certify to the validity of the returns.

### Article 6: Order of Business

1. The order of business at all annual and special meetings of said membership shall be as follows:
  1. Roll Call
  2. A quorum accounted for
  3. Presentation of minutes of preceding annual meeting and action thereon
  4. Summary of club status by the President
  5. Treasurer's Report
  6. Electing of officers
  7. Unfinished Business/New Business
2. The order of business at all Board of Director meetings of said membership shall be as follows:
  1. Roll Call
  2. A quorum accounted for
  3. Presentation of minutes of preceding meeting and action thereon
  4. Reports of Officers
  5. Reports from Division Directors
  6. Reports from Committees
  7. Unfinished Business/New Business
3. All proceedings at all meetings shall be in accordance with these by-laws, and where no provision is made herein, said proceedings shall be in accordance with Robert's Rule of Order, Revised.

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### Article 7: Board of Directors

1. Directors-at-large shall be elected by the membership in good standing. All Directors-at-large shall have been a member in good standing for at least the two (2) previous years, at a minimum, before assuming office. The Directors-at-large, at the first Board of Directors meeting following the annual meeting, shall elect one (1) Special Director who will represent the Junior Division of the corporation.

Each Division of the corporation shall be entitled to elect one (1) Special Director. Said Special Director shall be elected by the membership in good standing, who in the preceding year, have participated in at least one (1) event sponsored by said Division, respectively, and sanctioned by the respective National Governing Body (NGB).

2. Each Director-at-large elected shall hold office for three (3) years or until his successor is elected and qualified. At the annual membership meeting, one-third of the Directors-at-Large will be elected.
3. Each Division's Director shall hold office for a term of one (1) year or until a successor is elected and qualified at the annual Division meeting. The Divisions annual meeting will take place at the first scheduled match held by the respective Division, immediately following after the Annual Membership Meeting.
4. The Board of Directors shall be composed of nine (9) Directors-at-Large and such Special Directors of the Divisions as created by the Board of Directors and deemed appropriate for the purposes of promoting and sponsoring competitive events.
5. <sup>4</sup> Immediately after the annual election the Directors-at-Large shall meet for the purpose of organization. The election of executive officers provided herein and the transaction of the remaining agenda of the annual meeting business.
6. <sup>5</sup> No employee of this corporation shall be eligible to be a candidate for any board position.

### Article 8: Officers

1. The executive officers of this corporation shall be a President, Vice President, a Corresponding Secretary, a Membership Secretary and a Treasurer; more than one of which offices may not be filled by the same person. Each of said executive officers shall be elected by the Board of Directors at the first meeting of the Board of Directors, each year and each of said executive officers shall serve for a term of one (1) year or until their

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<sup>4</sup> A change to the wording of paragraph 7.5 was approved at the January 2012 general meeting

<sup>5</sup> The addition of 7.6 was approved by member ballot, January 2013

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successor is elected and qualified. During their tenure as executive officers, they shall not be counted as Directors-at-large, but shall have all the rights and obligations of Directors-at-large.

2. All executive officers shall be subject to removal from executive office at any time, with or without cause, by the affirmative vote of a majority of the whole Board.

3. President

The President shall preside at all meetings of this corporation and of the Board of Directors. He shall be a member ex-officio of all regular and special committees, and shall perform all such other duties as usually pertain to his office.

4. Vice President

The Vice President shall perform the duties of the President in his absence or at his request, or other duties as prescribed by the president.

5. Treasurer

The Treasurer shall have custody of all of the funds, and securities of the corporation which may come into his hands; he shall endorse, on behalf of this corporation for collection, checks, notes and other obligations and shall deposit the same to the credit of this corporation in such bank or banks, or depositories as the Board of Directors may designate; he may sign receipts and vouchers for payment made to this corporation; and he shall sign checks made by this corporation and pay out and dispose of the same under the direction of the board; he shall sign, with the President, or such other person or persons as may be designated by the Board, all authorized promissory notes and bills of exchange of this corporation; whenever required by the Board he shall render a statement of his cash accounts; he shall enter regularly, in books of this corporation, to be kept by him for that purpose, full and accurate accounts of all moneys received and paid by him on account of this corporation and he shall perform all duties incident to the position of the Treasurer subject to the control of the Board, except as otherwise provided by resolution of the Board of Directors.

6. Corresponding Secretary

The Corresponding Secretary shall keep the minutes of all proceedings of the Board and the minutes of all meetings of the membership, he shall sign with the President in the name of the corporation, all contracts authorized by the Board including promissory notes, mortgages, deeds, leases and agreements and shall affix the seal of the corporation thereto; he shall have charge of such books and papers as the Board may direct; and he shall, in general, perform all the duties incident to the office of the Corresponding Secretary, subject to the control of the Board.

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### 7. Membership Secretary

The Membership Secretary shall maintain membership records of the corporation; issue membership cards and cause to be published a roster of current memberships, and distribute renewal notices.

### 8. Addendum to Article 8:

Any Board Member or Officer is subject to removal for any reason during a BOD meeting with a 67% majority vote of the directors present. *(Ratified at January 2010 Annual Meeting)*

### Article 9: Compensation

The directors and officers of the corporation and all members of committees shall serve without compensation.

### Article 10: Committees

From time to time the Board may appoint committees for any purpose or purposes, which shall have such powers as shall be specified in the resolution of appointment.

### Article 11: Divisions

1. The Board of Directors may create such functional Divisions of the corporation it may from time to time deem appropriate. Said Divisions will be created for the purpose of promoting and sponsoring competitive shooting events and the director of any said Divisions shall have the authority to schedule and conduct such events, as may be in the best interest of the corporation as determined by the Board of Directors.
2. <sup>6</sup> Except as herein provided, the failure by a Division to conduct any National Governing Body sanctioned event for one (1) year dating from the annual meeting of the corporation may terminate the existence of the Division. To be decided by 67% of the attending Board of Directors.
3. <sup>7</sup> Division Directors Provide competitive shooting events and have financial authority and responsibility for the Division. May appoint within the Division Match Directors, Safety Officers Junior Directors, Range Officers and other positions within the Division as necessary for the running of the division.

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<sup>6</sup> A change to the wording of paragraph 11.2 was approved at the January 2012 general meeting

<sup>7</sup> This paragraph was added at the January 2012 general meeting



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### Article 12: Amendments

1. These by-laws may be amplified, modified, amended or rescinded at any regularly called meeting of the Board of Directors by a minimum 67% vote of the Directors present, or by a minimum 67% vote of the membership upon petition of 10% of the membership sixty (60) days before an annual membership meeting.
2. Any action of the Board of Directors, or by petition of the membership to alter, amend or repeal the by-laws or adopt new by-laws will be subject to ratification by the membership by a minimum 67% vote of the attending members in good standing, at the next annual membership meeting.

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### Approval Signatures:

President, Scott Milkovich:

Vice President, Erick VanHaaster:

Recording Secretary, Rick Yost:

Treasurer, Michael Nitzschke:

Membership Secretary, George Lyle:

Director at Large, Jim Timm:

Director at Large, John Bombardier:

Director at Large, Willie Hall:

Director at Large, Tim Milkovich:

Practical Director, Bill Barron:

Pistol Director, Don Plante:

High Power Director, Bill Poole:

Small Bore Director, Mick Walker: