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BYLAWS OF THE DELAWARE RIFLE AND PISTOL CLUB, INC.

As Amended - October 18, 2023
Supersedes all Bylaws prior to this date

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22 ***LIST OF REVISIONS AND AMENDMENTS***

23

24 ***Oct. 15, 2006:***

25 ***Major revision***

26 ***Oct. 19, 2008:***

27 ***Article III, Section 3a: Added probationary membership provisions***

28 ***Article III, Section 5a: Clarified guest privileges***

29 ***Article III, Section 5c: Clarified how members may use the club facilities***

30 ***Article V, Section 3c: Raised Board spending limit to \$1,000***

31 ***Jan. 18, 2009:***

32 ***Article III, Section 4b: Change date for dues and assessment notices***

33 ***April 17, 2011:***

34 ***Article III, Section 5a: Change requires new members (after July 1, 2011) to***

35 ***attend a guest training class to have guest privileges. Members on the role prior to July***

36 ***1, 2011, have until June 30, 2012, to complete the class to retain guest privileges.***

37 ***October 21, 2012:***

38 ***Article III, Section 3a: Added new language to the second paragraph prohibiting***

39 ***new probationary members from bringing guests for the first year and requiring***

40 ***attendance at a guest supervision class before attaining guest privileges.***

41 ***April 21, 2013:***

42 ***Article IV, Section 1: Added new officer positions of Communications Director***

43 ***and Membership Director.***

44 ***April 15, 2015:***

45 ***Article III, Section 5 a.: Added new language to allow members with guest***

46 ***privileges to bring guests, who have submitted applications for membership, for more***

47 ***than four visits for a period of six months.***

48 ***Article VI, Section 5 d.: Changed two thirds vote for Board of Directors to eight of***

49 ***eleven members.***

50

1 April 20, 2016:

2 *Article III, Section 5a.: Clarified the number of guests who may shoot at the same*
3 *time with the member.*

4 July 20, 2016:

5 *Article II, b.: Inserted the word "permanent" before legal resident.*

6 *Article III, Section 1: Inserted the word "permanent" before legal resident.*

7 January 17, 2018:

8 *Article III, Section 3, classes of membership changed to six by adding 3f., Junior*

9 January 16, 2019: *Added requirement to Article III, section 1a., requiring all members to*
10 *join and maintain membership in the Delaware State Sportsmen's Association (DSSA)*

11 July 17, 2019:

12 *Article III, Sections 1, 3, & 5: changed age for eligibility for membership to 18.*

13 October 20, 2021

14 *Article III, Section 3 changed to remove requirement that a member sponsoring a*
15 *junior member have guest privileges.*

16 *Article IV, Section 3 changed to increase term of office for Club Officers and*
17 *Members of the Board of Directors from one year to two years. Establishes a new*
18 *nominations process and provides for extended voting on the day of the election, along*
19 *with an ad hoc Elections Committee to be appointed to oversee the nominations and*
20 *balloting processes each election cycle.*

21 *Article VI, Section 4 changed to allow motion to suspend normal order of*
22 *business at regularly-scheduled General Membership Meetings, with approval requiring*
23 *simple majority.*

24 *Article X changed to establish a standing Bylaws Committee, give the Committee*
25 *specific responsibilities for working with members desiring to propose amendments to*
26 *the Bylaws to draft said amendments in accordance with established requirements and*
27 *require all proposed amendments to go to the Bylaws Committee prior to submittal to*
28 *the Club Secretary for initiation of the approval process.*

29 July 20, 2022

30 *Article VI, Section 3 changed to increase the quorum for membership meetings*
31 *from 15 to 25.*

32 October 19, 2022

33 *Article IV, Section 2 amended to add the position of Past President to the Officers*
34 *of the organization*

35 May 10, 2023

36 *Article V, Section 3 c. amended to increase the emergency spending limit of the*
37 *Board of Directors from \$1000 to \$5000.*

38 *Article 10, Section 2 amended to designate the Secretary as the person to whom*
39 *proposed Bylaws amendments are to be initially submitted to be put into the process for*
40 *consideration.*

41 October 18, 2023

42 *Article III, Section 3 f amended to allow Junior members to earn the right to vote*
43 *at General Membership meetings.*

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BYLAWS OF THE DELAWARE RIFLE AND PISTOL CLUB, INC.

Effective October 18, 2023

Supersedes all Bylaws prior to this date

Article I Name, Incorporation, Seal, Fiscal and Membership Year

Section 1 Name

The name of this organization shall be the Delaware Rifle and Pistol Club, Inc.

Section 2 Incorporation

The Delaware Rifle and Pistol Club is incorporated under the laws of the State of Delaware as a nonprofit organization.

Section 3 Seal

The corporate seal shall have inscribed thereon the name of the corporation, the year of its founding, and the words "Corporate Seal, Delaware." This seal may be used by impressing it on, affixing it to, or reproducing it on all legal and official documents requiring its use.

Section 4 Fiscal and Membership Year

The organization's fiscal year is October 1 through September 30, the same as the membership year.

Article II Objectives

The objectives of this organization are to:

- a. Protect and promote the right of individuals to keep and bear arms.
- b. Encourage organized rifle and pistol shooting by United States citizens and permanent legal residents.
- c. Increase knowledge of the lawful and safe handling and proper care of firearms.
- d. Promote the proper use of firearms in marksmanship programs, hunting, and self-defense.

1 **Article III** **Members**

2
3 **Section 1** **Eligibility for Membership**

4
5 Any citizen or permanent legal resident of the United States, aged
6 **18** or older, and whose application for membership has been
7 approved by the Board of Directors, may become a member in
8 good standing upon payment of the initiation fee and the current
9 year's dues or prorated portion thereof, providing that the following
10 conditions are met:

- 11 a. Applicant shall be or become a member of the National Rifle
12 Association (NRA) and the Delaware State Sportsmen's
13 Association (DSSA), the official Delaware state legislative
14 affiliate of the National Rifle Association Institute for
15 Legislative Action (NRA-ILA), and maintain those
16 memberships while a Delaware Rifle and Pistol Club
17 member. Effective date for DSSA membership shall be
18 October 1, 2019.
- 19 b. Applicant is not a member of any organization that has as
20 any part of its program the intent to overthrow the legal
21 government by force or violence.
- 22 c. Applicant has never been convicted of a crime of violence
23 and is not prohibited by the laws of the State of Delaware or
24 Federal Firearms Form 4473 from possessing a firearm.
- 25 d. Applicant has complied with the requirements of Article III,
26 Section 2.

27
28 The Board of Directors shall oversee the application process and is
29 the final approval authority for membership.
30

31 **Section 2** **Safety Qualification**

32
33 Prior to admittance as a member, each prospective member
34 shall attend a range safety course and pass a range shooting
35 qualification to ensure that all members are aware of the safe
36 handling procedures and rules regarding firearms,
37 ammunition, and shooting imposed by the organization.
38

39 **Section 3** **Classes of Membership**

40
41 There shall be six classes of membership:

- 42 a. **Active**
43 Active members are eligible to vote and hold elective office,
44 possess a key to the premises, and host guests, provided
45 that no such guest is prohibited from using a firearm, subject
46 to the organization's policy. See specific Guest Privileges
47 and Policy (Article III, Section 5.)
48
49
50

1 All new active memberships are probationary for one year
2 from the date of admittance to the club, subject to review of
3 the member's compliance with all Bylaws and Range Rules
4 by the Board of Directors. A member may not bring guests to
5 shoot during his or her probationary period. Upon completing
6 the probationary year, the member must attend a guest
7 supervision training class to acquire guest privileges (re:
8 Article III, section 5a). During this probationary period, any
9 violation of the Bylaws or Range Rules may result in
10 cancellation of the membership by the Board for cause.
11 During this probationary period, the disciplinary procedures
12 in Article IX may not apply. Full membership review and
13 approval of the Board's decision to cancel a membership
14 during probation shall not be required.

15
16 **b. Spousal**

17 The spouse of any active member who otherwise meets the
18 requirements for membership may obtain the privileges and
19 responsibilities of active membership by payment of dues in
20 an amount equal to one-half the annual active membership
21 dues and shall meet all the other requirements of an active
22 member. The initiation fee shall be waived.

23
24 **c. Honorary**

25 Honorary memberships may be granted by the Board of
26 Directors to active members to recognize exceptional service
27 to the organization. An honorary member shall carry the full
28 rights of active membership, including the right to vote, hold
29 office, and possess a key, but shall be exempt from payment
30 of dues and assessments. No more than three such
31 honorary members may be appointed in any year, and the
32 number of honorary memberships shall not exceed five
33 percent of the membership at the time of any appointment.
34 Honorary memberships may be rescinded for cause, or
35 because the member moves from the area or resigns from
36 the organization.

37
38 **d. Military Service Inactive**

39 Any member in good standing at the time of the member's
40 entry into active duty service of the U.S. Armed Forces shall
41 be relieved of all dues and assessments for the duration of
42 such service, up to a maximum of four years, and a period of
43 90 days thereafter. This relief applies only if the member is
44 relocated beyond a 100-mile radius of the organization's
45 facility. If the military service member has been absent from
46 the area for more than three years, a safety reorientation
47 shall be required when the individual returns.

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e. Inactive
Members may request inactive status at any time by notifying the Secretary in writing and returning their key, and anything else of value that rightfully belongs to the organization.

f. Junior
A Junior member shall be at least ten (10) years of age and be sponsored by an Active Member of the Club. The sponsor, if not the parent or legal guardian of the Junior Member, must have and maintain a written consent form from the Junior Member's parent or legal guardian giving permission for their child to handle firearms under adult supervision. The sponsoring Member must take full responsibility for the Junior member while on Club property.

To become a Junior Member the applicant must complete the new member basic firearms training class and demonstrate the ability understand and follow firearms safety rules and handle firearms safely.

Fees for Junior Membership shall be established by the Board of Directors and approved by the General Membership. Junior Members shall receive a membership card indicating they are a Junior member in good standing of the Delaware Rifle and Pistol Club and that they have completed the basic pistol course.

At age 18, upon review and recommendation by the Board of Directors, the Junior Member will be eligible to transition directly to Active membership under Article III (a) of these Bylaws; applicable Active membership dues and fees shall be paid.

For the purposes of voting, a Junior Member may earn the right to vote in all matters before the General Membership, provided that the following conditions have been met:

1. The Junior Member has attained the age of 15 years; and
2. The Junior Member has been a member in good standing of DRPC for at least two years; and
3. The Junior Member has demonstrated a commitment to the club and the shooting sports by either:
 - a. Becoming a qualified Apprentice Instructor and participating in club-sponsored training activities;
 - or
 - b. Becoming a qualified Range Officer in a competitive shooting discipline, such as USPSA or IDPA; or

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- c. Becoming a classified competitor in a competitive shooting discipline, such as USPA or IDPA, or NRA Practical Pistol, with at least one year of experience in matches, or
- d. Demonstrating a commitment to DRPC by having attended/participated in at least 5 General Membership meetings or Workdays during the two most recent calendar years.

Upon completion of these requirements, the Junior Member may petition the Board of Directors for voting privileges, which shall be granted upon confirmation that the petitioner has met the above requirements.

Section 4 Dues, Assessments, and Fees

- a. **New Member Initiation Fee**
The amount of annual dues, initiation fees, assessments, and reinstatement fees shall be proposed by the Board of Directors and approved by majority vote at a general membership meeting. The Board may, in its discretion and for good and justifiable reasons, waive dues, assessments, and fees for any member.

Upon joining the organization, new members shall pay a one-time nonrefundable initiation fee.

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b. Dues

Dues and assessments are due on October 1 for the coming fiscal year and payable no later than November 30 of that year. The organization shall hold an annual Key Day during which members may pay their annual dues and assessments in person at the organization's facility. Key Day shall be held on a Saturday prior to the annual membership meeting in October.

The Secretary shall send upcoming dues and assessment notices to all members within seven calendar days of the last workday of the fiscal year. Dues and assessments must be paid in full to be eligible for voting privileges in the general membership meeting in October. Dues and assessments may be paid immediately prior to the annual meeting to preserve voting privileges.

On November 1, the Secretary shall notify those members whose dues and assessments are in arrears that their entrance keys have been shut off. On December 1, the names of delinquent members shall be dropped from the organization's rolls.

A new member who joins between January 1 and March 31 shall pay 70% of a full year's dues.

A new member who joins between April 1 and June 30 shall pay 40% of a full year's dues.

A new member who joins between July 1 and September 30 shall pay a full year's dues for the following membership year, but shall pay no dues for the membership year in which they join the organization as a member.

c. Assessments

Members who do not fulfill the annual workday requirement shall be assessed an amount in addition to the annual dues. The assessment is payable at the time of dues renewal. New members must fulfill the workday requirement in the year in which they join to avoid assessment for the following year.

An inactive member applying for active status shall pay a reinstatement fee and must fulfill the workday requirement before the end of the first full year of membership.

1
2 **d. Waiver of Dues for Board Members**

3 Annual dues and workday requirements for members of the
4 Board of Directors shall be waived for services rendered at
5 the end of the fiscal year for which they held office, provided
6 they served a full term.
7

8 **Section 5 Membership Responsibilities and Privileges**
9

10 Applicant, if admitted to membership, shall fulfill the obligations of
11 good sportsmanship and citizenship.
12

13 **a. Guest Privileges and Policy**

14 After July 1, 2011, any new members wishing to bring guests
15 to the club to shoot must first attend a certification class
16 designed to ensure that our members have the knowledge
17 and ability to properly manage the activities of their guests.
18 The certification class will be developed and offered by the
19 Director of Safety and Education and must be approved by
20 the Board of Directors.
21

22 Members who joined the Delaware Rifle and Pistol Club prior
23 to July 1, 2011, will be allowed to continue bringing in guests
24 until June 30, 2012. After that date, their guest privileges will
25 expire unless they have successfully completed the
26 certification class.
27

28 Active members may bring a maximum of three guests onto
29 the Club property at any one time if the member or any of the
30 guests will be engaged in shooting activities on the range at
31 any time during the day. (Exception: The limitations on the
32 number of guests shall not apply to club-sponsored shooting
33 activities that are open to the public under organized
34 supervision.) Each guest must be signed in on the Members
35 and Guests Log Book by name, with the word "guest" clearly
36 written after the name.
37

38 A qualified guest shall not be a person prohibited from
39 possessing a firearm by Delaware or Federal laws.
40 (Exception: Minors who are under the direct supervision of a
41 member.) Persons who have been expelled or suspended
42 from club membership, or previously denied membership in
43 the club, are not allowed admittance as guests.
44

45 Children under the age of **18** and spouses of active members
46 are entitled to an unlimited number of visits as guests. Active
47 members may bring other guests who live within a 100-mile
48 radius of the facility up to four times per fiscal year. Guests
49 who live beyond a 100-mile radius of the facility are
50 permitted an unlimited number of visits. A member with guest

1
2 privileges may bring a guest, who has a membership
3 application in process, for more than four visits for a period of
4 six months from the time the application is received for the
5 purpose of improving the applicant's firearm handling and
6 shooting proficiency prior to completing the requirements in
7 Section 2, Safety Qualification.
8

9 The member assumes all responsibility for the behavior of a
10 guest and any range damage caused by the guest. The
11 member and one guest may shoot at the same time. Only
12 two of the member's guests may shoot at the same time;
13 during that time the member shall refrain from shooting and
14 continuously observe and supervise the guests. No guest
15 shall handle firearms except under the direct supervision of a
16 member.
17

18
19 A member's guest privileges may be revoked temporarily or
20 permanently by the Board of Directors for violations of this
21 policy.
22

23 **b. Workdays**

24 Members are expected to perform a minimum of three hours
25 each membership year to assist in the maintenance and
26 operation of the club. Members who do not perform a
27 workday shall be required to pay an assessment in addition
28 to annual dues for the following year.
29

30 **c. Facility Use**

31 No member shall use the organization's facility for personal
32 gain or profit.
33

34 No member, guest, visitor, or any other person may use the
35 Club facilities to provide or receive any firearms certification
36 or qualification training or engage in any live-fire or other
37 activity forming part of a firearms certification or qualification
38 course, without the express, prior permission of the Board of
39 Directors. Covered activities include, but are not limited to,
40 occupational firearms certification, government firearms
41 certifications and permits, concealed carry permits, firearms
42 instruction certifications, or any training or certification
43 sanctioned by an organization other than the Delaware Rifle
44 and Pistol Club. The Board may review instructional
45 materials, instructor qualifications, courses of fire, safety
46 procedures, and any course component before deciding
47 whether to authorize the activity.
48
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1 **Section 6 Readmittance**

2
3 Members who requested inactive status may be reinstated within
4 the next three years by submitting a membership renewal
5 application and paying a reinstatement fee and current year's dues
6 or prorated portion thereof. If more than three years have passed
7 since active membership, the former member must reapply as a
8 new member and all conditions of a new member application shall
9 apply.

10
11 Any former member who was dropped from the rolls for non-
12 payment of dues and/or assessments shall not be readmitted to
13 membership without paying a new initiation fee, a full year's
14 membership dues. If more than three years have passed since
15 active membership, the former member must reapply as a new
16 member and all conditions of a new member application shall apply.

17
18 Any former member who was expelled for disciplinary reasons,
19 such as, but not limited to, egregious safety violations, shall not be
20 eligible for Readmittance.

21
22 **Article IV Officers**

23
24 **Section 1 Officers**

25
26 The officers of the organization are the President, Vice President,
27 Secretary, Treasurer, Safety and Education Director, Shooting
28 Activities Director, Communications Director, Membership Director,
29 and three Directors at Large. The President, Vice President,
30 Secretary, and Treasurer shall constitute the Executive Officers.

31
32 **Section 2 Duties and Responsibilities of Officers**

33
34 The responsibilities of the officers are as follows:

35
36 **a. President**

37 The President shall preside over all meetings including those
38 of the Board of Directors. The President is authorized to
39 appoint Standing Committees. The President shall represent
40 the organization, act as the official spokesperson, and sign
41 all legal documents pertaining to the organization. The
42 President shall supervise the general activities of the
43 organization, subject to the oversight of the Board.

44
45 **b. Vice President**

46 The Vice President shall perform the duties of the President
47 in the absence of the President and shall be responsible for
48 the maintenance of the physical property of the organization,
49 subject to oversight of the Board.

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c. Secretary
The Secretary shall keep a true and complete record of all meetings of the organization and all meetings of the Board of Directors and shall have custody of the papers and records of the organization except for those maintained and kept by the Treasurer as set forth below. The Secretary shall be responsible for the collection of all fees and dues and shall remit same to the Treasurer. All applications for membership in the organization shall be made to the Secretary

d. Treasurer
The Treasurer shall be in charge of all funds of the organization and shall place assets in the bank or banks as directed by the Board. The Treasurer shall keep accurate accounts of transactions and render a detailed report to the organization at the annual membership meeting. A current financial report shall be submitted at each Board meeting and each membership meeting. The Board shall appoint a two-person committee from the membership to audit the records of the Treasurer each November and report the results in writing to the Board by February 1 of the following year. The signatures of the other three Executive Officers shall be on file to sign disbursement checks, should the Treasurer be unable to perform the duties of the office.

e. Safety and Education Director
The Director of Safety and Education shall serve as the Chief Range Officer and shall be responsible for the training and designation of range officers. This Director shall be responsible for the promotion of safety education of applicants and members and for conducting safety seminars and qualifications for applicants prior to obtaining membership status.

f. Shooting Activities Director
The Director of Shooting Activities shall be responsible for organizing, delegating, and executing matches, competitions, tournaments, and other shooting events. This Director shall be responsible for obtaining prior approval of the Board for safety procedures for specific activities outside the scope of established safety regulations. Range officers shall report to this Director or a delegate during a specific shooting activity.

All registered and unregistered rifle and pistol competitions held by the organization shall be governed by the rules and regulations of the National Rifle Association except in instances where special rules are approved by the Board.

1 This Director, with the concurrence of the Board, is
2 responsible for determining fees, rules, and awards, if any, in
3 each shooting event. Notices of each shooting event shall be
4 sent out at least 30 days in advance, including the time, date,
5 cost, and awards, if any. Results of all matches either
6 registered or unregistered shall be posted on the range
7 bulletin board within seven days of each event and remain
8 posted for at least 30 days.
9

10 This Director shall provide a financial accounting of such
11 activities to the Board within 30 days of each event, unless
12 the time period is extended by the Board. This Director is
13 responsible for providing a report of each activity at the next
14 regularly scheduled Board meeting and general membership
15 meeting.
16

17 Match fees shall not be charged to shooters aged 18 years
18 or younger, to encourage more youth participation in the
19 sport.
20

21 **g. Membership Director**

22 The Membership Director shall be responsible for
23 maintaining the membership records, sending renewal
24 notices and dues and assessment arrears notices (as noted
25 in Article III, Section 4b), collecting all membership fees and
26 dues and remitting same to the Treasurer. The Membership
27 Director shall submit membership status reports at meetings
28 of the Board of Directors and the General Membership. All
29 applications for membership in the organization shall be
30 made to the Membership Director.
31

32 **h. Communications Director**

33 The Communications Director shall be responsible for all
34 communications to the membership including, but not limited
35 to newsletters, event notices, and any other relevant
36 notifications. The Communications Director shall also be
37 responsible for communications with outside organizations,
38 such as the news media and the general public, as directed
39 by the Board of Directors. The Communications Director shall
40 oversee maintenance of the Club web site.
41

42 **i. Directors at Large**

43 The three Directors at Large may be designated by the
44 President or the Board to oversee certain functions as the
45 need arises.
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47
48

49 **j. Past President**
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1 It shall be the duty of the immediate Past President to
2 advise and assist the President and Board of Directors as
3 requested and shall execute such assignments as may be
4 tasked by the Board. This office will be filled by the same
5 individual for no more than 2 consecutive terms. As a result,
6 there may be periods of time when this position will be
7 vacant.

8 Section 3 Nominations and Elections

10 a. Election Committee

11 The election process shall be managed by an Elections
12 Committee. The Elections Committee shall be an ad hoc
13 committee, appointed in the beginning of each year in which the
14 regularly-scheduled election of officers will be held, and
15 sunsetting at the conclusion of the election cycle. This committee
16 shall be appointed by the President, and shall include the
17 Secretary and four club members, not serving on the Board of
18 Directors, one of whom shall be appointed as the Election
19 Committee Chair. Should one of the members of the committee
20 become a nominee for an office, he/she will become ineligible to
21 serve on the committee for that election cycle and shall be
22 replaced by another club member, appointed by the President.

24 b. Nominations

25 The Elections Committee shall send out a call for nominations at
26 the end of August of the year in which the elections for Officers
27 and Board of Directors will be held. The nomination period shall
28 begin on the first day of September and will end on the 15th day.

29
30 Nominations may be submitted by any member, in writing, to the
31 Secretary. If not a self-nomination, the Secretary will get
32 confirmation, in writing, that the nominee is willing to be a
33 candidate for the office to which he or she is being nominated.

34
35 If no nominations are received for any particular office or position,
36 nominations from the floor, on Election Day, will be allowed, but
37 only for the said office or position. If there are no nominations
38 from the floor for any particular position, prior to the casting of
39 ballots, that position shall be declared vacant at the conclusion of
40 the election and shall be filled by the incoming Board as per
41 Article IV, Section 7 of the Bylaws.

43 c. Ballot

44 The Election Committee Chair shall collect the nominations and
45 prepare a ballot for the election. The Secretary will verify that the
46 ballot is correct before Election Day. If no nominations for any
47 particular office or position have been received during the
48 nomination period, the ballot shall include that position, but leave

1 blank space to allow for write-in votes based on any
2 nominations from the floor on Election Day.

3
4 **d. Elections**

5 The election of all Officers and Board of Directors shall be by
6 ballot, on Election Day, which shall be the day of the General
7 Membership meeting, held in October of the year in which the
8 elections are to be held. Officers shall be elected by a plurality
9 of members voting at the October meeting of the organization
10 each year, a quorum being present. The three (3) Directors at
11 Large shall be the three nominees receiving the most of the votes
12 cast. In the event of a tie, a run-off will be held between the tied
13 nominees. The nominee receiving a plurality of the votes cast in
14 the run-off shall be elected.

15
16 All members in attendance at this meeting are eligible to vote.
17 Voting shall be by paper ballot. In addition, to accommodate
18 members desiring to vote, but unable to physically attend the
19 evening meeting, paper ballots will be available in the Club
20 Room, from 10:00 AM until the start of the meeting at 7:00 PM.
21 A member of the Election Committee will be on hand to provide
22 members with a ballot after they have signed in. Ballots cast in
23 advance of the meeting shall be marked and placed in a provided
24 envelope, on which the member will print their name and sign.
25 The Secretary will make a record of the names of all members
26 voting in advance, but the ballots and envelopes shall be
27 separated before counting, to preserve the secrecy of the
28 individual's vote.

29
30 All ballots cast, both at the meeting and in advance, shall be
31 collected by the Election Committee and the votes for each office
32 counted and confirmed. The election results shall be reported
33 back to the membership immediately upon conclusion of the
34 count.

35
36 **d. Installment of Officers and Oath of Office**

37 The newly-elected Officers of the organization and Directors at
38 Large shall be installed at the end of the meeting in which the
39 elections are held. They shall each respectively serve until their
40 successor is duly elected and qualified at the next regularly
41 scheduled election.

42
43 **Section 4 Eligibility to Hold Office**

44
45 A member shall have maintained active status in the organization
46 for at least two consecutive years immediately preceding an
47 election date to be eligible to hold an elected office.

48
49 The Board of Directors may waive this requirement to fill an office
50 that requires special skills or knowledge.

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Section 5 Terms of Office

Officers shall hold office for a term of two years or until a successor is elected.

Section 6 Removal from Office

An officer may be removed from office by the Board of Directors with cause, such as, but not limited to, neglect of duties.

Section 7 Resignation

An officer who wishes to resign shall notify the Secretary in writing, after which the Board shall declare the office vacant.

If for any reason the office of the President is vacated, the Vice President will assume this office. All other vacancies on the Board shall be filled by a majority vote of the Board within 30 days of the vacancy. The newly appointed officer shall serve until the next annual membership meeting and elections.

Article V Board of Directors

Section 1 Board Composition

The Board of Directors shall be composed of the officers of the organization as described in Article IV, Section 1.

A quorum for a Board of Directors meeting shall be six members of the Board, two of whom must be executive officers. One of the executive officers must be the President or Vice President.

Section 2 Board Meetings

The regularly scheduled meetings of the Board of Directors are the second Wednesday of each month.

The President may call meetings of the Board on an as needed-basis to conduct the affairs of the organization.

Section 3 Duties of the Board of Directors

a. Board Responsibilities

All affairs of the organization shall be managed under the authority of the Board of Directors, except as otherwise noted in these bylaws. A report on matters that substantially impact the finances or operation of the organization shall be presented by the Board to the membership and voted on at the next regular general membership meeting.

1
2 The Board shall authorize and oversee all competitions,
3 tournaments, and other activities in which fees are charged
4 or monies are collected or dispersed.
5

6 The Board shall be responsible for the enforcement of all
7 existing safety regulations and range rules as formulated by
8 the Board.
9

10 The Board is responsible for normal repairs and
11 replacements to all facilities including nominal
12 improvements. The Board may recommend to the
13 membership major additions to the facilities or to buy, sell,
14 trade, or dispose of real property.
15

16 The Board shall oversee the new member application
17 process and is the final approval authority for new
18 membership.
19

20 **b. Board Powers**

21 The Board of Directors may, except as otherwise required by
22 law or these bylaws, exercise all such powers and do all
23 such acts and things as may be exercised or done by the
24 organization, including, without limiting the generality of the
25 foregoing, the unqualified power:

- 26 1. To purchase or otherwise acquire any property, rights,
27 or privileges on such terms as it shall determine;
- 28 2. To authorize the creation, making, and issuance, in
29 such form as it may determine, of written obligations
30 of every kind, negotiable, or non-negotiable, secured
31 or unsecured, and do all things necessary in
32 connection therewith;
- 33 3. To remove any officer of the organization with or
34 without cause, and from time to time to devolve the
35 powers and duties of any officer upon any other
36 member for the time being;
- 37 4. To confer upon any officer of the organization the
38 power to appoint, remove, and suspend subordinate
39 officers and agents, and;
- 40 5. To adopt from time to time regulations not
41 inconsistent with the bylaws, for the management of
42 the organization's business and affairs.
43

44 **c. Limit of Spending Authority**

45 Except in the case of an emergency event, the Board of
46 Directors' expenditure authority for a specific repair or
47 improvement is limited to \$5,000 without prior approval by a
48 majority vote at a general membership meeting or a special
49 meeting of members. In the case of any emergency event,
50 the Board of Directors may authorize emergency

1 expenditures in an amount that they determine for good
2 and justifiable reasons is necessary in order to prevent
3 further harm or deterioration to property of the organization.
4

5
6 The Board shall first explore and evaluate voluntary in-house
7 capability among members for repairs and improvements. If
8 no voluntary in-house capability is identified, the Vice
9 President shall obtain at least two bids from outside vendors
10 for the work before authorization. In either event,
11 preauthorization by the Vice President shall be required for
12 any work that poses an expense to the organization beyond
13 the cost of materials or for any work regardless of cost that
14 materially alters the facility.
15

16 **d. Board Liabilities**

17 Under no circumstances shall any member of the Board of
18 Directors be held personally liable for any bills, expenses, or
19 other obligations, except in cases of malfeasance, nor shall
20 any member collect any monies or things of material value in
21 the name of the organization without authorization of the
22 Board.
23

24 **e. Right to Indemnification**

25 Each person who was or is made a party or is threatened to
26 be made a party to or is otherwise involved in any action,
27 suit, or proceeding, whether civil, criminal, administrative, or
28 investigative (hereinafter a "proceeding"), by reason of the
29 fact that the person was a Director or an officer of the
30 organization or is or was serving at the request of the
31 organization as a trustee, Director, officer, employee, or
32 agent of another corporation or of a partnership, joint
33 venture, trust, or other enterprise, including service with
34 respect to an employee benefit plan (hereinafter an
35 "indemnitee"), whether the basis of such proceeding is
36 alleged action in an official capacity as a trustee, Director,
37 officer, employee, or agent or in any other official capacity
38 while serving as a Director, officer, employee, or agent, shall
39 be indemnified and held harmless by the organization to the
40 fullest extent authorized by the Delaware General
41 Corporation Law, as the same exists or may hereafter be
42 amended (but, in the case of any such amendment permits
43 the organization to provide broader indemnification rights
44 than such law permitted the organization to provide prior to
45 such amendment), against all expense, liability and loss
46 (including attorney's fees, judgments, fines, ERISA excise
47 taxes or penalties and amounts paid in settlement)
48 reasonably incurred or suffered by such indemnitee in
49 connection therewith; provided, however, that, except as
50 provided in Article V, Section 3, with respect to proceedings

1 to enforce rights to indemnification, the organization shall
2 indemnify any such indemnitee in connection with a
3 proceeding (or part thereof) initiated by such indemnitee only
4 if such proceeding (or part thereof) was authorized by the
5 Board of Directors of the organization.
6

7 **f. Right to Advancement of Expenses**

8 The right to indemnification conferred in Article V, Section 3,
9 shall include the right to be paid by the organization the
10 expenses (including attorney's fees) incurred in defending
11 any such proceeding in advance of its final disposition
12 (hereinafter an "advancement of expenses"); provided,
13 however, that if the Delaware General Corporation Law
14 requires an advancement of expenses incurred by an
15 indemnitee in the person's capacity as a Director or officer
16 (and not in any other capacity in which service was or is
17 rendered by such indemnitee, including, without limitation,
18 service to an employee benefit plan) shall be made only
19 upon delivery to the organization of an undertaking
20 (hereinafter an "undertaking"), by or on behalf of such
21 indemnitee, to repay all amounts so advanced if it shall
22 ultimately be determined by final judicial decision from which
23 there is no further right to appeal (hereinafter a "final
24 adjudication") that such indemnitee is not entitled to be
25 indemnified for such expenses. The rights to indemnification
26 and to the advancement of expenses conferred in herein
27 shall be contract rights and such rights shall continue as to
28 an indemnitee who has ceased to be a Director, officer,
29 employee, or agent and shall inure to the benefit of the
30 indemnitee's heirs, executors, and administrators.
31

32 **g. Right of Indemnitee to Bring Suit**

33 If a claim under Article V, Section 3, is not paid in full by the
34 organization within 60 days after a written claim has been
35 received by the organization, except in the case of a claim
36 for an advancement of expenses, in which case the
37 applicable period shall be 20 days, the indemnitee may at
38 any time thereafter bring suit against the organization to
39 recover the unpaid amount of the claim. If successful in
40 whole or in part in any such suit, or in a suit brought by the
41 organization to recover an advancement of expenses
42 pursuant to the terms of an undertaking, the indemnitee shall
43 be entitled to be paid also the expense of prosecuting or
44 defending such suit. In (i) any suit brought by the indemnitee
45 to enforce a right to indemnification hereunder (but not in a
46 suit brought by the indemnitee to enforce a right to an
47 advancement of expenses) it shall be a defense that, and (ii)
48 in any suit brought by the organization to recover an
49 advancement of expenses pursuant to the terms of an
50 undertaking, the organization shall be entitled to recover

1 such expenses upon a final adjudication that, the
2 indemnitee has not met any applicable standard for
3 indemnification set forth in the Delaware General
4 Corporation Law. Neither the failure of the organization
5 (including its Board of Directors or independent legal
6 counsel) to have made a determination prior to the
7 commencement of such suit that indemnification of the
8 indemnitee is proper in the circumstances because the
9 indemnitee has met the applicable standard of conduct set
10 forth in the Delaware General Corporate Law, nor an actual
11 determination by the organization (including its Board of
12 Directors or independent legal counsel) that the indemnitee
13 has not met such applicable standard of conduct, shall
14 create a presumption that the indemnitee has not met the
15 applicable standard of conduct or, in the case of such a suit
16 brought by the indemnitee, be a defense to such suit. In any
17 suit brought by the indemnitee to enforce a right to
18 indemnification or to an advancement of expenses here
19 under, or brought by the organization to recover an
20 advancement of expenses pursuant to the terms of an
21 undertaking, the burden of proving that the indemnitee is not
22 entitled to be indemnified, or to such advancement of
23 expenses, shall be on the organization.
24

25 **h. Non-Exclusivity of Rights**

26 The rights to indemnification and to the advancement of
27 expenses conferred in Article V shall not be exclusive of any
28 other right which any person may have to hereafter acquire
29 under any statute, the organization's Certificate of
30 Incorporation, bylaws, agreement, vote of disinterested
31 Directors, or otherwise.
32

33
34 **i. Insurance**

35 The organization may, after approval by the Board of
36 Directors, maintain insurance, at its expense, to protect itself
37 and any Director, officer, employee, or agent of the
38 corporation or another corporation, partnership, joint venture,
39 trust, or other enterprise against any expense, liability, or
40 loss, whether or not the organization would have the power
41 to indemnify such person against such expense, liability, or
42 loss under the Delaware Generation Corporate Law.
43

44 **j. Indemnification of Employees and Agents of the
45 Organization**

46 The organization may, to the extent authorized from time to
47 time by the Board of Directors, grant rights to indemnification
48 and to the advancement of expenses to any employee or
49 agent of the organization to the fullest extent of the
50 provisions of Article V with respect to the indemnification and

1 advancement of expenses of Directors and officers of the
2 organization.
3
4

5 **Article VI Meetings**

6
7 **Section 1 Membership Meetings**

8 The dates of the general membership meetings are the third
9 Wednesday of the months of October, January, April, and July or as
10 near to those dates as is practical. The October meeting shall be
11 the annual meeting and annual elections shall be held at that
12 meeting.
13

14 **Section 2 Special Meetings**

15 The President or at least five other members of the Board may
16 request a special meeting of the Board to respond to emergency
17 situations.
18

19 A special meeting of the general membership may be called by the
20 President, by five other members of the Board, or by at least 10
21 members in good standing who may request, in writing, a special
22 meeting. If a special meeting is to be called, the Secretary shall
23 notify all members of the organization of the time, place, and
24 purpose of the meeting at least seven days in advance by postal
25 mail, e-mail, or fax.
26

27 At least five Board members are compelled to attend a special or
28 general membership meeting. Those board members absent shall
29 be considered to have relinquished their office unless a quorum
30 attends.
31

32 **Section 3 Quorum**

33 a. A quorum for membership meetings shall be a total of 25
34 members. At least five officers must be present, one of
35 whom must be the President or Vice President.
36

37 **Section 4 Order of Business for All Scheduled Meetings**

38
39 The order of business at scheduled meetings shall be as follows:
40

- 41 1. Call to order
- 42 2. Pledge of Allegiance
- 43 3. Report of the Secretary and minutes of the last meeting
- 44 4. Report of the Treasurer
- 45 5. Report of the Officers
- 46 6. Report of the Standing Committees
- 47 7. Reports of the Special Committees
- 48 8. Old business
- 49 9. New business
- 50 10. Remarks for the good of the organization

1 11. Adjournment
2

3 At any regularly scheduled General Membership Meeting, the
4 membership in attendance, a quorum being present, may entertain
5 and vote on a motion to suspend the Bylaws requirements for
6 meeting order, for the purpose of taking up a specific topic out of
7 normal order. Approval of said motion requires a majority vote, as
8 defined in Article VI, Section 5, Paragraph a. Following resolution
9 of the topic which is the subject of the motion, normal meeting order
10 is resumed, at the point at which it was interrupted.

11
12 **Section 5 Voting**
13

14 Voting in the organization shall be based on one vote for each
15 active, spousal, or honorary member in good standing. Good
16 standing means that all dues and assessments have been paid up
17 to date and the member is not under disciplinary restrictions.
18

19 The following definitions shall apply when referenced in other
20 sections of these bylaws:

- 21 a. **A majority vote** means more than half of the votes cast in the
22 affirmative by the members at a regular or special meeting of
23 the organization, a quorum being present. Blank ballots or
24 abstentions are not counted.
25 b. **A two-thirds vote** means two thirds of the votes cast in the
26 affirmative by the members at a regular or special meeting of
27 the organization, a quorum being present. Blank ballots or
28 abstentions are not counted.
29 c. **A majority vote of the Board of Directors** means more than
30 half of the votes cast in the affirmative by Board members at
31 a regular or special Board meeting, a quorum being present.
32 Blank ballots or abstentions are not counted.
33
34 d. In the case of disciplinary action, **a two-thirds vote of the**
35 **entire Board of Directors** means eight of eleven Board
36 members voting in the affirmative.
37

38 **Section 6 Cancellation of a Regularly Scheduled Meeting**
39

40 The Board of Directors may by a majority vote cancel a regularly
41 scheduled Board or membership meeting in the event of inclement
42 weather or other situations. The Secretary shall be responsible for
43 notifying members of the cancellation in a timely fashion by e-mail,
44 postal mail, telephone, and, in the case of inclement weather,
45 through local radio station announcements.
46
47
48
49
50

1 **Article VII** **Committees of the Board of Directors**

2
3 The Board of Directors, by a majority vote of the whole Board, may
4 from time to time designate committees of the Board, with lawfully
5 delegable powers and duties as it thereby confers, to serve at the

6
7 pleasure of the Board and shall, for those committees and any
8 others provided for herein, elect a Director or Directors to serve as
9 the committee member or members, designating, if it desires, other
10 Directors as alternative committee members who may replace any
11 absent or disqualified committee member at any meeting of the
12 committee. Unless otherwise provided by the Board of Directors in
13 designating the committee or electing its members, in the absence
14 or disqualification of any member of any committee and any
15 alternate committee member in his place, the member or members
16 of the committee present at the meeting and not disqualified from
17 voting, whether or not the member constitutes a quorum, may by
18 unanimous vote appoint another member of the Board of Directors
19 to act at the meeting in the place of the absent or disqualified
20 committee member.

21
22 **Article VIII** **Parliamentary Authority**

23
24 Board and membership meetings and any other special subjects
25 not addressed by current bylaws shall be guided by the principles
26 and procedures in Webster's New World, "Robert's Rules of Order,
27 Simplified and Applied," current edition.
28
29
30

31 **Article IX** **Disciplinary Procedures**

32
33 **Section 1** **Reporting Member Misconduct**

34
35 Any member may submit a written complaint against any other
36 member whose conduct allegedly has been detrimental to the best
37 interests and welfare of the organization. Misconduct reports must
38 be presented in writing to the Board of Directors. Reasons for
39 bringing such a report against a member may include, but are not
40 limited to, violating range safety rules, disruptive conduct, damaging
41 club facilities, violating guest privileges, or using club facilities for
42 personal gain.
43

44 **Section 2** **Investigating Misconduct Reports**

45
46 The Board of Directors shall investigate the misconduct report to
47 determine whether the allegations are valid. The Board may
48 discuss the allegations with the complainants and the accused. Any
49 information collected during the investigation shall be kept in
50 confidence. If the Board finds the allegations are not valid, a report

1 shall be prepared and a resolution made to clear the accused. If
2 the Board finds substantial evidence that the allegations are true,
3 the Board shall prefer charges against the accused member.
4

5 The Secretary shall notify the accused member in writing by
6 certified mail, return receipt, of the specific charges against him or
7 her, and the date, time, and location for the hearing before the
8 Board. The hearing shall take place no later than the next regularly
9 scheduled Board meeting. The Board may suspend the accused
10 member's privileges for cause until the hearing is completed.
11

12 **Section 3 Conducting the Hearing**

13
14 The Board of Directors shall conduct the hearing in executive
15 session. The President shall preside over the hearing except in
16 cases of conflict of interest. In such a case, the Vice President or
17 other Board member shall preside as designated by a majority of
18 the Board. At or before the beginning of the hearing, if the accused
19 acknowledges the misconduct, there is no need to proceed with the
20 hearing. If the accused member fails to appear for the hearing
21 without having requested a change at least 24 hours in advance of
22 the appointed time, the presiding officer shall enter a plea of
23 innocence on the member's behalf. The Board may proceed with
24 the hearing in the absence of the accused.
25

26 The accused member shall have the right to speak, present
27 witnesses in his or her defense, and be represented by another
28 member.
29

30 After all testimony is heard, the accused shall leave the room and
31 the Board shall vote on the charges. A two-thirds vote of the entire
32 Board (Article VI, Section 5) shall be required to (a) find the
33 accused guilty and (b) establish the disciplinary action appropriate
34 under the circumstances. The accused member shall be advised
35 verbally and in writing by certified mail within seven days of the
36 Board's decision and action taken.
37

38 **Section 4 Disciplinary Actions**

39
40 All disciplinary actions require a two-thirds vote of the entire Board
41 of Directors for affirmation:
42

- 43 a. Reprimand and/or probation: The Board of Directors may
44 issue a letter of reprimand to a member and/or place them
45 on probation for a time to be determined by the Board.
- 46 b. Suspension of privileges: The Board of Directors may
47 suspend the privileges of any member found guilty of
48 misconduct for any period of time without a refund of any
49 dues such member has paid for such period.

- 1 c. Expulsion from the organization: The Board of Directors
2 may expel a member from the organization. Once expelled, a
3 person is not eligible to reapply for membership.
4

5 **Section 5 Member's Right to Appeal**
6

7 A member shall have the right to appeal any disciplinary action
8 imposed by the Board of Directors to the general membership. The
9 request for an appeal must be made in writing to the Secretary
10 within 30 days of receipt of the written notification of the Board's
11 original decision and action.
12

13 The appeal hearing shall be conducted at a regularly scheduled or
14 special general membership meeting, but no later than the next
15 regularly scheduled meeting following receipt of the appeal. If the
16 written request for an appeal is received by the Secretary less than
17 seven days before the next regularly scheduled membership
18 meeting, the accused has the option of delaying the appeal hearing
19 to the following membership meeting. The Secretary shall notify the
20 member in writing by certified mail, return receipt, of the date, time,
21 and location for the appeal hearing.
22

23 At the beginning of the hearing, the charges shall be read and the
24 President or a designated Board member shall present the results
25 of its investigation, the decisions made, and disciplinary action
26 proposed.
27

28 The accused member shall have the right to speak, present
29 witnesses in his or her defense, and be represented by another
30 member.
31

32 After all testimony is heard, the accused shall leave the room and
33 the membership shall discuss and vote on the charges.
34

35 A majority vote shall be required to affirm an action of the Board to
36 reprimand and/or place on probation or suspend a member's
37 privileges. If the Board's decision is not affirmed, an alternative
38 action may be decided by the members present.
39

40 A two-thirds vote shall be required to affirm an action of the Board
41 to expel a member from the organization. If the Board's decision is
42 not affirmed, an alternative action may be decided by the members
43 present.
44

45 If a member elects not to appeal the Board's decision, the decision
46 shall stand and the Board shall notify the general membership of
47 the action taken without elaboration at the next regularly scheduled
48 general membership meeting.
49
50

1 **Article X Amending the Bylaws**

2
3 **Section 1 Bylaws Committee**

4
5 Responsibility for the maintenance of the Bylaws is delegated to the
6 Bylaws Committee. This Standing Committee is responsible, on an on-
7 going basis, for reviewing the current Bylaws for any conflicts or
8 inconsistencies between the articles and for managing the process for
9 amending the Bylaws.

10
11 The Board of Directors, by a majority vote, shall appoint the chairperson
12 and members of the Bylaws Committee. This committee shall consist of
13 three to five members, with at least one being a current member of the
14 Board of Directors. The committee chair shall not be a current member of
15 the Board of Directors and, if possible, at least one member of the
16 committee should have a legal background.

17
18
19 **Section 2 The Amending Process**

20
21 Changing the Bylaws must be a deliberate process, with clear delineation
22 of the proposed changes, to allow the membership to understand both the
23 “what” and the “why” of any amendment upon which they will be asked to
24 vote.

25
26 Any member or group of members may propose an amendment to the
27 Bylaws. The proposed amendment shall be presented in writing to the
28 Secretary, along with a written explanation of the perceived need or
29 rationale for the proposed changes. The Secretary shall then submit the
30 proposed amendment to the chairperson of the Bylaws Committee,

31
32 Proposed amendments must clearly show what language is being added
33 or deleted, and where, specifically, the changes will appear in the Bylaws.
34 The Bylaws Committee will work with the member to put the proposed
35 language into a format consistent with the existing format of the Bylaws,
36 with all additions and/or deletions clearly shown, in the correct places in
37 the Bylaws. The Bylaws Committee will ensure that the proposed changes
38 are clearly worded, are not subject to ambiguous interpretation, do not
39 create any inconsistencies or conflicts with other portions of the Bylaws,
40 and that they are consistent with the principles and procedures in the
41 governing version of “Robert’s Rules of Order, Simplified and Applied.”.

42
43 Once the Bylaws Committee has reviewed and confirmed the language,
44 syntax and location of the proposed changes with the member(s) wishing
45 to submit the amendment, it will prepare a formal write-up of the
46 amendment for submission to the club Secretary, by the member or
47 members requesting the change. The Secretary shall not accept, or allow
48 the first reading of, any proposed amendments which have not been
49 reviewed in advance with the Bylaws Committee.

1
2 Once the proposed amendment has been properly reviewed by the Bylaws
3 Committee and presented in writing to the Secretary, it shall be read,
4 along with the supporting rationale of the submitter(s), at the first regularly
5 scheduled general membership meeting following its receipt by the
6 Secretary. The proposed amendment shall then be posted in the club
7 room and on the organization's Web site for a period of not less than sixty
8 (60) days.
9

10 The proposed amendment shall be read and voted upon at the general
11 membership meeting immediately following the posting period. Members
12 shall be notified by postal mail or e-mail, at least seven (7) days in
13 advance of this meeting, that a vote shall take place on a proposed
14 amendment. The notice shall state the subject of the amendment, but
15 shall not necessarily detail the proposed changes, beyond providing a link
16 to the location of the posted language on the club web site.
17

18 A two-thirds (2/3) vote at the general membership meeting, as defined in
19 Article VI, Section 5, Paragraph b of the Bylaws of the Delaware Rifle and
20 Pistol Club, shall be required to approve the amendment.
21

22
23 **Article XI Dissolving and Liquidating the Organization**
24

25 Every effort shall be made to continue to meet the organization's
26 objectives and intended purposes. In the event that the organization can
27 no longer continue to operate and meet its objectives, the Board, by a
28 majority vote, shall recommend to the membership a course of action to
29 formally disband, dissolve, and otherwise liquidate the assets remaining
30 after all expenses have been met. To be effective, this recommendation
31 shall be ratified by a two-thirds vote at a special meeting called for the sole
32 purpose of voting on the recommendation to dissolve. The Secretary shall
33 notify all members by certified first-class mail at least 30 days in advance
34 of the purpose of the special meeting and the date, time, and location of
35 the meeting. If the Board's recommendation is ratified, the organizations'
36 available assets remaining after all expenses have been paid shall be
37 disbursed as follows: 50% to the National Rifle Association and 50% to the
38 Delaware State Sportsmen's Association.
39

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