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BYLAWS OF THE DELAWARE RIFLE AND PISTOL CLUB, INC.

Effective July 20, 2016

Supersedes all Bylaws prior to this date

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21

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.*

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BYLAWS OF THE DELAWARE RIFLE AND PISTOL CLUB, INC.

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

11
12 **Section 1** Name

13
14 The name of this organization shall be the Delaware Rifle and Pistol
15 Club, Inc.

16
17 **Section 2** Incorporation

18
19 The Delaware Rifle and Pistol Club is incorporated under the laws
20 of the State of Delaware as a nonprofit organization.

21
22 **Section 3** Seal

23
24 The corporate seal shall have inscribed thereon the name of the
25 corporation, the year of its founding, and the words "Corporate
26 Seal, Delaware." This seal may be used by impressing it on, affixing
27 it to, or reproducing it on all legal and official documents requiring
28 its use.

29
30 **Section 4** Fiscal and Membership Year

31
32 The organization's fiscal year is October 1 through September 30,
33 the same as the membership year.

34
35 **Article II** Objectives

36
37 The objectives of this organization are to:

- 38 a. Protect and promote the right of individuals to keep and bear
39 arms.
40 b. Encourage organized rifle and pistol shooting by United
41 States citizens and permanent legal residents.
42 c. Increase knowledge of the lawful and safe handling and
43 proper care of firearms.
44 d. Promote the proper use of firearms in marksmanship
45 programs, hunting, and self-defense.
46

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

3
4 **Section 1** **Eligibility for Membership**

5
6 Any citizen or **permanent** legal resident of the United States, aged
7 21 or older, and whose application for membership has been
8 approved by the Board of Directors, may become a member in
9 good standing upon payment of the initiation fee and the current
10 year's dues or prorated portion thereof, providing that the following
11 conditions are met:

- 12 a. Applicant shall be or become a member of the National Rifle
13 Association.
14 b. Applicant is not a member of any organization that has as
15 any part of its program the intent to overthrow the legal
16 government by force or violence.
17 c. Applicant has never been convicted of a crime of violence
18 and is not prohibited by the laws of the State of Delaware or
19 Federal Firearms Form 4473 from possessing a firearm.
20 d. Applicant has complied with the requirements of Article III,
21 Section 2.
22

23 The Board of Directors shall oversee the application process and is
24 the final approval authority for membership.
25

26 **Section 2** **Safety Qualification**

27
28 Prior to admittance as a member, each prospective member
29 shall attend a range safety course and pass a range shooting
30 qualification to ensure that all members are aware of the safe
31 handling procedures and rules regarding firearms,
32 ammunition, and shooting imposed by the organization.
33

34 **Section 3** **Classes of Membership**

35
36 There shall be five classes of membership:

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

44 All new active memberships are probationary for one year
45 from the date of admittance to the club, subject to review of
46 the member's compliance with all Bylaws and Range Rules
47 by the Board of Directors. A member may not bring guests to
48 shoot during his or her probationary period. Upon completing
49 the probationary year, the member must attend a guest
50 supervision training class to acquire guest privileges (re:

1 Article III, section 5a). During this probationary
2 period, any violation of the Bylaws or Range Rules may
3 result in cancellation of the membership by the Board for
4 cause. During this probationary period, the disciplinary
5 procedures in Article IX may not apply. Full membership
6 review and approval of the Board's decision to cancel a
7 membership during probation shall not be required.

8 **b. Spousal**

9 The spouse of any active member who otherwise meets the
10 requirements for membership may obtain the privileges and
11 responsibilities of active membership by payment of dues in
12 an amount equal to one-half the annual active membership
13 dues and shall meet all the other requirements of an active
14 member. The initiation fee shall be waived.

15 **c. Honorary**

16 Honorary memberships may be granted by the Board of
17 Directors to active members to recognize exceptional service
18 to the organization. An honorary member shall carry the full
19 rights of active membership, including the right to vote, hold
20 office, and possess a key, but shall be exempt from payment
21 of dues and assessments. No more than three such
22 honorary members may be appointed in any year, and the
23 number of honorary memberships shall not exceed five
24 percent of the membership at the time of any appointment.
25 Honorary memberships may be rescinded for cause, or
26 because the member moves from the area or resigns from
27 the organization.

28 **d. Military Service Inactive**

29 Any member in good standing at the time of the member's
30 entry into active duty service of the U.S. Armed Forces shall
31 be relieved of all dues and assessments for the duration of
32 such service, up to a maximum of four years, and a period of
33 90 days thereafter. This relief applies only if the member is
34 relocated beyond a 100-mile radius of the organization's
35 facility. If the military service member has been absent from
36 the area for more than three years, a safety reorientation
37 shall be required when the individual returns.

38 **e. Inactive**

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

43
44 **Section 4 Dues, Assessments, and Fees**

45
46 **a. New Member Initiation Fee**

47 The amount of annual dues, initiation fees, assessments,
48 and reinstatement fees shall be proposed by the Board of
49 Directors and approved by majority vote at a general
50 membership meeting. The Board may, in its discretion and

1 for good and justifiable reasons, waive dues,
2 assessments, and fees for any member.
3

4 Upon joining the organization, new members shall pay a
5 one-time nonrefundable initiation fee.
6

7
8 **b. Dues**

9 Dues and assessments are due on October 1 for the coming
10 fiscal year and payable no later than November 30 of that
11 year. The organization shall hold an annual Key Day during
12 which members may pay their annual dues and assessments
13 in person at the organization's facility. Key Day shall be held
14 on a Saturday prior to the annual membership meeting in
15 October.
16

17 The Secretary shall send upcoming dues and assessment
18 notices to all members within seven calendar days of the last
19 workday of the fiscal year. Dues and assessments must be
20 paid in full to be eligible for voting privileges in the general
21 membership meeting in October. Dues and assessments
22 may be paid immediately prior to the annual meeting to
23 preserve voting privileges.
24

25 On November 1, the Secretary shall notify those members
26 whose dues and assessments are in arrears that their
27 entrance keys have been shut off. On December 1, the
28 names of delinquent members shall be dropped from the
29 organization's rolls.
30

31 A new member who joins between January 1 and March 31
32 shall pay 70% of a full year's dues.
33

34 A new member who joins between April 1 and June 30 shall
35 pay 40% of a full year's dues.
36

37 A new member who joins between July 1 and September 30
38 shall pay a full year's dues for the following membership
39 year, but shall pay no dues for the membership year in which
40 they join the organization as a member.
41

42 **c. Assessments**

43 Members who do not fulfill the annual workday requirement
44 shall be assessed an amount in addition to the annual dues.
45 The assessment is payable at the time of dues renewal. New
46 members must fulfill the workday requirement in the year in
47 which they join to avoid assessment for the following year.
48

49 An inactive member applying for active status shall pay a
reinstatement fee and must fulfill the workday requirement

1 before the end of the first full year of membership.
2

3 **d. Waiver of Dues for Board Members**

4 Annual dues and workday requirements for members of the
5 Board of Directors shall be waived for services rendered at
6 the end of the fiscal year for which they held office, provided
7 they served a full term.
8

9 **Section 5 Membership Responsibilities and Privileges**

10
11 Applicant, if admitted to membership, shall fulfill the obligations of
12 good sportsmanship and citizenship.
13

14 **a. Guest Privileges and Policy**

15 After July 1, 2011, any new members wishing to bring guests
16 to the club to shoot must first attend a certification class designed to
17 ensure that our members have the knowledge and ability to properly
18 manage the activities of their guests. The certification class will be
19 developed and offered by the Director of Safety and Education and
20 must be approved by 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 until
24 June 30, 2012. After that date, their guest privileges will expire
25 unless they have successfully completed the certification class.
26

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

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

44 Children under the age of 21 and spouses of active members
45 are entitled to an unlimited number of visits as guests. Active
46 members may bring other guests who live within a 100-mile
47 radius of the facility up to four times per fiscal year. Guests
48 who live beyond a 100-mile radius of the facility are
49 permitted an unlimited number of visits. A member with guest
50 privileges may bring a guest, who has a membership

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

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

16
17 A member's guest privileges may be revoked temporarily or
18 permanently by the Board of Directors for violations of this
19 policy.
20

21 **b. Workdays**

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

28 **c. Facility Use**

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

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

47 **Section 6**

Readmittance

48
49 Members who requested inactive status may be reinstated within
50 the next three years by submitting a membership renewal

1 application and paying a reinstatement fee and current year's dues
2 or prorated portion thereof. If more than three years have passed
3 since active membership, the former member must reapply as a
4 new member and all conditions of a new member application shall
5 apply.
6

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

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

18 **Article IV Officers**

19 **Section 1 Officers**

20 The officers of the organization are the President, Vice President,
21 Secretary, Treasurer, Safety and Education Director, Shooting
22 Activities Director, Communications Director, Membership Director,
23 and three Directors at Large. The President, Vice President,
24 Secretary, and Treasurer shall constitute the Executive Officers.
25
26
27

28 **Section 2 Duties and Responsibilities of Officers**

29 The responsibilities of the officers are as follows:
30

- 31 **a. President**
32 The President shall preside over all meetings including those
33 of the Board of Directors. The President is authorized to
34 appoint Standing Committees. The President shall represent
35 the organization, act as the official spokesperson, and sign
36 all legal documents pertaining to the organization. The
37 President shall supervise the general activities of the
38 organization, subject to the oversight of the Board.
39
- 40 **b. Vice President**
41 The Vice President shall perform the duties of the President
42 in the absence of the President, and shall be responsible for
43 the maintenance of the physical property of the organization,
44 subject to oversight of the Board.
- 45 **c. Secretary**
46 The Secretary shall keep a true and complete record of all
47 meetings of the organization and all meetings of the Board of
48 Directors, and shall have custody of the papers and records
49 of the organization except for those maintained and kept by
50 the Treasurer as set forth below. The Secretary shall be

1 responsible for the collection of all fees and dues, and
2 shall remit same to the Treasurer. All applications for
3 membership in the organization shall be made to the
4 Secretary.

5 **d. Treasurer**

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

19
20 **e. Safety and Education Director**

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

28 **f. Shooting Activities Director**

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

37
38 All registered and unregistered rifle and pistol competitions
39 held by the organization shall be governed by the rules and
40 regulations of the National Rifle Association except in
41 instances where special rules are approved by the Board.

42
43 This Director, with the concurrence of the Board, is
44 responsible for determining fees, rules, and awards, if any, in
45 each shooting event. Notices of each shooting event shall be
46 sent out at least 30 days in advance, including the time, date,
47 cost, and awards, if any. Results of all matches either
48 registered or unregistered shall be posted on the range
49 bulletin board within seven days of each event and remain
50 posted for at least 30 days.

1
2 This Director shall provide a financial accounting of such
3 activities to the Board within 30 days of each event, unless
4 the time period is extended by the Board. This Director is
5 responsible for providing a report of each activity at the next
6 regularly scheduled Board meeting and general membership
7 meeting.
8

9 Match fees shall not be charged to shooters aged 18 years
10 or younger, to encourage more youth participation in the
11 sport.
12

13 **g. Membership Director**

14 The Membership Director shall be responsible for
15 maintaining the membership records, sending renewal
16 notices and dues and assessment arrears notices (as noted
17 in Article III, Section 4b), collecting all membership fees and
18 dues and remitting same to the Treasurer. The Membership
19 Director shall submit membership status reports at meetings
20 of the Board of Directors and the General Membership. All
21 applications for membership in the organization shall be
22 made to the Membership Director.
23

24 **h. Communications Director**

25 The Communications Director shall be responsible for all
26 communications to the membership including, but not limited
27 to newsletters, event notices, and any other relevant
28 notifications. The Communications Director shall also be
29 responsible for communications with outside organizations,
30 such as the news media and the general public, as directed
31 by the Board of Directors. The Communications Director
32 shall oversee maintenance of the Club web site.
33

34 **i. Directors at Large**

35 The three Directors at Large may be designated by the
36 President or the Board to oversee certain functions as the
37 need arises.
38

39 **Section 3 Nominations and Elections**

40
41 Officers shall be elected by a plurality of members voting at the
42 October meeting of the organization each year, a quorum being
43 present.
44

45 **Section 4 Eligibility to Hold Office**

46
47 A member shall have maintained active status in the organization
48 for at least two consecutive years immediately preceding an
49 election date to be eligible to hold an elected office.
50

1 The Board of Directors may waive this requirement to fill an office
2 that requires special skills or knowledge.

3
4 **Section 5 Terms of Office**

5
6 Officers shall hold office for a term of one year or until a successor
7 is elected.

8
9 **Section 6 Removal from Office**

10
11 An officer may be removed from office by the Board of Directors
12 with cause, such as, but not limited to, neglect of duties.

13 **Section 7 Resignation**

14
15 An officer who wishes to resign shall notify the Secretary in writing,
16 after which the Board shall declare the office vacant.

17
18 If for any reason the office of the President is vacated, the Vice
19 President will assume this office. All other vacancies on the Board
20 shall be filled by a majority vote of the Board within 30 days of the
21 vacancy. The newly appointed officer shall serve until the next
22 annual membership meeting and elections.

23
24 **Article V Board of Directors**

25
26 **Section 1 Board Composition**

27
28 The Board of Directors shall be composed of the officers of the
29 organization as described in Article IV, Section 1.

30
31 A quorum for a Board of Directors meeting shall be six members of
32 the Board, two of whom must be executive officers. One of the
33 executive officers must be the President or Vice President.

34
35 **Section 2 Board Meetings**

36
37 The regularly scheduled meetings of the Board of Directors are the
38 second Sunday of each month.

39
40 The President may call meetings of the Board on an as needed-
41 basis to conduct the affairs of the organization.

42
43 **Section 3 Duties of the Board of Directors**

44
45 **a. Board Responsibilities**

46 All affairs of the organization shall be managed under the
47 authority of the Board of Directors, except as otherwise
48 noted in these bylaws. A report on matters that substantially
49 impact the finances or operation of the organization shall be

1 presented by the Board to the membership and voted on
2 at the next regular general membership meeting.

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

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

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

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

21
22 **b. Board Powers**

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

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

45
46 **c. Limit of Spending Authority**

47 Except in the case of an emergency event, the Board of
48 Directors' expenditure authority for a specific repair or
49 improvement is limited to \$1,000 without prior approval by a
50 majority vote at a general membership meeting or a special

1 meeting of members. In the case of any emergency
2 event, the Board of Directors may authorize emergency
3 expenditures in an amount that they determine for good and
4 justifiable reasons is necessary in order to prevent further
5 harm or deterioration to property of the organization.
6

7 The Board shall first explore and evaluate voluntary in-house
8 capability among members for repairs and improvements. If
9 no voluntary in-house capability is identified, the Vice
10 President shall obtain at least two bids from outside vendors
11 for the work before authorization. In either event,
12 preauthorization by the Vice President shall be required for
13 any work that poses an expense to the organization beyond
14 the cost of materials or for any work regardless of cost that
15 materially alters the facility.
16

17 **d. Board Liabilities**

18 Under no circumstances shall any member of the Board of
19 Directors be held personally liable for any bills, expenses, or
20 other obligations, except in cases of malfeasance, nor shall
21 any member collect any monies or things of material value in
22 the name of the organization without authorization of the
23 Board.
24

25 **e. Right to Indemnification**

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

1 provided in Article V, Section 3, with respect to
2 proceedings to enforce rights to indemnification, the
3 organization shall indemnify any such indemnitee in
4 connection with a proceeding (or part thereof) initiated by
5 such indemnitee only if such proceeding (or part thereof) was
6 authorized by the Board of Directors of the organization.
7

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

9 The right to indemnification conferred in Article V, Section 3,
10 shall include the right to be paid by the organization the
11 expenses (including attorney's fees) incurred in defending
12 any such proceeding in advance of its final disposition
13 (hereinafter an "advancement of expenses"); provided,
14 however, that if the Delaware General Corporation Law
15 requires an advancement of expenses incurred by an
16 indemnitee in the person's capacity as a Director or officer
17 (and not in any other capacity in which service was or is
18 rendered by such indemnitee, including, without limitation,
19 service to an employee benefit plan) shall be made only
20 upon delivery to the organization of an undertaking
21 (hereinafter an "undertaking"), by or on behalf of such
22 indemnitee, to repay all amounts so advanced if it shall
23 ultimately be determined by final judicial decision from which
24 there is no further right to appeal (hereinafter a "final
25 adjudication") that such indemnitee is not entitled to be
26 indemnified for such expenses. The rights to indemnification
27 and to the advancement of expenses conferred in herein
28 shall be contract rights and such rights shall continue as to
29 an indemnitee who has ceased to be a Director, officer,
30 employee, or agent and shall inure to the benefit of the
31 indemnitee's heirs, executors, and administrators.
32

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

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

1 undertaking, the organization shall be entitled to recover
2 such expenses upon a final adjudication that, the indemnitee
3 has not met any applicable standard for indemnification set
4 forth in the Delaware General Corporation Law. Neither the
5 failure of the organization (including its Board of Directors or
6 independent legal counsel) to have made a determination
7 prior to the commencement of such suit that indemnification
8 of the 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
19 hereunder, 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.

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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

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advancement of expenses of Directors and officers of the organization.

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Article VI Meetings

Section 1 Membership Meetings

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

Section 2 Special Meetings

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

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

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

Section 3 Quorum

a. A quorum for membership meetings shall be a total of 15 members. At least five officers must be present, one of whom must be the President or Vice President.

Section 4 Order of Business for All Scheduled Meetings

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

1. Call to order
2. Pledge of Allegiance
3. Report of the Secretary and minutes of the last meeting
4. Report of the Treasurer
5. Report of the Officers
6. Report of the Standing Committees
7. Reports of the Special Committees
8. Old business
9. New business
10. Remarks for the good of the organization
11. Adjournment

1
2 **Section 5 Voting**
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4 Voting in the organization shall be based on one vote for each
5 active, spousal, or honorary member in good standing. Good
6 standing means that all dues and assessments have been paid up
7 to date and the member is not under disciplinary restrictions.
8

9 The following definitions shall apply when referenced in other
10 sections of these bylaws:

- 11 a. **A majority vote** means more than half of the votes cast in the
12 affirmative by the members at a regular or special meeting of
13 the organization, a quorum being present. Blank ballots or
14 abstentions are not counted.
15 b. **A two-thirds vote** means two thirds of the votes cast in the
16 affirmative by the members at a regular or special meeting of
17 the organization, a quorum being present. Blank ballots or
18 abstentions are not counted.
19 c. **A majority vote of the Board of Directors** means more than
20 half of the votes cast in the affirmative by Board members at
21 a regular or special Board meeting, a quorum being present.
22 Blank ballots or abstentions are not counted.
23
24 d. In the case of disciplinary action, **a two-thirds vote of the**
25 **entire Board of Directors** means eight of eleven Board
26 members voting in the affirmative.
27

28 **Section 6 Cancellation of a Regularly Scheduled Meeting**
29

30 The Board of Directors may by a majority vote cancel a regularly
31 scheduled Board or membership meeting in the event of inclement
32 weather or other situations. The Secretary shall be responsible for
33 notifying members of the cancellation in a timely fashion by e-mail,
34 postal mail, telephone, and, in the case of inclement weather,
35 through local radio station announcements.
36

37 **Article VII Committees of the Board of Directors**
38

39 The Board of Directors, by a majority vote of the whole Board, may
40 from time to time designate committees of the Board, with lawfully
41 delegable powers and duties as it thereby confers, to serve at the
42 pleasure of the Board and shall, for those committees and any
43 others provided for herein, elect a Director or Directors to serve as
44 the committee member or members, designating, if it desires, other
45 Directors as alternative committee members who may replace any
46 absent or disqualified committee member at any meeting of the
47 committee. Unless otherwise provided by the Board of Directors in
48 designating the committee or electing its members, in the absence
49 or disqualification of any member of any committee and any
50 alternate committee member in his place, the member or members

1 of the committee present at the meeting and not disqualified
2 from voting, whether or not the member constitutes a quorum, may
3 by unanimous vote appoint another member of the Board of
4 Directors to act at the meeting in the place of the absent or
5 disqualified committee member.

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7 **Article VIII Parliamentary Authority**

8
9 Board and membership meetings and any other special subjects
10 not addressed by current bylaws shall be guided by the principles
11 and procedures in Webster’s New World, “Robert’s Rules of Order,
12 Simplified and Applied,” current edition.
13

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16 **Article IX Disciplinary Procedures**

17
18 **Section 1 Reporting Member Misconduct**

19
20 Any member may submit a written complaint against any other
21 member whose conduct allegedly has been detrimental to the best
22 interests and welfare of the organization. Misconduct reports must
23 be presented in writing to the Board of Directors. Reasons for
24 bringing such a report against a member may include, but are not
25 limited to, violating range safety rules, disruptive conduct, damaging
26 club facilities, violating guest privileges, or using club facilities for
27 personal gain.
28

29 **Section 2 Investigating Misconduct Reports**

30
31 The Board of Directors shall investigate the misconduct report to
32 determine whether the allegations are valid. The Board may
33 discuss the allegations with the complainants and the accused. Any
34 information collected during the investigation shall be kept in
35 confidence. If the Board finds the allegations are not valid, a report
36 shall be prepared and a resolution made to clear the accused. If the
37 Board finds substantial evidence that the allegations are true, the
38 Board shall prefer charges against the accused member.
39

40 The Secretary shall notify the accused member in writing by
41 certified mail, return receipt, of the specific charges against him or
42 her, and the date, time, and location for the hearing before the
43 Board. The hearing shall take place no later than the next regularly
44 scheduled Board meeting. The Board may suspend the accused
45 member’s privileges for cause until the hearing is completed.
46

47 **Section 3 Conducting the Hearing**

48
49 The Board of Directors shall conduct the hearing in executive
50 session. The President shall preside over the hearing except in

1 cases of conflict of interest. In such a case, the Vice President
2 or other Board member shall preside as designated by a majority of
3 the Board. At or before the beginning of the hearing, if the accused
4 acknowledges the misconduct, there is no need to proceed with the
5 hearing. If the accused member fails to appear for the hearing
6 without having requested a change at least 24 hours in advance of
7 the appointed time, the presiding officer shall enter a plea of
8 innocence on the member's behalf. The Board may proceed with
9 the hearing in the absence of the accused.

10
11 The accused member shall have the right to speak, present
12 witnesses in his or her defense, and be represented by another
13 member.

14
15 After all testimony is heard, the accused shall leave the room and
16 the Board shall vote on the charges. A two-thirds vote of the entire
17 Board (Article VI, Section 5) shall be required to (a) find the
18 accused guilty and (b) establish the disciplinary action appropriate
19 under the circumstances. The accused member shall be advised
20 verbally and in writing by certified mail within seven days of the
21 Board's decision and action taken.

22 23 **Section 4 Disciplinary Actions**

24
25 All disciplinary actions require a two-thirds vote of the entire Board
26 of Directors for affirmation:

- 27
28 a. Reprimand and/or probation: The Board of Directors may
29 issue a letter of reprimand to a member and/or place them
30 on probation for a time to be determined by the Board.
31 b. Suspension of privileges: The Board of Directors may
32 suspend the privileges of any member found guilty of
33 misconduct for any period of time without a refund of any
34 dues such member has paid for such period.
35 c. Expulsion from the organization: The Board of Directors may
36 expel a member from the organization. Once expelled, a
37 person is not eligible to reapply for membership.

38 39 **Section 5 Member's Right to Appeal**

40
41 A member shall have the right to appeal any disciplinary action
42 imposed by the Board of Directors to the general membership. The
43 request for an appeal must be made in writing to the Secretary
44 within 30 days of receipt of the written notification of the Board's
45 original decision and action.

46
47 The appeal hearing shall be conducted at a regularly scheduled or
48 special general membership meeting, but no later than the next
49 regularly scheduled meeting following receipt of the appeal. If the
50 written request for an appeal is received by the Secretary less than

1 seven days before the next regularly scheduled membership
2 meeting, the accused has the option of delaying the appeal hearing
3 to the following membership meeting. The Secretary shall notify the
4 member in writing by certified mail, return receipt, of the date, time,
5 and location for the appeal hearing.
6

7 At the beginning of the hearing, the charges shall be read and the
8 President or a designated Board member shall present the results
9 of its investigation, the decisions made, and disciplinary action
10 proposed.

11 The accused member shall have the right to speak, present
12 witnesses in his or her defense, and be represented by another
13 member.
14

15 After all testimony is heard, the accused shall leave the room and
16 the membership shall discuss and vote on the charges.
17

18 A majority vote shall be required to affirm an action of the Board to
19 reprimand and/or place on probation, or suspend a member's
20 privileges. If the Board's decision is not affirmed, an alternative
21 action may be decided by the members present.
22

23 A two-thirds vote shall be required to affirm an action of the Board
24 to expel a member from the organization. If the Board's decision is
25 not affirmed, an alternative action may be decided by the members
26 present.
27

28 If a member elects not to appeal the Board's decision, the decision
29 shall stand and the Board shall notify the general membership of
30 the action taken without elaboration at the next regularly scheduled
31 general membership meeting.
32

33 **Article X**

34 **Amending the Bylaws**

35 Any member may propose an amendment to the bylaws. The
36 proposed amendment shall be presented in writing to the Secretary.
37

38 The proposed amendment shall be read at the first regularly
39 scheduled general membership meeting following its receipt by the
40 Secretary. The proposed amendment shall then be posted in the
41 club room and on the organization's Web site for a period of not
42 less than 60 days.
43

44 The proposed amendment shall be read and voted upon at the
45 general membership meeting immediately following the posting
46 period. Members shall be notified by postal mail or e-mail at least
47 seven days in advance of this meeting that a vote shall take place
48 on a proposed amendment. The notice shall state the subject of the
49 amendment but shall not necessarily detail the proposed changes
50

1 to the bylaws. A two-thirds vote at a general membership
2 meeting shall be required to approve the amendment.

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4 Revisions to these bylaws and any issues not covered by the
5 bylaws shall be guided by the principles and procedures in
6 Webster's New World, "Robert's Rules of Order, Simplified and
7 Applied," current edition.
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10 **Article XI Dissolving and Liquidating the Organization**

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