

BYLAWS OF

Rivanna Rifle and Pistol Club, Incorporated

ADOPTED APRIL 14, 2011

AMENDED NOVEMBER 10, 2011

AMENDED NOVEMBER 8, 2012

AMENDED NOVEMBER 12, 2015

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AMENDED NOVEMBER 9, 2023

1 MEMBERS AND ASSOCIATES

1.0 General Qualifications for all Club Affiliation.

To be eligible to become a Member or Associate (both “Member” and “Associate” are defined in Section 1.2 below) of the Rivanna Rifle and Pistol Club, Inc. (hereinafter the “Club”), one must:

- be a citizen of the United States of America, or resident alien;
- be eighteen years of age or older;
- apply to become an Associate according to any procedures outlined in these Bylaws; and
- pay any applicable dues and/or fees as established by the Board of Directors.

1.1 New Applicants for Club Affiliation.

- 1.1.1** An applicant for affiliation must attend a regular meeting of the Club.
- 1.1.2** The applicant will submit a completed application form and pay the application fee, as determined by the Board of Directors.
- 1.1.3** The applicant must attend an orientation session covering the general operation, range rules and safety procedures of the Club prior to being accepted as an Associate.
- 1.1.4** After due consideration and investigation by the Club Membership Committee, if found worthy, the applicant shall be requested to attend the next regular meeting of the Club at which meeting the Members of the Club shall vote to approve or reject the applicant as an Associate. An applicant receiving a majority of the votes of the Members present and voting in favor at such meeting will be granted Associate status in the Club after payment of the annual dues as determined by the Board of Directors.

1.2 Types of Club Affiliation: Members and Associates. Members, Associates, NonResident Associates and Family Associates, as more specifically defined in this subsection 1.2, of the Club are collectively referred to herein as “Members and Associates” or “Members or Associates”.

1.2.1 Members.

- 1.2.1.1 Members have authority to vote on certain Club matters as described herein.
- 1.2.1.2 Members may run for Club offices and may serve on the Board of Directors of the Club.
- 1.2.1.3 The number of Members shall be limited to 125.
- 1.2.1.4 Associates are eligible to become Members only after serving for a minimum of one year as an Associate.
- 1.2.1.5 To become a Member, an Associate must submit a written application to the Board of Directors requesting his or her Club status be changed to that of Member; and the Board of Directors must approve such request. The Board of Directors shall determine the form of such application and the same shall be kept by the Secretary.
- 1.2.1.6 The Board of Directors will act on applications to become a Member after considering factors including, but not limited to, degree of participation in Club activities and compliance with Club policies, procedures and range rules.
- 1.2.1.7 If an Associate’s application for Member status is approved, then the applicant will pay a fee to be determined by the Board of Directors.
- 1.2.1.8 If an Associate requests to become a Member and there are currently 125 Members, then such Associate’s name shall be added to the list of Associates requesting a change of status to that of Member; and such list is to be kept by the Membership Chairperson or the Secretary. Upon removal, resignation or other action causing the number of Members to go below 125, the Board of Directors shall act upon the application of the Associate who has been on the list for the longest period of time.
- 1.2.1.9 Members who move outside of a 75 mile radius of Club property can apply to be Non-Resident Associates as described in Section 1.2.3, however Non-Resident Associates lose their status as a Club Members and the rights associated there with.

1.2.2 Associates.

- 1.2.2.1 All new applicants to the Club shall enter the Club as Associates.
- 1.2.2.2 Associates shall not be permitted the right to vote in any Club matters, and shall not hold office or be on the Board of Directors of the Club.
- 1.2.2.3 There is no limit on the number of Associates. No board shall limit the amount of associates without approval of the membership.
- 1.2.2.4 Associates who move outside of a 75 mile radius of Club property can apply to be Non-Resident Associates as described in Section 1.2.3,

however Non-Resident Associates lose their status as Club Associates and the rights associated there with.

1.2.3 Non-Resident Associates.

- 1.2.3.1 Non-Resident Associates shall not be permitted the right to vote in any Club matters, and shall not hold office or be on the Board of Directors of the Club.
- 1.2.3.2 Members or Associates in good standing who move beyond a 75 mile radius of the Club property may, upon application to, and approval of the Board of Directors, be granted a Non-Resident Associate status.
- 1.2.3.3 Non-Resident Associates dues are determined by the Board of Directors.
- 1.2.3.4 Upon payment of the prevailing dues and fees for an Associate, the Non-Resident Member will become an Associate and have the status and rights of an Associate.
- 1.2.3.5 There is no limit on the number of Non-Resident Associates.

1.2.4 Family Associates.

- 1.2.4.1 Family Associates must be immediate family of Members or Associates in good standing with the Club. Immediate family is defined as a spouse, parent, sibling or child of any Member or Associate, and residing in the same household as such Member or Associate. The General Requirements of Section 1.0 apply to Family Associates. Application requirements will be the same as for that of an Associate.
- 1.2.4.2 Family Associates shall not be permitted the right to vote in any Club matters, and shall not hold office or be on the Board of Directors of the Club.
- 1.2.4.3 A Family Associate's status may be upgraded to Associate by paying the prevailing dues and fees of an Associate.
- 1.2.4.4 Family Associates dues are determined by the Board of Directors.
- 1.2.4.5 There shall be no limit on the number of Family Associates.
- 1.2.4.6 There shall be no limit on the number of Family Associates associated with any one Club Member or Associate.

1.2.5 Life Members and Life Associates.

- 1.2.5.1 Life Members and Life Associates are those individuals who have been granted a special honorary status based upon their meritorious service to the club.
- 1.2.5.2 Life Members and Life Associates are not required to pay dues.
- 1.2.5.3 The selection criteria for Life Members and Life Associates are determined by the Board of Directors.
- 1.2.5.4 Except as otherwise noted herein, a Life Member has all the rights, privileges and duties of a Member and a Life Associate has all the rights, privileges and duties of an Associate.

1.3 Dues.

1.3.1 Amount of Dues. All Club dues, application, initiation or other fees related to membership or association shall be determined by the Board of Directors and may be changed from time to time. No board shall raise dues by more than 10% in any one year, without approval of the membership.

1.3.2 Timing of Payment of Dues and Late Payments.

1.3.2.1 Dues shall be payable in a single annual installment on or about January 1 of each year.

1.3.2.2 Dues shall be paid no later than January 31st. Any Member or Associate who does not pay their dues by January 31st shall be considered to be in arrears and will lose all Member or Associate rights, will be removed from the Club roles, and will not be given access to the Club property.

1.3.2.3 A Member or Associate in arrears may again obtain their status as a Member or Associate, respectively, in good standing up until the 1st of March for that year by paying their dues, in full, plus a penalty amount to be set by the Board of Directors.

1.3.3 Forfeiture of Club Membership or Association for Non-payment of Dues, Fees, or other Charges and Reinstatement. A Member or Associate in arrears after March 1st of the year forfeits his or her status as a Member or Associate and any rights associated therewith; but, may request readmission to the Club using the procedures for new applicants in Section 1.1 above, including paying the application fee. If approved, the applicant shall pay the proportionate share of dues for the remainder of the calendar year, at which time the applicant shall be reinstated as an Associate, Non-Resident Associate or Family Associate. A member will be reinstated as an Associate and will have to be an Associate for at least one (1) year from such reinstatement before applying to be a Member under section 1.2.1.

1.4 Resignation. A Member or Associate in good standing who leaves the Club and provides the Board of Directors with a letter of resignation shall be allowed to apply to rejoin the Club at any time with no penalty as an Associate, using the procedures for new applicants in Section 1.1. Paying the application fee upon rejoining shall not be required if the applicant, or the Club, can produce evidence of the resignation in good standing. The Club is under no obligation to maintain records of resignations, but may have them.

1.5 Guests. Club Members and Associates are allowed to bring guests to the Club subject to certain conditions and restrictions as determined by the Board of Directors. The Board of Directors shall have a written set of policies, procedures, rules or otherwise for guest access to Club Property and such shall be maintained by the Secretary and available to Club Members and Associates.

1.6 Special Cases. Any special cases regarding Club Members and Associates not covered herein, shall be resolved by the Board of Directors; if any vote shall be required then a majority of a quorum of the Board of Directors voting in favor of an action carries the same.

1.7 Member Meetings.

1.7.1 Annual Meetings.

1.7.1.1 The annual meeting of the Club Members shall be held in the city of Charlottesville, Virginia, or in the County of Albemarle, Virginia, for the purpose of election of the Officers and to fill the vacancies on the Board of Directors for those the Directors whose terms are up at the end of the current calendar year.

1.7.1.2 This meeting will be held on the second Thursday of November each year.

1.7.1.3 **Nominations.**

1.7.1.3.1 The Board of Directors will appoint a nominating committee, which consists of three (3) or more Club Members, not later than the August meeting of the Board of Directors. No member of the nominating committee may accept a nomination in the same year they serve on the committee. Names of the committee members will be printed in the September Club newsletter.

1.7.1.3.2 The nominating committee shall make a report at the regular October meeting of the Club Members on the Members who are running for office or a position on the Board of Directors.

1.7.1.3.3 Nominations for officer or director by Members will be accepted from the floor at the October regular meeting only. The full list of candidates for office or director positions will be published in the next Club newsletter timed to reach all Club Members before the Annual Meeting of the Club Members.

1.7.1.3.4 A roster of Members will be provided to any candidate requesting it after he or she is formally nominated at the October regular meeting.

1.7.1.4 **Election of Officers.**

1.7.1.4.1 Each office will be voted on separately in this order: President, Vice President, Secretary, and Treasurer.

1.7.1.4.2 No candidate for office is to be elected except by a majority of votes of the Members present at the Annual Meeting and voting. If a candidate for an office receives a majority vote, he or she is declared elected. If none of the candidates for an office receive a majority, then candidate with the fewest votes will be dropped, and the vote taken again. This will continue until a candidate for the office receives a majority and the position is filled.

1.7.1.4.3 Proxy and absentee votes are not allowed.

1.7.1.5 Election of Directors.

1.7.1.5.1 As the terms of the respective elected directors' end, elections shall be held at the Annual Meeting of the Club by the then current Members.

1.7.1.5.2 No candidate for Director is to be elected except by at minimum a majority of votes of the Members present at the Annual Meeting and voting. Members will vote for as many candidates as there are vacancies on the Board of Directors for the upcoming year; however a member may only vote for each candidate once per voting round (therefore if there are three vacancies a member may vote for no more than three candidates and may not vote for a candidate multiple times in any one voting round). If any candidate for Director receives a majority vote, he or she is declared elected; except if more candidates than vacancies receive a majority of the votes, then only those candidates receiving the greatest number of votes will fill be elected to the Board of Directors. If a Director position(s) remain(s) unfilled after any round of voting, then the candidate(s) with the fewest votes will be dropped, and another voting round will commence where the members will vote on the number of vacancies still remaining. This will continue until a director has been elected to fill every vacancy on the Board of Directors.

1.7.1.5.3 Proxy votes are not allowed.

1.7.2 Regular Meetings of the Club Members. The Club Members shall meet on the 2nd Thursday of each month to discuss Club business.

1.7.3 Special Meetings of the Club Members. The President, a majority of board the directors, or the Members by petition in writing signed by not less than one-third (1/3) of the Members may call a special meeting of the Club Members, which will be held at such time and in such place within the city of Charlottesville, Virginia, or in the County of Albemarle, Virginia as is designated by the person or persons calling the meeting.

1.7.4 Notice. The Club shall notify Members of the date, time and place of each Annual and Special Club Members' meeting. Such notice shall be given no less than 10 nor more than 60 days before the meeting date except that notice of a meeting to act on an amendment of the Articles of Incorporation, a plan of merger, domestication, a proposed sale of assets pursuant, or the dissolution of the Club shall be given not less than 25 nor more than 60 days before the meeting date. Notice of a Special Meeting shall state the purpose(s) for which the meeting is called.

Notice shall be in writing except that notice or other communication may be delivered by electronic transmission if first consented to by the Member in writing. Such written consents to receive electronic communications shall include the member's electronic address and shall remain on file in the records of the Club to be maintained by the Secretary. Each Member who consents to receive electronic transmissions is responsible for notifying the Secretary of any change in their electronic address. Any Member's consent to receive electronic transmission in lieu of written notices may be revoked by

the Member by written or electronic notice to the person to whom the consent was initially delivered or to the Secretary of the Club. Any such consent to receive electronic transmission is deemed revoked if (i) the Club is unable to deliver two (2) consecutive electronic transmissions given by the Club in accordance with the consent and (ii) such inability becomes known to the Secretary or an assistant secretary of the Club or other person responsible for the giving of notice or other communications. However, an inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Receipt of an electronic acknowledgement from an information processing system establishes that an electronic transmission was received. An electronic transmission is received when it enters an information processing system that the recipient has designated or uses for the purpose of receiving electronic transmissions or information of the type sent, and from which the recipient is able to retrieve the electronic transmission; and is in a form capable of being processed by that system. A written notice mailed postage prepaid and correctly addressed to a member is effective upon deposit in the United States mail. An electronic transmission is effective when received.

1.7.5 Quorum. One-fifth of the Members of the Club shall constitute a quorum at any Regular, Other or Special Meeting. Notwithstanding any provision contained herein, all actions requiring a vote by the Members of the Club require at minimum a quorum of Members be in attendance at such meeting for such vote to be valid, unless otherwise provided by these Bylaws. Exception – Strictly for the purposes of voting in new associates at the Regular monthly meetings as defined in 1.7.2., a quorum shall be one-tenth of the Members of the Club.

1.7.6 Order of Business. The Order of Business at all meetings of the Club shall normally be as follows: determination of a Quorum; report of the Board of Directors, if applicable; report of any Officers, if applicable; report of any Committees, if applicable; Old Business; New Business.

1.7.7 Compensation. The officers are not compensated for their services.

2 DIRECTORS

2.0 Qualifications; Number; Term of Office. The Board of Directors will have seven (7), elected directors (the “elected directors”). Each elected director will serve a three year term. The terms of the elected directors are staggered. The President, Vice-President, Secretary and Treasurer of the Club shall also be directors on the Board of Directors for their respective terms of office (the “officer directors”) during their terms of office. The Board of Directors may never contain more than a maximum of eleven Club Members total. The number of terms a director may serve is unlimited. A director must be a Member of the Club in good standing. All terms of office begin on January 1 and end on December 31.

- 2.1 General Powers.** The Board of Directors will be responsible for the exercise of all corporate powers. The Board of Directors shall also have general supervision and control over all activities of the Club. The actual exercise of powers may be delegated to such officers or agents of the Club as the Board of Directors may designate.
- 2.2 Removal.** The Club Members may remove any Board Member at any time with or without cause at a special meeting called for that purpose upon a two-third (2/3) vote of a quorum of the Members. Any director will be removed from the Board of Directors if they are removed or suspended as a Club Member pursuant to Section 7 of these Bylaws.
- 2.3 Vacancies.** Any vacancy on the Board of Directors or in an Officer position may be filled until the next annual meeting of the Club Members by the vote of a majority of directors then in office. Notwithstanding the foregoing, if more than one vacancy, including vacancies of officer positions and vacancies of elected directors, exists at the same time, then a special meeting of the Club Members must be called and new officer(s) and/or director(s) must be elected by the Members of the Club to fill such vacancies. These elected replacements shall serve as officer(s) or director(s), respectively, for the remainder of the term of whomever he or she replaces. The applicable voting principles of section 1.7.1.4 and 1.7.1.5, hereunder shall apply to any election under this Section 2.3.
- 2.4 Compensation.** The directors are not compensated for their services.
- 2.5 Regular Meetings; Other Meetings.**
- 2.5.1 Regular Meetings.** The Board of Directors will meet at least once a month on the 3rd Thursday of the month to set the membership of any standing committees and to act upon such other matters as come before the meeting. Such meeting will be held at such time and such place, in either the City of Charlottesville, Virginia or the County of Albemarle, Virginia. By resolution, the Board of Directors may establish another time and place for any regular meeting for any month.
- 2.5.2 Other Meetings.** The Board of Directors may also establish a schedule for other meetings. Other meetings will be held at such time of day and in such place, either inside or outside of Virginia, as the President decides. The Secretary shall notify the directors of all regular, other and special meetings.
- 2.5.3 Order of Business.** At any meeting of the Board of Directors the order of business shall be: determination of quorum; reading and disposal of any unapproved minutes; report of the treasurer; reports of the committees, if any; old business; and new business.

- 2.6 Special Meetings.** The President, a majority of board the directors, or the Members by petition in writing signed by not less than one-third (1/3) of the Members may call a special meeting of the Board of Directors, which will be held at such time and in such place, in either the City of Charlottesville, Virginia or the County of Albemarle, Virginia, as is designated by the person or persons calling the meeting.
- 2.7 Notice of Meetings; Waiver of Notice.**
- 2.7.1 When Notice Not Required.** Notice is not required for regular meetings of the Board of Directors.
- 2.7.2 When Notice Required.** Notice will be given at least seven (7) day(s) before a special meeting, if notice is given by mail or by telegram, or at least 48 hours before a special meeting, if notice is given in person, by telephone, by facsimile transmission or by electronic mail. The notice will state the time, place and purpose of the meeting. Notice given by mail or telegram will be deemed given when sent. Notice given in person or by telephone will be deemed given when actually communicated to the person who is to be notified. Notice by facsimile transmission or by electronic mail will be deemed to be given according to the indication of transmission which regularly accompanies the manner of giving such notice. Notice of any meeting may be given differently to different directors.
- 2.7.3 Waiver of Notice.** A director may waive notice of any special meeting and any defect in any notice by giving a written waiver to the Secretary for inclusion with the minutes or other records of the Club. Such waiver may be given either before or after the meeting has been held. Attendance at a meeting by a director constitutes a waiver of notice or of any defect in a notice, unless the director objects to the holding of the meeting at the beginning of the meeting.
- 2.8 Quorum; Required Vote.** A majority of the directors provided in these Bylaws will constitute a quorum. If a quorum is present at any meeting of directors, any action may be approved by the affirmative vote of a majority of those present, unless otherwise provided by these Bylaws.
- 2.9 Taking Action without a Meeting.** Any action which may be or is required to be taken by vote of the directors may be taken without a meeting if all directors approve the action in writing. All directors do not have to sign the same writing in order for the action to be effective. The action will be effective as of the date stated in the writing(s) both signed and dated by directors or, if not stated in the writing(s), when the last writing is signed. No director may revoke any written consent once all directors have signed a consent for the action. Action taken by written consent of the directors may be certified for any purpose to have been duly taken at a meeting of directors on the date the action is effective.

2.10 Conflicts of Interest. A director is considered to have a conflict of interest if the director: (i) has a personal interest in a transaction, (ii) has a material financial interest in or is a general partner of another entity which is a party to a transaction or (iii) is a director, officer or Member of the Board of another entity which is a party to a transaction which is or should be considered by this Club's Board of Directors. If a director has a conflict of interest in a transaction, the transaction may not be voided by or on behalf of the Club if: (a) the material facts of the transaction and the director's interest are known or disclosed to the Board of Directors or committee of directors acting upon the transaction, and the transaction is approved by a majority (which must be more than one) of the directors not having a personal interest in the transaction; or (b) the transaction is fair to the Club.

3 COMMITTEES

3.0 Appointment of Committees.

3.0.1 Committees Generally. The President may appoint such committees as he or she deems appropriate from the Club Members and Associates in good standing. Such committees may be either standing committees or committees created for a specific limited purpose. A committee will be treated as created for a specific limited purpose, unless the resolution authorizing the committee specifically states that the committee is to be a regular standing committee.

3.0.2 Appointment. Club Members and Associates of regular standing committees may be appointed each year at the January Regular Meeting of the Board of Directors.

3.0.3 Removal. Club Members and Associates of any committee serve at the pleasure of the President and Board of Directors, and may be removed at any time by the President or the Board of Directors then in office.

3.1 Authority of Committees. Each committee will have and may exercise such powers as are granted to the committee by resolution of the Board of Directors. However, no committee may be authorized: (i) to approve any amendment to the Articles of Incorporation, (ii) to approve any amendment to the Bylaws, (iii) to fill any vacancy on the Board of Directors or (iv) to take any action with respect to any merger, sale of substantially all of the assets of the Club or the dissolution of the Club.

3.2 Procedures. Unless designated by the President or Board of Directors, each committee will elect from among its Members and Associates a chairman. Each committee may also elect such other officer or officers and may adopt such procedures as it deems appropriate.

- 3.3 **Meetings.** Each committee may establish a regular schedule of meetings, in which case meetings will be held at the time of day and at such place as the chairman may decide. Each committee may also hold a special meeting at the call of the chairman of the committee, the President or any other two Club Members or Associates of the committee.
- 3.4 **Quorum; Required Vote.** A quorum will consist of a majority of the then current Members and Associates of a committee. If a quorum is present, a majority of those present may authorize any action within the authority of the committee.
- 3.5 **Taking Action without a Meeting.** Any action which may be or is required to be taken by vote of the Members and Associates of a committee may be taken without a meeting if all Members and Associates of the committee approve the action in writing. All Members and Associates do not have to sign the same writing in order for the action to be effective. The action will be effective as of the date stated in the writing(s) both signed and dated by the Members and Associates of the committee or, if not stated in the writing(s), when the last writing is signed. No Member or Associate may revoke any written consent once all Members and Associates of the committee have signed a consent for the action. Action taken by written consent may be certified for any purpose to have been duly taken at a committee meeting on the date the action is effective.

4 OFFICERS

- 4.1 **Required Officers.** The Club will have a President, a Vice President, a Secretary and a Treasurer, all of whom shall be Members of the Club. The same person may not hold more than one office.
- 4.2 **Other Officers.** The Board of Directors may appoint such other officers as it deems appropriate, however such officers will not be on the Board of Directors.
- 4.3 **Election; Term of Office; Miscellaneous.** All officers will be elected by the Members at the November meeting to serve for the upcoming calendar year. All officers must be Members of the Club in good standing. All officers' terms are one full year beginning on January 1 and ending on December 31, except in the case where a successor cannot be installed by January 1, in which case the officer must serve until his or her successor is installed.
- 4.4 **Attendance.** Officers are required to attend all meetings of the Club Members and Board of Directors from the date they are elected until the end of his or her term. Formal installation will normally occur at the January Regular/Banquet meeting. Board members may be excused from meetings for the following reasons: Medical (illness or emergency), family needs, or out of town/state/country (personal or other).

- 4.5 **Vacancies.** See Section 2.3 above.
- 4.6 **Removal.** The Club Members may remove any officer at any time with or without cause at a special meeting called for that purpose upon a two-third (2/3) vote of a quorum of the Members. Any officer will be removed from office if they are removed or suspended as a Club Member pursuant to Section 7 of these Bylaws.
- 4.7 **Duties of President.** The President will have general charge and supervision of the business of the Club and will serve as chairman of all meetings of the Board of Directors. The President will be an ex-officio member of all committees except the Nominating Committee and will have such other responsibilities and authority as may be assigned from time to time by the Board of Directors. The President shall perform all such other duties as usually pertain to this office. The President shall appoint other officials such as committee chairmen, as deemed necessary, to serve at the discretion of the President or until the next annual meeting. The President may appoint ad hoc committees as deemed necessary.
- 4.8 **Duties of Vice President.** The Vice President will have such responsibilities and authority as may be assigned from time to time by the Board of Directors or the President. If the President is not available, the Vice President may exercise the duties of the President, unless restricted by the Board of Directors. The Vice-President shall perform the duties of the President in the President's absence or at the President's request. The Vice President shall perform any other duties as may be assigned by the President.
- 4.9 **Duties of Secretary.** The Secretary will be responsible for maintaining the records of the Club, other than its financial records, and for keeping minutes of all meetings of the Board of Directors and committees of directors. The Secretary will exercise the duties of the Treasurer, if the position is vacant, and will have such other responsibilities and authority as may be assigned from time to time by the Board of Directors or the President. The secretary shall also conduct all official correspondence pertaining to the proper preparation and forwarding of all reports required of the Club by organizations with which the Club is affiliated. The Secretary shall notify the Club Members of the Board of Directors of all meetings and shall notify all Club Members and associates of regular, special, and annual meetings as stipulated herein. The Secretary shall keep a true record of all meetings of the Club, including, but not limited to, any meetings of the Club Members or of the Board of Directors. In the Secretary's absence, the meeting chairman will appoint a temporary secretary for that meeting. The temporary secretary will convey the minutes to the regular secretary as soon as possible. The Secretary shall have custody of the books and papers of the Club, except the Treasurer's book of accounts. The Secretary shall be responsible for the publication of the Club Newsletter.

4.10 Duties of Treasurer. The Treasurer will be responsible for maintaining the financial records of the Club and for preparing, at least once a year and more frequently at the request of the President or the Board of Directors, complete financial statements for the Club. The Treasurer will have such other responsibilities and authority as may be assigned from time to time by the Board of Directors or the President. The Treasurer shall have charge of all of the funds of the Club. The Treasurer shall place funds in such bank or banks that are approved by the Board of Directors. Funds shall be withdrawn only by checks signed by the Treasurer for payment of bills approved by the Board of Directors. The Treasurer shall, without action by the Board of Directors, draw checks for national Club Membership fees and forward them to organizations with which the Club is affiliated. With the approval of the Board of Directors, the Treasurer may empower the manager of a Club operation, such as the Skeet and Trap Fields, to administer a fund for that operation and such funds must be reported quarterly by the manager and any surplus turned in to the Treasurer at the December meeting each year. The funds may be recalled to the General Account of the Club at any time that monies are deemed necessary for other Club transactions. The Treasurer is responsible for the collection of all dues and fees, rendering proper receipts of same, and shall maintain a current record of Club Membership status. The Treasurer shall keep an accurate account of all transactions and render a detailed written report at each Board of Directors meeting. The Treasurer shall appoint one or more assistants to assist with treasury duties and act in the Treasurer's absence, provided such assistants must be Club Members in good standing.

4.11 Duties of other Officers. Other officers will have such responsibilities and authority as may be assigned from time to time by the Board of Directors or the President.

5 RECORDS AND DOCUMENTS

5.0 Maintenance of Records.

5.0.1 Generally. The Club will maintain as permanent records all minutes of meetings of directors, records of all actions taken by the directors without a meeting and records of all actions taken by any committee upon authority of and instead of the Board of Directors. For the first three years after the action has been taken a copy of these records will be kept in written form. After that time, the records may be maintained in any other form as long as a written copy can be made in a reasonable period of time.

5.0.2 Accounting. The Club will maintain appropriate accounting records.

5.0.3 Corporate Documents. The Club will also keep a copy of its Articles of Incorporation or Restated Articles of Incorporation and any current amendment,

its Bylaws and any current amendment, financial statements prepared during the last three years, a list of the names and business addresses of its current directors and officers and the most recent annual report to the State Corporation Commission.

- 5.1 Financial Statements.** The financial statements of the Club will include a balance sheet, an income statement and a statement of cash flows. If the Club's financial records are kept according to generally accepted accounting principles, the financial statements will be prepared on that basis. Any report provided to the Club by a public accountant will be included as a part of the financial statements. If the Club has not received a report of a public accountant with respect to its financial statements, the financial statements will include a statement from the President or the Treasurer describing the basis used for preparation of the financial statements and any change in method of preparation from the prior year.
- 5.2 Execution of Documents on Behalf of Club.** Any document may be signed on behalf of the Club by the President or a Vice President or other officer authorized by the Board of Directors, and the seal may be affixed to any document by the Secretary or an assistant secretary or other officer authorized by the Board of Directors.

6 EMERGENCY PROCEDURES

- 6.0 When Applicable.** The emergency procedures in this Section 6 are applicable only if a quorum of the Board of Directors cannot be assembled because of a catastrophic event, whether natural or manmade. The emergency procedures apply only as long as the effects of the catastrophic event continue to keep a majority of the directors from meeting.
- 6.1 Notice for Meetings of Directors.** During an emergency a meeting of directors may be called by any director or officer of the Club if the President is not capable of calling such a meeting. Notice need only be given to those directors who can be reached. However, reasonable efforts must be made to reach all directors, and the efforts that are made and the results of the efforts must be noted and kept with the minutes of the meeting.
- 6.2 Quorum of Directors.** If essential business must be conducted by the Board of Directors, and efforts to notify all directors have been made and documented, a quorum will consist of those directors who are able to meet.
- 6.3 Authority of Directors.** If less than a regular quorum of directors can meet, then those directors who are able to meet may take such actions as are essential to

continue, to recommence or, if necessary, to terminate in an orderly fashion the business of the Club.

6.4 Authority of Officers. If the President cannot be contacted, and no directors can meet, then the responsibilities of the President will pass to the Vice President, the Secretary, the Treasurer or any assistant secretary or treasurer. If any officer other than the President cannot be contacted to perform essential duties, then the officer designated by the President, including the President, may perform the duties of the absent officer. If it is necessary to have a meeting of the Board of Directors to take action, and no directors can meet, then such officers as can be assembled will be directors solely for the purpose of transacting the essential business.

7 **REMOVAL AND SUSPENSIONS**

7.1 Charges. Charges against any Member of the Board of Directors, Officer, Club Member or Associate may be offered by any Member or Associate in good standing. The charges shall be in writing, clearly stating the facts and accompanied by all affidavits or exhibits which are to be used in their support. The charges shall be filed with the Secretary who will immediately inform the President. The President shall call a special meeting of the Board of Directors to hear the charges. The Secretary shall give at least fifteen days notice of the special meeting to each member of the Board of Directors, to the Accused, and to the Accuser. Such notice shall be in writing and shall include a true copy of the charges and the supporting affidavits and exhibits.

7.0.1 Temporary suspension. In the event that the President, after reviewing the charges, shall determine that an emergency exists which justifies suspending the accused pending a resolution of the charges by the Board of Directors, he may recommend to the Board of Directors that the accused be suspended from any or all specified Club privileges, with or without conditions, pending the resolution of the charges. The President shall promptly forward his recommendation to the members of the Board of Directors for action, either at a special meeting to be called at the time such recommendation is forwarded or by alternative action as authorized by Section 2.9 of these Bylaws. Upon consideration of such recommendation, the Board of Directors may approve, reject or modify the same as it may in its discretion determine to be appropriate to protect the interest of the Club. The Secretary shall thereupon give prompt and reasonable notice to the accused of the action of the Board of Directors, if any. [Adopted 6/15/17]

7.2 Expulsions and Suspensions. Club Members and Associates may be suspended or expelled from the Club for any cause deemed sufficient by the Board of Directors by a two-thirds affirmative vote of a quorum of the directors at the special meeting described

in Section 7.1. At such meeting the Member or Associate under charges shall be given a full hearing.

7.3 Appeals. Any Member or Associate suspended or expelled by the Board of Directors may appeal to the Club Members. Such appeal to the full Club Membership shall be made in writing to the Secretary who shall notify the President. The President shall call a Special Meeting of the Club for the purpose of acting on the appeal. The Secretary shall give at least fifteen days notice, in writing, to all Club Members stating the date, time, place, and reason for such Special Meeting. At the meeting of the Club Members, the Secretary shall read the original charges, read the supporting affidavits, read or display the accompanying exhibits, and read the minutes of the Special Meeting of the Board of Directors at which the charges were heard and action taken. A full hearing shall be given the accused and the accuser. A vote shall be taken by ballot of all of the Club Members in good standing present and a two-thirds vote shall be required to reverse the action of the Board of Directors.

8 MISCELLANEOUS

8.1 Corporate Seal. The Club's seal will have the name of the Club around the word "Seal."

8.2 Fiscal Year. The fiscal year of the Club will be the twelve-month period ending on the last day of September.

8.3 Principal Office. The principal office of the Club will be located at the physical location of the Club: 1570 Old Lynchburg Road, Charlottesville, VA 22903.

8.4 Amendment of Bylaws. Any proposed amendments to these Bylaws may be introduced by any Member of the Club at any Regular or Special Meeting of the Club Members. A proposed amendment will be adopted if a two-thirds (2/3) vote of the Members present and voting vote in favor of such amendment so long as a quorum of the Members are present at the Regular or Special Meeting called for that purpose. A copy of the proposed amendments must have been mailed to each Member by the United States mail at least 30, but not more than 60 days, days prior to the meeting at which they are to be voted on. A copy of the proposed amendments will be posted on the Club bulletin board, forum, and newsletter for 30 days prior to the meeting when the vote will be taken. Notwithstanding the foregoing, provisions concerning the means of choosing directors can only be amended in conformity with the Articles of Incorporation.

8.5 Dissolution or Liquidation. Any proposed dissolution of the Club or liquidation of the Club's assets may be proposed at a special meeting of the Club Members called by the

President, a majority of the Board of Directors or the Members by petition in writing signed by not less than one-third (1/3) of the Members. Dissolution or liquidation requires a two-thirds (2/3) vote of the Members of the Club in favor and the Members in attendance and voting at such special meeting must constitute a quorum; a quorum for purposes of this Section 8.5 only is no less than three quarters (3/4) of the Club Members. All other requirements for holding a special meeting contained in these Bylaws apply. In the event of the dissolution or final liquidation of the Club, and after paying or making provisions for payment of all liabilities of the Club or any charges of any kind against the Club, including contingent liabilities, the Board of Directors shall distribute the remaining assets of the Club equally to the Members as of the date of such dissolution or liquidation.