

BYLAWS OF PIMA PISTOL CLUB, INC.

Article I Name

The name of this organization shall be the Pima Pistol Club, Inc. "PPC".

Article II Object

The Purpose of PPC shall be the encouragement of organized shooting among citizens of the United States and the state of Arizona. The emphasis shall be to educate and to increase the knowledge, safe handling, marksmanship and care of firearms through shooting and competitive disciplines. It shall be our further purpose to promote the development of the characteristics of honesty, good fellowship, self-discipline, teamwork and self-reliance, which are the essentials of good sportsmanship and the foundation of true patriotism.

Article III Code of Ethics

PPC Code of Ethics incorporates minimum ethical standards for Board, Regular and Associate members alike. Membership at any level at PPC imposes a responsibility to uphold and further the purposes and objectives of PPC as set forth in the Charter, Bylaws, Range Manual, resolutions and decisions of its Board of Directors "BOD" and competent authority. Members may face disciplinary action for violation of this code as set forth in Article IX of these PPC Bylaws and ARS Title 10 Corporations & Associations. All members facing such disciplinary action shall be afforded due process as described in statutes contained in the Arizona Corporations Code, PPC Bylaws and as a procedural guide PPC shall, to the extent possible and practical, utilize such standard and recognized criteria as set forth by "Robert's Rules of Order".

Article IV Membership

Section 1 Eligibility

Any legal resident of the United States, 18 years of age or older, and who may lawfully possess a firearm, may become a member of PPC upon vote of the BOD after subscribing to the following pledge and payment of the usual dues. There shall be a cap of 1750 memberships, Regular and Associate combined.

Membership Pledge:

I certify that I am a citizen or legal resident of good repute of the United States of America, that I am not a member of any organization or group having as its purpose the overthrow by force and violence of the Government of the United States or any of its political subdivisions, that I have never been convicted of a crime of violence and that if admitted to membership, I will fulfill the obligations of good sportsmanship and good citizenship.

Section 2 Types of Membership

(A) Associate Member

Associate membership shall be open to any person eligible (Article IV, Section I) upon payment of required dues and a vote of the BOD. Associate members shall have all rights and privileges of membership, except: (1) voting rights and (2) the right to hold office. Upon completion of

twelve consecutive months of membership in good standing, Associate members are eligible to become Regular members, subject to available openings, which is based on the seniority date of initial membership.

The spouse and (children under 18 years of age) shall be entitled to all rights and privileges of the Associate Member.

(B) Regular Member

Regular membership shall be open to any person eligible (Article IV Section 1) upon payment of required dues and having been an Associate Member in good standing for 12 consecutive months. Regular members shall have all rights and privileges of membership as well as the right to vote and hold office.

The spouse and children under 18 years of age shall be entitled to the rights and privileges of an Associate Member.

Article V Dues

Dues shall be fixed by the BOD and can only be changed by a vote of the BOD. Annual dues shall be prepaid and cover a calendar year from the date joined and/or renewed until the expiration date of the following year. No refund shall be provided if a member terminates his/her membership at any time prior to the end of his/her annual membership. Membership can be renewed any time prior to expiration. The renewed membership will continue for one year from the current expiration date. After expiration, but prior to and including 30 days, his/her membership may be renewed and will continue for one year from the original month and day of membership. If a membership has lapsed for a period of over 30 days, a member may rejoin as a new Associate member subject to Article IV, Section 1.

Article VI Meetings

Section 1 Section 1. All Meetings

All meetings, except Executive meetings held by the PPC shall be open to Regular and Associate members.

Section 2 Regular Meetings

The Regular membership meeting of PPC shall be held once a month on a scheduled and publicized date, time and location and method as established by the BOD. These meetings shall be open to Regular and Associate members as well as family members. The meeting agenda shall be published on the PPC website at least one week prior to the scheduled meeting. Regular and Associate members may recommend a topic for consideration or submit a motion verbally or in writing to any BOD member. The motion or topic suggested may be addressed at this meeting or at the next Regular meeting. BOD members will make all motions and be the only members eligible to vote at these meetings.

Section 3 Special Meetings

A Special Meeting of PPC may be called at any time upon the call of the President or upon the call of the majority of the BOD. A Special Meeting may also be called if demanded in writing to the BOD by a Regular member or members. If a Special Meeting is called by written demand, the document shall state the objective of the proposed meeting and shall be signed by a quorum of Regular members (see Section 5 of this article). The BOD shall set the time, place, method, and objective of the Special meeting and provide notice to all BOD members and members in good standing in accordance with Section 6 of this article, not less than seven (7) days prior to the date set for said meeting. The BOD shall set the time and place of such meeting. If a vote on a motion is conducted by the membership, except Expulsion (see Article IX), a simple majority of Regular members present at the meeting is sufficient.

Section 4 Executive Meetings

Executive meetings of the BOD may be scheduled on a regular basis by vote of the Board or may be called at any time by the President, provided at least two-thirds (2/3) of the BOD members have been notified and are available for the time, place, method, and purpose of the meeting. Notification shall be by any means acceptable to the BOD members, Section 6 of this article notwithstanding. A quorum of the BOD (see Section 5 of this article) must be present for any vote at an Executive meeting to be valid. Executive meetings will not be used as a means of circumventing Regular meetings or preventing members from attending.

Section 5 Quorum

One-half of the BOD shall constitute a quorum at any regular or executive meeting, provided either the President or Vice President is present. In addition, 10% of the Regular members present at any Special meeting shall constitute a voting quorum.

Section 6 Notice of Meetings

When the law or these Bylaws require that a member receive notice of a meeting, unless otherwise specified by a specific bylaw, that notice may be delivered by any of the following methods:

- (a) U.S. Mail addressed to the member's mailing address as listed in PPC records.
- (b) Electronic mail, if the member has provided the secretary with an electronic mail address.
- (c) Posting on the PPC website or via newsletter to include login information for virtual meetings.

Section 7 Virtual Meetings

Virtual Meetings shall be authorized as a valid means of conducting PPC meetings, including but not limited to Regular, Special, and Executive meetings per sections 2-4 above. Virtual meetings will be conducted through electronic means such as video conferencing, teleconferencing, or any other technology that allows participants to communicate and interact remotely.

- (a) The BOD shall select and designate an appropriate virtual meeting platform or

technology for conducting virtual meetings. The chosen platform shall be accessible to all participants and provide adequate features for communication, collaboration, and voting if necessary.

(b) BOD members should strive to physically attend meetings. When attending remotely, BOD members should use video when available to facilitate visual communication and engagement unless technical limitations prevent them from doing so.

(c) Participants shall adhere to the same code of conduct and decorum expected in traditional in-person meetings.

(d) The club President or designated moderator shall facilitate the virtual meeting proceedings, ensuring order and allowing equal participation among all attendees.

(e) Participants shall mute their microphones when not speaking to minimize background noise and interruptions.

(f) The BOD may establish additional rules and guidelines specific to virtual meetings as deemed necessary.

All bylaw provisions shall apply equally to virtual meetings as they do to in-person meetings, including but not limited to record-keeping, quorums, and voting.

Section 8 Parliamentary Authority

The current edition of "Robert's Rules of Order" shall be the parliamentary authority for all PPC meetings.

Article VII Officers

Section 1 Overview

The BOD shall be responsible to the general membership for the overall operation and control of PPC.

The officers of PPC shall be President, Vice-president, Secretary, Treasurer and five Directors. The above-mentioned officers shall constitute the BOD. The President, Vice President, Secretary and Treasurer shall constitute the Executive Board. The Executive Board members have no more authority than Board members at large but do have additional duties. Each BOD member shall be limited to one vote, regardless of position.

Section 2 Organizational Chart

Board of Directors (8), Chief Range Officer and PPC Administrator will report to President.

Board of Directors (7), Chief Range Officer and PPC Administrator will report to Vice-President in Presidents absence.

PPC Administrator will additionally report to the BOD Treasurer, Secretary and Chief Range Officer for necessary reports.

All Range Safety Officers will report to the Chief Range Officer.

Section 3 Elections of Officers

Election of PPC Board Members shall be held on an annual basis. The election date shall be the first Saturday of December. All Regular members are eligible to hold office and cast a vote. Associate members must have become Regular members 30 days prior to election date to vote or hold office.

Nominations for the PPC BOD may be made in person at the November Regular Club Meeting or submitted to the PPC Administrator. Electronic ballots shall be sent to eligible members with current e-mail address on file with PPC. Electronic voting shall be conducted and tabulated by an independent third party as chosen by the PPC BOD. For those eligible members without a current e-mail address on file with PPC, upon request by the member, paper ballots shall be sent to the current address on file with PPC. Paper ballots may be returned to the PPC Administrative Office or Range Office. All returned ballots will be tabulated on election day for each candidate running for a BOD position. The tabulation shall be performed by an independent party and certified by the PPC Secretary. Any write-in candidates for open BOD seats must receive 10% of total votes cast to be eligible to fill that seat. All BOD positions will be awarded based on vote count results.

Proxy voting is not allowed.

Section 4 Term Limits

The BOD President shall be limited to 2 consecutive years' service for PPC in that position. All other BOD members shall be limited to three consecutive years' service for the club in those positions. The exception to this would be if eligible PPC members show no interest in running for the BOD. Should there be a lack of available candidates to run for the BOD, other elected BOD members may fill the offices of the Executive Board.

Section 5 Vacancies

A vacancy of any officer may be filled by a majority vote of the remaining BOD members. If more than one vacancy exists among the officers, a Special Meeting of PPC shall be called (Article VI., Section 3) and replacement officers shall be elected by a vote of Regular members present at that meeting.

Section 6 Conflict of Interest

Any officer or director who receives compensation from PPC, shall notify the BOD of the conflict of interest. The officer or director shall not be entitled to vote on any matter pertaining to that compensation.

Section 7 Duties of BOD Officers

1. President

The President shall preside over all meetings of PPC. The President may appoint committees as he/she sees fit and shall do so if instructed by the BOD. The President shall be responsible for the agenda of the Regular Monthly Meetings as approved by the BOD. In the absence of the Treasurer and Vice-President, and with the Treasurer's permission, the President shall be the third signatory on the PPC checking account for purchases approved by the BOD. The President shall perform other duties as specified in these Bylaws.

2. Vice-President

The Vice-President shall perform the duties of the President in his/her absence or at his/her request. In the absence of the Treasurer and with the Treasurer's permission the Vice-President shall be the second signatory on the PPC checking account, for purchases approved by the BOD. The Vice-President shall perform other duties as specified in these Bylaws.

3. Secretary

The Secretary shall conduct all official correspondence of PPC. The Secretary shall keep a formal and true record of the minutes of all meetings held by the BOD. The Secretary, with the assistance of the Administrator, shall have custody or access to all previous books, papers or electronic records except those of the Treasurer. The Secretary, with the assistance of the PPC Administrator, shall be responsible for the true record of applications for membership to PPC. The Secretary, with the assistance of the PPC Administrator, shall be responsible for the collection of all fees and dues and shall remit the same to the Treasurer. The Secretary, with the assistance of the PPC Administrator, shall notify all members of meetings as scheduled by the President. The Secretary shall confirm the eligibility for membership and BOD election. The Secretary shall finalize the ballot for the BOD election. The Secretary shall provide a current list of members who are eligible to vote to the Ballot Committee. The Secretary shall keep a current copy of all contracts entered into by PPC. Many of the records that the Secretary is in charge of will be kept in the administration office and filed by the PPC Administrator as defined in Article VII, Section 7, number 6 of the PPC Bylaws.

4. Treasurer

The Treasurer shall have charge of all money, accounts and financial records of PPC and be responsible for depositing the same in PPC bank accounts as approved by the BOD. The Treasurer shall be primary signatory on the PPC checking account for purchases approved by the BOD. The Treasurer shall keep an accurate account of all transactions and render a detailed report, with vouchers at the Regular Monthly Meeting, when requested by the BOD and the Annual Meeting. The Treasurer, with the help of the BOD, will prepare an annual budget for the new fiscal year, which shall be presented at the at the Regular Monthly Meeting one month prior to the beginning of the new fiscal year. The budget will determine the dues, fees, regular expenses and capital improvement expenses for the next fiscal year that will provide for a balanced budget. The BOD, at the Regular Monthly Meeting before the fiscal year starts, will vote and approve the budget. The Treasurer shall be capable of becoming bonded. The Treasurer will work with the PPC Administrator, contracted bookkeeper and contracted accountant to ensure all club transactions and records are in order and available for review.

5. Directors

Directors shall attend all meetings of PPC unless excused. They shall make themselves knowledgeable of the activities of PPC. Directors shall make themselves available to the

general membership for assistance, as may be necessary, and shall act in the general best interest of PPC. Directors shall assist with the preparation of the budget and any committees formed at the direction of the BOD.

6. Administrator

The PPC Administrator shall act at the direction of the BOD. The PPC Administrator will perform much of the daily administrative duties for PPC. The PPC Administrator will work closely with the Executive Board Members in the execution and preparation of their duties.

7. Chief Range Officer

The Chief Range Officer (CRO) shall have charge of the PPC ranges on a daily basis. The CRO shall report to the President as defined in Article VII., Section 2 of the PPC Bylaws. The CRO shall be responsible for the selection, hiring and training of range officers (RO), with the approval of the BOD. The CRO is responsible for scheduling of RO. The CRO shall be responsible for range use, scheduling, programs, special events and closures. The CRO will serve on any range construction committee and assist with the bid process. CRO will be responsible for the daily maintenance of PPC ranges. The CRO will maintain an inventory of range equipment. The CRO will, with the assistance of the BOD, prepare a monthly range report. The CRO will also assist the BOD with the preparation of the PPC budget.

Article VIII Budget

Section 1 Annual Budget

The BOD with the help of the CRO and the PPC Administrator shall prepare an annual budget to be approved no later than the March Regular Meeting. This budget shall be in effect for the next twelve months. The annual budget shall provide for short and long-term management of cash and capital projects and ensure the overall financial health of PPC. The BOD, to ensure compliance, should regularly monitor the annual budget.

Section 2 Capital Projects

The BOD shall approve capital projects, those involving \$2500.00 or more. These services shall be obtained through a formal competitive bidding process. The bidding process shall require three competitive bids, bonding and insurance in order to obtain the best possible price for the work involved. The BOD must approve the bids. Any BOD member having a conflict of interest shall inform the BOD and shall not vote on the projects or bids.

Section 3 Expenditures

The BOD must approve reasonable expenses, those in excess of \$500. Any BOD or PPC member authorizing or incurring any non-emergency expenditure, \$500.00 or more, without prior BOD approval will result in a mandatory thirty (30) day suspension first offense, six (6) months and permanent loss of any purchasing for a second offense. There shall be no splitting of charges to circumvent the \$500.00 limit.

Section 4 Documentation

Hard copies of receipts, written bids, contracts, etc. must accompany all projects and expenses that have been approved. An approval code shall be assigned by the BOD for all projects and approved expenses. The approval code shall reflect the month, year and numerical order of its approval, (Ex. 02-18-01, February 2018, first approval).

Article IX Disciplinary Actions, Suspensions and Expulsions

Section 1 Code of Ethics Violations

All actions for discipline shall name a cause of action to be followed by accepted due process as described above in Article III. Such causes include, but are not limited to the following:

1. Any material misrepresentation of service, employment or credentials in application for membership, application to serve on any committee or serve as a lead person for any shooting sport known also as an activity of different types as described in these PPC Bylaws and Range Manual.
2. Acting on behalf of, or as a representative of, or as an official of, or as a fiduciary of PPC without prior authorization.
3. Any act that intentionally brings public disrepute or embarrassment upon PPC or seeks to undermine the purposes or programs of PPC.
4. Any intentional libel or slander against PPC, its officers and /or members.
5. Any misrepresentation or use for the purposes other than the stated purposes of PPC, Pima Pistol Club name, symbols, icons, trademarks, certificates, member data or implication of, including any act assertion or affiliation with, sponsorship of, or approval by PPC not permitted by the BOD.
6. Any act in violation of a fiduciary or other trust exercised by PPC.
7. Any charge of Domestic Violence or charge which can result in the loss of possession or use of firearms. The mere filing of a charge with the court will result only in a suspension until such time as the charge is adjudicated, at which time further action will be taken to move for expulsion or, in the case of a not guilty or dismissal finding, reinstatement.
8. Any act involving any threats of bodily harm or property damage to any person or persons while on the premises of PPC or at any official PPC meeting place.
9. Any conflict of interest or appearance of conflict of interest as codified by the Arizona Corporations Code and/or PPC Bylaws.
10. Any BOD member or Employee threatening expulsion/suspension or other punitive measure without prior BOD discussion and approval, if it's intent is used as a threat. A warning for inappropriate behavior does not constitute a threat.

Disciplinary actions for the above Code of Ethics violations shall be at the discretion of the BOD.

Section 2 Procedures

Any member in good standing may present charges against any officer or member. The charges shall be in writing, clearly stating the facts relied upon and accompanied by all affidavits or exhibits which are to be used in their support. Such charges shall be filed with the Secretary, who shall immediately notify the President. The President shall call a Special Meeting of the BOD no more than fifteen (15) days after notification to hear the charges. The Secretary shall notify each BOD member, the accuser and the accused once the date of the meeting has been set. Such notice shall be in writing and shall include a true copy of the charges and the supporting affidavits and exhibits. Should sufficient evidence be presented, the President shall within no less than fifteen (15) days call a Special Meeting of PPC for the purpose of acting on the charges.

The voting membership shall be notified in writing and electronically of the date, time, place and reason for the Special Meeting. At the Special Meeting the Secretary shall read the original charges. A full hearing for the purpose of presenting charges or refuting charges and presenting any supporting evidence shall be afforded the accuser and accused. A vote shall be taken by ballot. A two-thirds affirmative vote of voting members present at the meeting shall be required for suspension or expulsion of any BOD member or Regular member.

Section 3 Officers

Any BOD officer may be removed, suspended or expelled from office by a two-thirds vote of the Regular members present at a Special Meeting called for this purpose.

Section 4 Regular & Associate Members

Any Member may be suspended from PPC for any cause listed in Article IX Section 1 or for Range Rules violations, by the BOD at any Regular Meeting. The suspension requires a two-thirds vote by the BOD. Member Expulsion from PPC requires a Special Meeting as stipulated under Article IX Section 2.

Section 5 National Affiliation

Any official or member of PPC who has been suspended or expelled by the NRA, USPSA, SASS, IDPA, or any other national or international shooting association PPC may be or may become affiliated with, shall be considered for disciplinary action by the BOD.

Section 6 Appeal

Any BOD member, Regular member or Associate member who is suspended or expelled from PPC pursuant to the provisions of Article IX, Sections 1 through 5 may request reinstatement into PPC. Such request for reinstatement shall not be less than three (3) months after the suspension or six (6) months after the expulsion. The member requesting reinstatement must follow PPC's membership procedures for new members. In addition, at the next regularly scheduled Regular Meeting, the matter shall be put to a vote of the Regular members present. To be reinstated the member must receive affirmative votes from three-quarters of voting members present at such meeting.

Article X Real Property of the Club and Dissolution of the Club

Section 1 Notice of Dissolution

The BOD may lease, alter and enter into limited agreements regarding the real property of PPC, when such action is in compliance with the purpose for which PPC was established as set forth in these Bylaws.

- a) The BOD will not sell, trade or take any other action regarding the real property of PPC unless authorized to do so by two-thirds of the voting members present at a Special meeting at which that subject is on the agenda and for which due notice has been given as provided in (b) below.
- b) Notice must be sent to the membership by regular United States Mail and electronically. The notice will be mailed/sent to the most recent address for each member and will be postmarked/dated at least fourteen calendar days and not more than twenty-one calendar days before the day of the Special meeting. The notice must clearly indicate the subject, time, date and place of the meeting.

The meeting must be held within Pima County, Arizona.

Section 2 Relocation

In the event that it becomes necessary for PPC to dispose of the property on which PPC carries out its activities, the BOD must endeavor to secure another location suitable for PPC activities. The proceeds from the sale or other disposition of PPC's property must be devoted to the acquisition and for the improvement of another suitable location.

Section 3 Dissolution

PPC can only be dissolved with the approval of two-thirds of the voting members present at any Regular or Special Meeting of PPC. Notice of such possible action is given to the membership as provided in Article X, Section 1. If the membership decides to dissolve PPC any assets remaining after PPC has paid all its legal obligations will be divided equally among the regular members.

Article XI Amendments

These Bylaws may be altered or amended in whole or in part or new bylaws adopted at any Regular or Special Meeting called for that purpose. A copy of the new, intended alteration or amendments should have been provided to the members in advance of such meeting. Such notice shall be sent in accordance with Article VI, Sections 1 to 8, at least forty-five (45) days prior to the meeting. Two-thirds (2/3) vote of the Regular members in favor, will be necessary to change any by-law or amendments. For electronic ballots to be utilized and valid, the following terms must be met:

1. ByLaws change proposal was on the agenda and addressed at a Regular or Special Meeting;
2. Proposed ByLaws changes were provided to membership at least forty-five (45) days prior to the above specified meeting;

3. Electronic voting must be sent out, and voting completed, within thirty (30) days of the above specified meeting;
4. Electronic ballots are sent to all Regular Members with an email address on file with PPC.