

BYLAWS
of the
DELAWARE STATE PISTOL CLUB, INC.
624 MOORES LANE
NEW CASTLE, DE 19720

ARTICLE I – OFFICES

Section 1. The principal office of the Corporation in Delaware shall be in the County of New Castle and the resident agent-in-charge thereof shall be the Corporation.

ARTICLE II – SEAL

Section 1. The Corporate seal shall have inscribed thereon the name of this Corporation, the words “Incorporated Delaware 1957” and such additional inscriptions as the Board of Directors shall prescribe. A facsimile of the seal of this Corporation may be employed as freely and shall be as binding as any original. The seal shall be kept by the President or his designated representative.

ARTICLE III– NAME

Section 1. The name of this Corporation shall be the Delaware State Pistol Club, Inc., hereinafter referred to as the Corporation and/or the Club.

ARTICLE IV – MEMBERSHIP

Section 1. The following types of membership are established:

- (a) Associate Members – Associate Members must pay full dues, but do not own a building certificate. They shall not receive a key or key card and may not vote or hold office.
- (b) Key Holding Members – Key Holding Members must purchase one (1) building certificate and must pay full dues. Key Holding Members have all privileges except voting and holding office.
- (c) Voting Members – Voting Members must pay full dues and purchase two (2) building certificates as prescribed in Article IV, Sections 6 and 8. Voting Members shall enjoy all Club privileges, may vote and hold office.
- (d) Life Members – Life Members are Voting Members, as defined in subsection (c) above, who have reached the age of sixty-five (65) and have at least fifteen (15) years of continuous voting membership. Life Members are exempt from paying annual dues.
- (e) Honorary Members – Honorary Members are appointed by the Board of Directors and approved by the membership with privileges as directed by the Board of Directors. Honorary Members are exempt from paying annual dues.
- (f) Junior Members – Junior Members must be sponsored and supervised by a Voting member. Junior membership shall cease when the Junior Member is eligible to become an Associate Member at age twenty-one (21). Junior Member dues are one-tenth (1/10) of the regular annual dues. The dues may be waived by the Board of Directors in extenuating circumstances.
- (g) The Club’s Family Membership dues policy is as follows:
 - i. The spouse of a member, residing in the same household, shall be eligible for membership at one-half (1/2) the primary member’s annual dues without an initiation fee.
 - ii. The children of the primary member, under age twenty one (21) years old, shall be eligible for membership at one-tenth (1/10) the primary member’s annual dues, without an initiation fee.

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- iii. All applications submitted to the Club under this subsection shall be subject to the requirements of Article IV, Sections 2; 3; 4; 7 and shall require approval by the Board of Directors.

Section 2. Any person of good character, aged twenty-one (21) years or older, except Junior Members, who is approved for membership as hereinafter set forth, may be admitted.

Section 3. The following will apply to all applications submitted to the Club for membership:

- (a) All applications must be filled out completely and accompanied by a copy of the applicant's State identification card or passport.
- (b) Any applicant having a felony conviction and/or prohibited by Delaware or Federal law to possess a firearm will automatically be turned down for membership. All applicants may be subject to a background check.
- (c) All applications for membership are to be submitted to the Treasurer and must be accompanied with the first (1st) year's dues and the initiation fee(s).
- (d) Initiation fees shall be established by the Board of Directors with subsequent approval of the Voting Members and shall not be prorated.
- (e) The total club membership is limited to three hundred fifty (350) persons.

Section 4. The Club's dues policy is as follows:

- (a) Annual dues shall be established by the Board of Directors with subsequent approval of the Voting Members. An applicant accepted for membership after October 1 and before March 31 will pay full Club dues for the year. Applicants accepted after March 31 will pay one-half (1/2) the annual dues.
- (b) Effective January 1, 1991, all members must maintain National Rifle Association membership. Proof of National Rifle Association membership must be provided with the member's annual Club membership renewal form/application and annual dues payment.
- (c) Annual membership expires on September 30 of each year. Members who have not paid their dues by December 31 shall be removed from the membership rolls. No new key card will be issued until dues are paid in full. Delinquent members will be allowed to participate in events that are open to the public. A member may be placed in an inactive status for a maximum of twenty-four (24) months upon approval of the Board of Directors. The member may be reinstated by payment of the current annual dues without any additional charges or initiation fees.
- (d) Good standing means that all dues and assessments have been paid up to date and the member is not under disciplinary restrictions.

Section 5. Associate Members must attend a Board of Directors meeting and be voted on by the Board of Directors. Special circumstances will be considered. Associate Members are subject to a probationary period of six (6) months. Associate Members are permitted only to attend scheduled Club activities or use Club facilities with a Key Holding or Voting Member. Associate Members may shoot only under direct Key Holding or Voting Member supervision until completion of the required safety training.

Section 6. Key Holding Members must have been an Associate Member for at least six (6) months and attend at least four (4) general membership meetings, special circumstances will be considered. Key Holding Members must be sponsored by three (3) Voting Members, be recommended by the Board of Directors and be approved by vote of the Voting Members present at a general membership meeting. Key Holding Members must purchase one (1) building certificate to obtain a key and key card. Key Holding Members must purchase a second building certificate by November 30 of the following year to retain the key, key card and become a Voting member. Key Holding Members must accumulate at least two (2) work credits in accordance with Article IV; Section 9.

Section 7. Each new member shall be instructed in firearms safety, range operations and Club rules by the Director of Safety and Education or his designee. The Director of Safety and Education, or his designee, will endorse the member's membership card stating that the member is capable of using the Club's facilities without direct supervision.

Section 8. Building certificates shall not be interest bearing and shall not be transferable. The building certificates are redeemable upon approval of the Board of Directors in the following instances:

- (a) Transfer, resignation, dues delinquency for one (1) year, expulsion or death (payable to estate), less any delinquent dues, not to exceed one (1) year, at the discretion of the Board of Directors.
- (b) If the Corporation disbands, the assets shall be liquidated and all building certificates shall be redeemed, with proration if the assets are insufficient for full redemption. Any surplus remaining will be distributed among the current Voting Members based on each individual's years of voting membership as a percent of the total years of voting membership in the Corporation since 1957.

Section 9. A work credit shall be equal to a four (4) hour work party, match range duty or project approved by the Board of Directors. Service as a member of the Board of Directors or a committee chairperson for a period of one (1) year shall be equal to one (1) work credit. Documentation of work credits will be recorded on the member's membership card by a member of the Board of Directors or a committee chairperson. The Club is not responsible to maintain work credit records. It will be the member's responsibility to secure documentation of work credits earned.

ARTICLE V – RULES

Section 1. It is the duty of every member to obey these Bylaws and every amendment thereto and all rules and policies that may be enacted to maintain a congenial and helpful attitude toward fellow members and the Board of Directors.

Section 2. All members and their guests shall behave in a courteous, polite and sportsman like manner at all times. Whenever a member acts disorderly or contrary to the Bylaws, Club rules or policies while on the premises of the Corporation or on other Club business will be subject to the following disciplinary action:

- (a) After a member or guest is admonished by or reported to a member of the Board of Directors for any infraction of Article V, said Board member shall report the admonishment at the following meeting of the Board of Directors and said admonishment shall be recorded in the meeting minutes.
- (b) If the member or guest shall persist in conducting himself in the same way, the President or Vice President may suspend his membership and/or privileges until the Board of Directors decides the penalty to be inflicted upon him at the earliest convening of the Board of Directors. According to the gravity of the offense, the penalty inflicted may consist of a fine and/or expulsion. At the next general membership meeting, the accused member shall have the right of a hearing and the action of the Board of Directors shall be voted on by the Voting Members, in good standing, present.

Section 3. Any member willfully or maliciously causing damage to the property of the Club shall pay for such damages and be subject to disciplinary action, up to and including expulsion.

Section 4. All members and their guests shall adhere to all range rules.

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Section 5. Any member in violation of Article V; Section 4, shall be subject to disciplinary action, up to and including expulsion.

Section 6. All members and guests, regardless of membership type, must sign in and out upon entering and leaving the Club, except for scheduled meetings and activities.

Section 7. Non-Member privileges are as follows:

- (a) Only Key Holding and Voting Members, in good standing, are permitted to host guests.
- (b) In accordance with Article XII, only Voting Members, in good standing, are permitted to bring clients.
- (c) Guests are limited to three (3) visits.
- (d) All guests must be signed in and out by the member host.
- (e) A maximum of three (3) guests per hosting member is permitted on the firing line of the range at any one (1) time.
- (f) A guest or client shall not be a person prohibited by Delaware or Federal law to possess a firearm.
- (g) The hosting member assumes all responsibility for the behavior of a guest and any damage caused by a guest.

Section 8. Members expelled in accordance with Article V; Sections 2; 3; 4; 5 or 7(f) or Article XII; Section 3 cannot, under any circumstances, be reinstated as Club members or permitted admittance as guests.

ARTICLE VI – POWERS OF ADMINISTRATION

Section 1. The Voting Members are the highest authority of this Corporation and shall be empowered to take and direct any action not inconsistent with the *Certificate of Incorporation*, these Bylaws, state or federal law.

Section 2. The Board of Directors shall be empowered to represent the Corporation between meetings of the Voting Members when urgent business requires prompt and decisive action subject to subsequent approval of the Voting Members.

Section 3. Between the meetings of the Board of Directors, the President shall exercise general administrative authority and shall be empowered to act on behalf of and take action, where necessary, subject to subsequent approval of the Board of Directors and the Voting Members. In no case, however, shall the President transact any business that may affect the vital interests of the Corporation until the approval of the Voting Members, in good standing, is secured.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the following:

- (a) The Officers elected in accordance with Article VIII.
- (b) The Past President.
- (c) The following Five (5) Directors:
 - i. Director of Safety and Education.
 - ii. Director of Shooting Activities.
 - iii. Three (3) Directors at Large.

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Section 2. The term of office for Directors shall be two (2) years and the Directors shall be elected as follows:

- (a) Beginning with the 2008 Annual Meeting of the Club, the Director of Safety and Education and the Director of Shooting Activities shall be elected at the Annual Meetings held in even years.
- (b) Beginning with the 2009 Annual Meeting of the Club, the three (3) Directors at Large shall be elected at the Annual Meetings held in odd years.
- (c) All Directors shall be elected at the applicable Annual Meeting of the Club by the Voting Members, in good standing, and shall serve until their successors shall be duly elected. Only Voting Members, in good standing, may serve as Directors.

Section 3. The term of office for the Past President shall be two (2) years. Any Voting Member, in good standing, that has formerly served as President of this Corporation is eligible to serve as Past President. Beginning with the 2008 Annual Meeting of the Club, an eligible Past President shall be elected by the Voting Members, in good standing, at the Annual Meetings held in even years and shall serve until his successors shall be duly elected.

Section 4. In addition to the power and authority expressly conferred by these Bylaws, the Board of Directors may exercise all such powers of this Corporation and conduct all such lawful acts which are required by statute, by the *Certificate of Incorporation*, by these Bylaws or directed or required to be exercised or done by the Voting Members.

Section 5. The Board of Directors, as defined in Article VII; Section 1, shall receive no compensation for their services in managing this Corporation.

Section 6. Any person made a party to any action, suit or proceeding by reason of the fact that he, his successors or assigns is or was a member of the Board of Directors of this Corporation, or of any corporation in which he served at the request of this Corporation, may be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with any appeal therein, or in connection with the bona fide settlement or compromise thereof provided that such action is fully authorized by the Board of Directors. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled as a matter of law.

Section 7. Special meetings of the Board of Directors may be called upon the request of the President or of four (4) other members of the Board of Directors.

Section 8. A simple majority of the entire Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of the Board of Directors. The act of the majority of the Board of Directors present at any meeting, at which there is a quorum, shall be the act of the Board of Directors, except as may be otherwise specifically provided either by statute, the *Certificate of Incorporation* or these Bylaws.

Section 9. Any member of the Board of Directors missing three (3) consecutive Board of Directors' meetings without cause will forfeit his office. The Board of Directors will appoint a successor until the next general membership meeting, when the Voting Members, in good standing, will duly elect a replacement to complete the unexpired term.

Section 10. Except in the case of an emergency event, the Board of Directors' expenditure authority is limited to five hundred dollars (\$500.00) without prior approval by a majority vote of the Voting Members, in good standing, at a general membership meeting or a special meeting of the Voting Members. In the case of any emergency event, the Board of Directors may authorize emergency expenditures in an

amount that they determine, for good and justifiable reasons, is necessary in order to prevent further harm or deterioration to property of the Corporation.

ARTICLE VIII – OFFICERS

Section 1. The officers of this Corporation shall be elected by the Voting Members, in good standing, and shall consist of a President, Vice President, Recording Secretary, Membership Secretary and Treasurer. Only Voting Members, in good standing, may hold office.

Section 2. The term of office for all Officers shall be two (2) years. The President, the Recording Secretary and the Membership Secretary shall be elected by the Voting Members, in good standing, at the Annual Meetings held in odd years. The Vice President and Treasurer shall be elected by the Voting Members, in good standing, at the Annual Meetings held in even years. All Officers shall serve until their successors shall be duly elected.

Section 3. The Board of Directors may appoint other officers such as Assistant Treasurer or other agents that it shall deem necessary, and all such officers and agents shall hold their offices for such terms, exercise such powers and perform such duties as shall be determined by the Board of Directors.

Section 4. In case of the absence, death or disability of any officer, except the President, of this Corporation, or for any other reason, the Board of Directors may delegate those powers and/or duties to any other officer or director.

ARTICLE IX – DUTIES AND POWERS OF OFFICERS AND DIRECTORS

Section 1. The duties and powers of the President and Vice President are as follows:

- (a) The President shall be the chief executive officer of this Corporation. The President shall preside over all general membership, special and Board of Directors meetings, have general and active management of the business of this Corporation and shall see that all orders and resolutions of the Board of Directors and/or committees are carried out.
- (b) The President shall have the general supervision and direction of the other members of the Board of Directors of this Corporation and shall see that their duties are properly performed.
- (c) The Vice President shall, in the absence or disability of the President, be vested with all the powers of the President and be required to perform all the duties of the President and shall perform such duties as prescribed by the Board of Directors.
- (d) In the absence, death or disability of the President and the Vice President, the Past President shall be President pro-tem.

Section 2. The duties and powers of the Recording Secretary and the Membership Secretary are as follows:

- (a) The Recording Secretary shall attend all meetings of the Club and the Board of Directors of this Corporation. The Recording Secretary shall act as clerk of, give proper notice of, and record all of the proceedings of such meetings, and shall perform such other duties as shall be assigned to him by the President.
- (b) The Membership Secretary shall, in the absence or disability of the Recording Secretary, perform the duties and exercise the powers of the Recording Secretary, and shall perform such other duties as assigned by the President. The Membership Secretary shall control the membership list and advise the status of such list to the officers and Board of Directors.

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Section 3. The duties and powers of the Treasurer are as follows:

- (a) The Treasurer shall have custody of the corporate funds and securities, keep full and accurate accounts of receipts and disbursements in books belonging to this Corporation, deposit all money and other valuable effects in the name and to the credit of this Corporation in such depositories as may be designated by the Board of Directors, and perform such other duties as the President or Board of Directors may prescribe or require.
- (b) The Treasurer shall disburse the funds of this Corporation as may be ordered by the Board of Directors. The Treasurer shall render to the Board of Directors and to the membership, at the regular meetings of the Board of Directors and the membership, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of this Corporation.
- (c) All checks, notes, drafts or orders for the payment of money shall be signed by the Treasurer and/or the President or the Vice President, as specified in Article IX; Section 1 (c).
- (d) If required by the Board of Directors, the Treasurer shall give this Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to this Corporation in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property which may be in his possession or under his control and which belong to this Corporation, said bond to be paid by the Corporation.
- (e) The Board of Directors may, if desired, appoint an Assistant Treasurer who shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and perform such other duties as the President or Board of Directors shall prescribe or require.

Section 4. The duties and powers of the Directors are as follows:

- (a) The Director of Safety and Education shall serve as the Chief Range Officer and shall be responsible for the training and designation of range officers. This Director shall be responsible for the promotion of safety education of applicants and members and for conducting safety seminars and qualifications for applicants prior to obtaining membership status.
- (b) The Director of Shooting Activities shall be responsible for organizing, delegating and executing matches, competitions, tournaments and other shooting events. Range officers shall report to this Director or his designated representative during a specific shooting activity.
- (c) The three (3) Directors at Large may be designated by the President or the Board of Directors to oversee certain functions as the need arises.

ARTICLE X – NOTICES

Section 1. Any notice given under the provisions of these Bylaws to any member of the Board of Directors shall not be construed to mean personal notice but such notice may be given in writing by depositing the same in a post office or letter box in a postpaid envelope, addressed to such director, officer or member at such address as appears in the records of this Corporation. Such notice shall be deemed to be given at the time when the same shall be mailed.

Section 2. Whenever any notice whatsoever is required to be given under the *General Corporation Law of the State of Delaware*, or under the provisions of the *Certificate of Incorporation*, or the Bylaws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XI – MEETINGS

Section 1. Meetings shall be held as follows:

- (a) The Board of Directors meeting shall be held the second Thursday of every month.
- (b) The general membership meeting shall be held the third Thursday of each month.
- (c) The Annual Meeting of the members shall be held on the third Thursday in October of each year. The Annual Meeting shall be held in lieu of the applicable monthly general membership meeting.
- (d) If any meeting, above, is on a legal holiday, then the time and place of the meeting(s) shall be established by the Board of Directors.
- (e) At least eleven (11) Voting Members, in good standing, shall constitute a quorum for the transaction of business at general membership and Annual meetings.

ARTICLE XII – USE OF CLUB FACILITIES

Section 1. The following shall apply for use of the Club's facilities for profit:

- (a) Only Voting Members, in good standing, may request to use the Club's facilities for profit.
- (b) Use of the Club's facilities for profit requires approval of the Board of Directors. This use shall include indoor/outdoor activities, matches and other approved activities that do not violate these Bylaws, state or federal law.
- (c) The Voting Member can appeal the Board of Directors' decision, on request, to the Voting Members, in good standing, at a general membership meeting.
- (d) Club activities will take precedence over all requests.

Section 2. Use of the Club's facilities for profit, by eligible Voting Members, may have fees assessed and said fees shall be established by the Board of Directors. If the Voting Member considers the assessment excessive, said member can appeal for a reduction in the fee assessment to the Voting Members, in good standing, at a general membership meeting.

Section 3. The Voting Member using the Club's facilities for profit shall follow the rules, as specified in Article V, and shall assume all responsibility for the behavior of his client(s) and any damage caused by his client(s).

ARTICLE XIII – AMENDMENTS

Section 1. The Corporation Bylaws shall be amended, altered or revised only after conforming to the following procedures:

- (a) A written resolution or motion, by a Voting Member, in good standing, calling for amendment, alteration or revision shall be presented and read to the Voting Members at a general membership meeting. The written resolution or motion must be seconded by a Voting Member other than the maker.
- (b) The written resolution or motion shall then be referred to the Club's Bylaws Committee within thirty (30) days and shall then be reported out by the Club's Bylaws Committee at the next general membership meeting along with the recommendations of the Club's Bylaws Committee and the Board of Directors.
- (c) A vote shall then be taken on the recommendations of the Club's Bylaws Committee and the Board of Directors at the next two (2) general membership meetings beginning with the general membership meeting referred to in subsection (b), above. If such change(s) or

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amendment(s) are approved by a simple majority vote of the Voting Members present at each of these meetings, the Recording Secretary will have such change(s) or amendments incorporated into the Bylaws.

ARTICLE XIV – GENERAL

Section 1. The election of Officers, Directors and the Past President at the Annual Meeting of the Club will be by secret ballot, if there is more than one (1) candidate for a post. If there is only one (1) candidate for a post, the Recording Secretary can call for election of the candidate by a show of hands.

Section 2. Voting on routine matters during general membership meetings may be by secret ballot or show of hands of the Voting Members, in good standing, present, at the discretion of the President.

Section 3. If a proposed action is of sufficient importance to warrant giving each Voting Member, in good standing, the opportunity of voting on the proposed action, a notice will be sent via e-mail or postal mail to each Voting Member so that he may vote on the proposed issue at the next general membership meeting of the Club. A majority of votes of the Voting Members, in good standing, present at said meeting will rule in approving or rejecting the proposed action or change.

Section 4. Absentee and/or proxy ballots are prohibited.

Section 5. The terms "he," "she," "his," "her," "they" and "them" are used without gender.

Section 6. All questions of a parliamentary nature shall be decided by *Robert's Rules of Order*.