

Palomino Valley Gun Club, Inc.

Bylaws

Article I: Name

The name of this club shall be Palomino Valley Gun Club, hereinafter to be referred to as PVGC or as the Club. The Club, formed in 1981 and incorporated in 2000, is a domestic non-profit corporation organized under Nevada Revised Statutes. PVGC has received IRS Employer Identification Number 20-3441564.

Article II: Purposes and Objectives

The purposes and objectives of the Club are:

- To host shooting events at the Washoe County Regional Shooting Facility;
- To promote public awareness of firearms and their safe use;
- To foster and promote the shooting sports, including the advancement of amateur competitions in marksmanship at the local and state levels;
- To aid in the promotion of established state, national, and international shooting organizations.

The Club may take any and all actions necessary and proper in the furtherance of these purposes and objectives.

Article III: Membership

Section A: Eligibility

Most persons shall be eligible to be a member of the Club. That person must remain of good repute and should subscribe to the objectives and purposes of the Club. Any persons convicted of a felony or crime of violence shall not be eligible for membership.

Section B: Dues and Contributions

The Board of Directors will review the dues or minimum contribution for membership on an annual basis. Membership dues shall expire at the end of the calendar year. Membership shall include newsletter subscription.

Section C: Members

1. An appropriate card, certificate, or insignia shall be issued to each member as evidence of paid membership.
2. The Board of Directors may refuse any request or application for membership for any reason deemed by the Board to be sufficient. A rejected applicant shall have his/her fees returned.
3. Members shall abide by the Code of Conduct and Ethics as defined in Club Bylaws.

Section D: Rights and Privileges of Members

All members in good standing shall be entitled to one vote on each issue at all meetings of the Board of Directors, and committee meetings of the Club. Family membership shall be entitled to one (1) vote regardless of the number of members in the family. There shall be no proxy voting in the Club, nor may anyone vote in absentia. Any member may request up to one (1) copy of the Club Bylaws per year.

Section E: Members Holding Office

The holding of any office or membership on any committee shall be contingent on the good standing of the enlisted member. Officers and Directors shall be residents of the State of Nevada for not less than one year.

Section G: Voluntary Termination of Membership

Any member may terminate his/her membership at any time by resignation in writing sent by first class United States Mail to the Secretary of the Club. Such member will not be entitled to any refund of dues or contributions previously paid.

Section H: Involuntary Termination of Membership

1. Default:

Any member in default of payment of dues may be suspended from the privileges of membership. Club membership of any member in arrears shall be terminated.

2. Suspension and Expulsion:

- Any Member may be expelled by a vote of two-thirds of the Board of Directors.

Procedure for Suspension and Expulsion:

Any member of the Club in good standing may file with the Secretary a complaint in writing, under oath, against any member, distinctly describing any act which the complainant contends is contrary to or in violation of the Bylaws of the Club. The Secretary shall transmit the complaint and all supporting exhibits to a Special Ethics Committee. The Ethics Committee, consisting of at least three (3) but not more than five (5) members of the Board, may at its sole discretion:

- Dismiss charges.
- Recommend suspension or expulsion of the accused member.
- Direct a hearing.

The Secretary shall promptly inform the complaining member of the findings of the Ethics Committee by first class mail addressed to the member's address of record.

In the event that the Ethics Committee recommends suspension or expulsion, the accused member shall be notified in writing of the action by the Secretary either by personal service or by certified mail, return receipt requested, to his/her address of record. Such notification shall include a copy of the recommendation of the Ethics Committee, a copy of these Bylaws, and shall inform the member of his/her right to a hearing at the next club meeting. The notification shall further inform the member that, unless his/her request for a hearing, in writing, is received by the Secretary within 30 days after the date of the service upon him of the Secretary's notice, the proposed recommendation of the Ethics Committee shall become final and be transmitted to the Board of Directors.

Article IV: Conduct and Ethics

Section A: Code of Conduct and Ethics

To further the integrity and ethical conduct in the affairs of the Club, this Code of Conduct and Ethics shall apply to all members of the Club.

Section B: Proscribed Conduct

Conduct warranting investigation and disciplinary action includes without limitation:

- Abusing one's position as a Director or Officer for personal aggrandizement, preferment, private benefit, or for the benefit of other persons or organizations.
- Dereliction of one's fiduciary obligations to the Club.
- Illegal or dishonest conduct.

- Willfully misrepresenting the business, deliberation, or affairs of the Board of Directors, the Club, or its good name and reputation.
- Willful false or unsupported allegations of misconduct against a member of the Board of Directors, or any member of the Club.
- Willfully making false statements or misrepresentations, violating one's obligation of loyalty to the Club, with due recognition of one's right to a difference of opinion.
- Disparagement of the Board of Directors, the Club, or its members.
- Unauthorized disclosure of any matter discussed or acted upon in an executive session of the Board of Directors, or any committee meeting.
- Being convicted of a felony or violent crime.
- Other good cause.

Section C: Ethics Committee

With respect for the above proscribed conduct, the Ethics Committee will:

- Receive, initial, and screen complaints.
- Cause investigations to be conducted.
- Make recommendations for appropriate action.

Article V: Board of Directors

Section A: Composition

The Board of Directors shall consist of at least seven (7) Directors, comprised of four (4) officers elected by the membership (President, Vice President, Treasurer, and Secretary), a Media Director appointed by the President, and all Match Directors appointed by the President.

Section B: Powers and Duties

The Board of Directors will formulate the policies and manage and maintain general charge of the affairs and property of the Club, in accordance with Nevada law and these Bylaws. On an annual basis the Club shall elect from its own membership one officer for: President, Vice President, Treasurer, and Secretary. The election of these officers is to occur during the November Board of Directors meeting. Terms shall run from January 1 through December 31 of each calendar year. All appointed positions on the Board of Directors are at the discretion of the President.

Section C: Meetings

Regular Meetings: The Club shall hold at least 10 monthly meetings at a place and time specified in the monthly PVGC Newsletter. The annual Christmas Party shall constitute and qualify as a regular monthly meeting.

Special Meetings: Any Board Member may request a vote by telephone or email for time sensitive matters. The President will poll the Board and announce final vote tally. There shall be no need for Public Special Meetings.

Quorum: At any regular or special meeting of the Board of Directors, five (5) Club members including a minimum of one (1) elected officer will constitute a quorum.

Section D: Board Policies

The Board of Directors may initiate Board policies concerning any procedure of conducting the business of the Club. These policies will be reviewed at least annually at a regular Board of Directors meeting.

Article VI: Officers

Section A: Number and Election

The officers of the Club shall be a President, a Vice President, a Treasurer, and a Secretary. The officers shall be elected annually and will serve until December 31 of the following year.

The Board of Directors may not abolish said offices, nor may they create any offices without a general election.

Section B: Duties of Officers

1. President: The President shall preside over all meetings of the Club and the Board of Directors. The President shall be an ex-officio member, with vote, of all committees, and shall perform all such other duties as pertain to his/her office. The President shall appoint Board members as required by the Club Bylaws. The President shall be responsible for disbursing Club funds and authorizing bank checks.
2. Vice President: The Vice President shall perform the duties of the President in his/her absence or at his/her request. In case a vacancy shall occur in the office of the President, the Vice President shall serve for the balance of the term. The Vice President shall be ex-officio member of all committees, without vote, but, with voice. The Vice President shall be responsible for disbursing Club funds and authorizing bank checks.
3. Treasurer: The Treasurer, under direction of the Board of Directors, shall have charge of the books of account for the Club. He/she shall prepare the annual Statement of financial condition and be responsible for the filing of annual reports to the I.R.S. He/she should also prepare a monthly statement of account for the Monthly Board of Directors meeting. Treasurer is required to seek Board approval prior to incurring significant expense.
4. Secretary: The Secretary, under direction of the Board of Directors, shall have charge of the archives of the Club. He/she shall oversee the work of the Media Director. He/she shall attend to the proper publication of the official notices and reports, attest documents, and perform such other duties as usually pertain to the office. The Secretary shall prepare a monthly update of current members and prepare the mailing labels as needed by the Media Director. The Secretary shall be responsible for maintaining a portfolio of current Board policies which shall be updated as needed and provided to all Board members and committee members upon request. The Secretary shall have other duties as may be assigned to him from time to time by the President. The Secretary shall be responsible for disbursing Club funds and authorizing bank checks.
5. Media Director: The Media Director, under the direction of the Board of Directors, shall be responsible for the mailing of the Club newsletter, accumulating and publishing of Club records and match schedules, as well as seasonal mailings such as the Club BBQ and Christmas Party. Media Director is required to seek Board approval prior to incurring significant expense.
6. Match Directors: Match Directors, under the direction of the President, are responsible for the organization and efficient conduct of supervised matches. Duties shall include but not be limited to: submission of reservation date requests, establishing match rules, maintaining match materials, overseeing the match, and reporting match results. Match Directors are required to seek Board approval prior to incurring any expense exceeding \$100.

Upon resignation or retirement of any officer or director, all Club property and materials shall be returned to a member of the Board within 30 days of vacating office.

Section C: Compensation

No Officer, Director or committee member shall receive any salary or emoluments unless specifically authorized by resolution of the Board of Directors. All such persons may be entitled to reimbursement for expenses incurred on behalf of the Club, to such extent as may be authorized or approved by the Board of Directors.

Article VII: Nomination and Election Procedure

Section A: Nominations and Election

During the course of the November Club meeting nominations for Officers will be opened by the President. All Club members in good standing are entitled to make their voice known and nominate candidates for the four elected officers. When it is apparent there are no further additions for the election, the President will call the nominations closed. The President will then read the entire list of members nominated for the position of President then call for a show of hands to acknowledge votes for each nominee. The candidate with the most votes will be awarded the office for the following term. The President will proceed with the reading of members running for the office of Vice President, continuing through the offices of Treasurer, and Secretary.

Section B: Taking Office

Out-going Board members have through December 30 to return all Club materials and property to the new Board of Directors. The New Board members' term will begin on January 1st of the next calendar year.

Article VIII: Special Committees

As becomes necessary the Board of Directors may appoint special committees to help the Club as the Board of Directors sees fit. These committees may include but not be limited to: Awards, Bylaws, Legislative and Legal, Membership, Finance and Budget, Ethics, and Historical.

Article IX: Changes and Review of Bylaws

Bylaws shall be reviewed at each March Board Meeting. Any suggested bylaw changes shall be proposed at the April meeting. The membership shall vote on any proposed changes during the May meeting. Any changes to the Bylaws shall take effect one (1) month after vote.

Article X: Order of Business

The following shall be the regular order of business at the monthly Board of Directors and members meeting:

- Call meeting to order
- Introduction of Officers and Directors present
- Reading and approval of the minutes from the previous meeting
- Reading and approval of the Treasurer's report
- Reading and approval of the Media Director's report
- Unfinished (old) business
- New business
- Review of insurance policy (February meeting only)
- Review of club bylaws (March meeting only)
- Bylaw changes proposed (April meeting only)
- Vote on bylaw changes (May meeting only)
- Election of Officers (November meeting only)
- Adjournment