

**By-Laws of**  
**P.H.A. Range II, Inc.,**  
**a North Carolina Corporation**  
**May 2, 2021**

**ARTICLE I**

**Name**

Section 1.

Principal Name: The principal name of the Corporation shall be P.H.A. Range II, Inc.

**ARTICLE II.**

**Office**

Section 1.

Principal address: 10346 Hwy 150 South, Linwood NC 27299.

Principal mailing address: PO Box 913, Thomasville, North Carolina 27360. All mail and official correspondence for the corporation shall be addressed to this location.

**ARTICLE III**

**Purpose**

Section 1.

P.H.A. Range II, Inc. is a North Carolina Corporation founded for the purpose of purchasing land to support Piedmont Handgunners Association, Inc. in its effort to provide members of P.H.A. Range II, Inc., P.H.A. Range, Inc., and Piedmont Handgunners Association, Inc. a place to shoot and to promote the shooting sports. If an acceptable land purchase is not completed in a time and manner acceptable to a majority of the P.H.A. Range II, Inc. stockholders, P.H.A. Range II, Inc. may use its money to assist in funding the maintenance and operation of Piedmont Handgunners Association, Inc., providing there is a majority vote of a Quorum of stockholders of P.H.A. Range II, Inc.



Section 2.

Any land purchased by P.H.A. Range II, Inc. will be held in title by P.H.A. Range II, Inc.

Section 3.

The By-Laws of P.H.A. Range II, Inc. will be structured as closely as possible to the Piedmont Handgunners Association, Inc. By-Laws. Range privileges for members of each entity will be the same.

## **ARTICLE IV**

### **Stockholder's Meetings**

Section 1.

The annual meeting of the stockholders will be held in August of each year at a date, time, and location as determined by the President of P.H.A. Range II, Inc.

Section 2.

Special meetings of the stockholders may be called by order of the P.H.A. Range II, Inc. Board of Directors, and furthermore, it shall also be their duty to call such meetings upon the written request of at least one half of the P.H.A. Range II, Inc. stockholders.

Section 3.

At all meetings of the P.H.A. Range II, Inc. stockholders, each stockholder is entitled to one vote for each stock certificate held (up to a maximum of five), which may be cast in person, by postal mail, by email, by overnight delivery, or by means of electronic or digital communications approved prior to the meeting by the P.H.A. Range II, Inc. Board of Directors where participants can simultaneously hear and see each other during the meeting.

Section 4.

A quorum shall consist of the total number of P.H.A. Range II, Inc. stockholders attending the meeting, whether attending in person or attending via an approved electronic or digital method (See Article IV, Section 3).



## Section 5.

A minimum of five days prior notice of a meeting shall be given to each P.H.A. Range II, Inc. stockholder by postal mail to their last known address or by email using an email address provided by the stockholder. It is the responsibility of each individual stockholder to ensure that the Secretary of P.H.A. Range II, Inc. has an accurate record of their current postal mailing address and/or email address.

## **ARTICLE V**

### **Board of Directors**

#### Section 1.

The affairs of the corporation will be managed by the P.H.A. Range II, Inc. Board of Directors or by such committees as the Board of Directors may establish pursuant to the By-Laws.

#### Section 2.

The P.H.A. Range II, Inc. Board of Directors will consist of the following:

- the current corporate President, serving as ex officio President of the Board,
- the current corporate Vice President, serving as ex officio Vice-President of the Board,
- the current corporate Recording Secretary, serving as ex officio Recording Secretary of the Board,
- the current corporate Treasurer, serving as ex officio Treasurer of the Board, and
- four additional At-Large Directors, elected from candidates who are P.H.A. Range II, Inc. stockholders.
- The immediate past President of P.H.A. Range II, Inc. serving as a non-voting Chairman of corporate P.H.A. Range II, Inc., and non-voting ex officio Chairman of the Board of Directors.

#### Section 3.

The corporate Officers and At-Large Directors will be elected by ballot for a period of one year and will hold office until the conclusion of the August Annual Meeting in the year their term expires. A stockholder must be a member of P.H.A. Range II Inc. for a minimum of three years to run for any officer position. No minimum term of P.H.A. Range II, Inc. stock ownership is required for At-Large Director candidates.



Assistants may be appointed by the P.H.A. Range II, Inc. Board of Directors for any office and to serve for a period of time as determined by the Board of Directors.

#### Section 4.

Voting: One ballot per certificate of stock owned is provided to each stockholder. A single vote may be cast on each ballot for each of the following positions: President of the Corporation, Vice-President of the Corporation, Recording Secretary of the Corporation, and Treasurer of the Corporation. For the At Large Director positions, there can only be one vote cast for each candidate, up to a total of four votes cast per ballot.

#### Section 5.

Any member of the P.H.A. Range II, Inc. Board of Directors may be removed from office, with or without cause, by a majority vote of a Quorum of stockholders of P.H.A. Range II, Inc., via a Special Meeting as defined in Article IV Section 2 of these By-Laws.

#### Section 6.

Quorum. A quorum is defined as the stockholders present at a regular or special meeting.

#### Section 7.

The P.H.A. Range II, Inc. Board of Directors will have the authority to temporarily fill all position vacancies in their body, with those temporary assignments lasting until the end of the next annual meeting of the shareholders.

#### Section 8.

The P.H.A. Range II, Inc. Board of Directors will not be compensated for their services as such.

#### Section 9.

The P.H.A. Range II, Inc. Board of Directors has the authority to propose revisions of, amendments to, or the repeal of any By-Law. Any suggested change must be presented to, voted on, and approved by the stockholders of P.H.A. Range II, Inc.

#### Section 10.

The P.H.A. Range II, Inc. Board of Directors will have the power to appoint all necessary committees.



## **ARTICLE VI**

### **Duties of the Officers**

#### Section 1.

The P.H.A. Range II, Inc. corporate President, shall also serve as ex officio President of the Board of Directors, shall preside at all meetings of the Board of Directors, shall see that all orders and resolutions of the Board of Directors are carried out, execute all conveyances, contracts and agreements authorized by the Board of Directors, and generally see that all the officers and agents of the corporation perform their duties.

#### Section 2.

The P.H.A. Range II, Inc. corporate Vice-President, shall also serve as ex officio Vice-President of the Board, has all the authority and responsibilities of the President in the absence of the President, or as delegated by the President.

#### Section 3.

The P.H.A. Range II, Inc. corporate Secretary shall be the ex officio secretary of the Board of Directors and shall record all votes and keep the minutes of all proceedings in a book to be kept for that purpose. He or she shall be the custodian of the corporate seal and shall attest the same when affixed by order of the Board of Directors. It shall also be the duty of the Secretary to keep all the books, papers and records of the corporation not designated as the responsibility of some other officer. It shall likewise be the duty of the Secretary to provide notice, via the stockholders' postal or email addresses of all annual and special meetings of the stockholders so that each stockholder may receive notice at least five days prior to the date of such meeting. Minutes of this corporation shall be written and kept permanently by the Secretary. All records are property of the corporation.

#### Section 4.

The P.H.A. Range II, Inc. corporate Treasurer, shall also serve as ex officio Treasurer of the Board and shall:

- a) perform all duties usually performed by a treasurer, or such person as may be authorized by the Board of Directors,
- b) collect, receive, hold, and deposit the money of the corporation into a P.H.A. Range II, Inc. bank account in a timely manner,
- c) keep full and accurate records of the receipts, disbursements, and all other financial records of the corporation, provide a summary Treasurer's report at each shareholder meeting, and upon request, provide a full and detailed report of the Corporation's finances within 14 days to the Board and/or to a stockholders meeting,



- d) complete all financial reports as required by law or regulatory agency, and
- e) ensure the listing and payment of all taxes due from P.H.A. Range II, Inc. to the Federal Government of the United States, the State of North Carolina, Davidson County, or other governmental entity as is required by law or regulation.

#### Section 5.

The Board of Directors may, in the absence of an officer, delegate the absent officer's authority and duties to any other P.H.A. Range II, Inc. stockholder, if such assignment itself or the performance of assigned duties are not in conflict with North Carolina General Statutes.

## **ARTICLE VII**

### **Capital Stock**

#### Section 1.

Each holder of capital stock of P.H.A. Range II, Inc. shall be entitled to a stock certificate, signed by both the President and the Secretary of P.H.A. Range II, Inc., a record of which shall be kept by the Secretary of P.H.A. Range II, Inc. One certificate is equal to one share. No stock shall be transferable except upon the surrender and cancellation of the outstanding stock certificate(s), as well as the subsequent recording of the stock surrender and cancellation in the stock records of P.H.A. Range II, Inc. and the recording of the new stock owner's information in the Corporation's stock records.

#### Section 2.

The Corporation's stock records shall be the sole evidence as to who are the stockholders of P.H.A. Range II, Inc. Each P.H.A. Range II, Inc. board member may request a review of a current list of P.H.A. Range II, Inc. stockholders. Access to the stockholders' information will be provided subsequent to the board member signing a non-disclosure agreement provided by P.H.A. Range II, Inc.

#### Section 3.

The initial stock price for new issuances of stock for P.H.A. Range II, Inc. will be established prior to issue by the P.H.A. Range II, Inc. Board of Directors.



#### Section 4.

P.H.A. Range II, Inc. stockholders are eligible for membership in Piedmont Handgunners Association, Inc. As a condition of stock ownership, the P.H.A. Range II, Inc. stockholder's annual membership fees in Piedmont Handgunners Association, Inc. will be waived. P.H.A. Range II, Inc. stockholders must comply with Piedmont Handgunners Association, Inc. rules for membership to be eligible to use the range.

#### Section 5.

P.H.A. Range II, Inc. stock is transferable. Sellers must complete and sign a Bill of Sale and must sign over their stock certificate to the new owner. It is the responsibility of the buyer of the stock to notify the Secretary of P.H.A. Range II, Inc. of the proposed stock transaction and to present to the Secretary the Bill of Sale and the Seller's original stock certificate. The stock transfer will not be final until the Secretary of P.H.A. Range II, Inc. records the transaction in the official stock record book of P.H.A. Range II, Inc. and issues a new stock certificate to the buyer.

#### Section 6.

P.H.A. Range II, Inc. is authorized to issue a total of three hundred shares of stock.

#### Section 7.

No one person or entity may own more than five certificates of stock in P.H.A. Range II, Inc.

## **ARTICLE VIII**

### **Amendments**

#### Section 1.

Amendments, revisions, and deletions to the By-Laws must be approved by the P.H.A. Range II, Inc. Board of Directors before being submitted to the stockholders of P.H.A. Range II, Inc. for a vote to change the corporation's By-Laws.



**CERTIFICATION**

The undersigned officers of the P.H.A. Range II, Inc. Board of Directors hereby certify that these By-Laws have been approved and adopted by the shareholders of P.H.A. Range II, Inc. on the date indicated below:

2nd day of May 2021.

President: Nancy M. Aley  
SIGNATURE

Nancy M. Aley  
PRINT NAME

Secretary: Dennis O. Mueller  
SIGNATURE

DENNIS O. MUELLER  
PRINT NAME

