

By-Laws of Piedmont Handgunners Association, Inc.
A Non-Profit Corporation, Revision #5, May 2019

ARTICLE I

NAME

Section 1.

Principal Name: The principal name of the Corporation shall be PIEDMONT HANDGUNNERS ASSOCIATION, INC. and it is sometimes referred to in these By-Laws as the Corporation and/or Club.

ARTICLE II.

OFFICE

Section 1.

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

ARTICLE III

PURPOSE

Section 1.

Purposes: The purposes for which this Corporation / Club is formed are those set forth in its Articles of Incorporation, as from time to time may be amended. More specifically, the purposes are the encouragement of organized Recreational and Competitive rifle, pistol, shotgun and archery shooting among citizens of the United States with a view toward a better knowledge on the part of such citizens of the safe handling and proper use and care of firearms, as well as improved marksmanship. It is the further objective and purpose of the Corporation to forward the development of those characteristics of honesty, fellowship, self-discipline, team play, and self-reliance which are the essentials of good sportsmanship and the foundation of true patriotism.

Section 2.

Corporation Status: As a 501(c)4 Non-Profit the Corporation is not formed for any pecuniary or financial gain and no part of the assets, net earnings, or profit of the Corporation is distributable to, or inure to the benefit of its Directors or Officers except to the extent permitted under the Non-Profit Corporation Act of the State of North Carolina.

ARTICLE IV

MEMBERSHIP

Section 1:

Eligibility: Any citizen of the United States, 18 years of age or older, may become a member of this organization on vote of the Board of Directors after subscribing to the following pledge and on payment of the usual initiation fee and dues, which may be increased from time to time as permitted under these by-laws.

The NRA Pledge: I CERTIFY that I am a citizen of good repute of the United States of America; that I am not a member of any organization or group having as its purpose or one of its purposes the overthrow by force and or violence of the Government of the United States or any of its political subdivisions; that I have never been convicted of a felony and that, if admitted to membership, I will fulfill the obligations of good sportsmanship and good citizenship.

Section 2.

Suspension or Revocation: Any member may be suspended or expelled from the Corporation for any cause deemed sufficient by the Board of Directors present at any regular meeting or special meeting, at which a sufficient quorum exists. A quorum will consist of the members attending a regular scheduled monthly meeting. No vote on suspension or expulsion may be taken unless at least 15 days' notice in writing shall have been given to the member of the charges preferred and of the time and place of the meeting of the Board of Directors at which such charges will be considered. At such meeting the member under charges will be accorded a full hearing.

Charges against any member may be preferred by any member in good standing. They will 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 will be filed with the Recording Secretary, who will immediately notify the President. The President will then notify the Board of Directors and a meeting will be called to hear the charges. The Recording Secretary will give a least 15 days' notice of the meeting to each member of the Board and to the accuser and to the accused, which notice will be in writing and will include a true copy of the charges and of the supporting affidavits and exhibits. A vote will be taken by the Board of Directors present and a two-thirds vote will be required for suspension or expulsion. Any members suspended or expelled by the Board of Directors may appeal to the full membership of the Corporation.

Such appeal will be made in writing to the Recording Secretary who will notify the President. The President will call a special meeting of the members in full for the purpose of acting on the

appeal. The Recording Secretary will give at least 15 days' notice in writing to all members of the Corporation in good standing stating the date, time, place and reason for such a special meeting. At the meeting of the full club, the Recording Secretary will read the original charges, the supporting affidavits, and will read or display the accompanying exhibits and will read the minutes of the special meeting of the Board of Directors at which the charges were heard and the action taken. A full hearing will be given the accuser and the accused. A vote will be taken by ballot of the members in good standing present and a two-thirds vote will be required to reverse the action of the Board of Directors.

Any member of the club who has been suspended or expelled by the National Rifle Association of America will automatically stand suspended or expelled from the Corporation immediately upon the receipt of official notice by the Recording Secretary of this Corporation from the Secretary of the National Rifle Association will be given a complete report whenever a member of the club is suspended or expelled, showing charges and action taken.

Section 3.

Resignation: Any member may resign by notifying the Board of Directors of the Corporation.

Section 4.

Dues and Membership Certifications: Dues for membership in the Corporation will be determined by the Board of Directors and submitted to membership for approval and will be payable in such manner and under such conditions as will be determined by the Board of Directors. No member of the Corporation in arrears will be eligible to vote or to enjoy any other of the privileges or benefits offered by the Corporation.

ARTICLE V

BOARD OF DIRECTORS

Section 1.

General Powers: The business and affairs of the Corporation will be managed by the Board of Directors or by such committees as the Board may establish pursuant to the By-Laws.

Section 2.

Number, Term, and Qualifications: The Board will consist of the immediate past President of the Corporation, who will be Chairman of the Board of Directors, President of the Corporation, the Vice President of the Corporation, the Recording Secretary of the Corporation, the Treasurer of the Corporation, the PHA Range Officer, and **five** Directors selected at large in a manner prescribed below. Directors will be elected by ballot for a period of one year and hold office until conclusion of the Annual Meeting "August" in the year their term expires. A member has to be active for a minimum of three years to run for an elective office.

Section 3.

Election of Directors: Except as provided in Section 2 above of this Article, the Directors will be elected by ballot by the membership with elected members announced at the Club meeting held in August, and the five persons who receive the highest number of votes for the **five** positions of Directors at large will be deemed to have been elected.

Section 4.

Cumulative Voting: There will be only one vote cast for the following positions: President of the Corporation, Vice-President of the Corporation, Recording Secretary of the Corporation, Treasurer of the Corporation, PHA Range Officer. Except for the Directors at Large, where there will be **five** votes cast as noted on ballot.

Section 5.

Removal: Directors may be removed from office with or without cause by vote of a majority of the members of the Corporation. If any Directors are so removed, new Directors may be elected at the same meeting.

Section 6.

Vacancies: A vacancy occurring in the Board of Directors may be filled by appointment by the remaining Board of Directors.

Section 7.

Chairman: The chairman of the Board of Directors shall be the immediate past president of the Corporation. The chairperson will preside at the meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 8.

Compensation. The Board of Directors will not be compensated for their services as such.

ARTICLE VI

MEETINGS OF BOARD OF DIRECTORS

Section 1.

Regular Meetings: A regular meeting of the Board of Directors will be held as needed at a time and place disclosed by the Recording Secretary of the Corporation.

Section 2.

Special Meetings: Special Meetings of the Board of Directors may be called by or at the request of the Chairman of the Board of Directors, the President, or any two members of the board.

Section 3.

Notice of Meetings: Regular meetings of the Board of Directors may be held without notice (i.e.: before, during, or after a regular meeting of the general membership.) The person or persons requesting a special meeting of the Board of Directors will, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is being called.

Attendance by a Board member at a meeting will constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 4.

Quorum: A majority (**seven**) of the Board members fixed by these by-laws will constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.

Manner of Acting: Except as otherwise provided in this section, the act of the majority of the Board members present at the meeting at which a quorum is present will be the Board of Directors. The vote of a majority of the number of Board members fixed by these bylaws will be required to adopt a resolution constituting an executive committee. The vote of a majority of the Board members then holding office will be required to adopt, amend, or repeal a By-Law, or to adopt a resolution dissolving the Corporation without action by the membership. Vacancies in the Board of Directors may be filled as provided in Article V, Section 6, of these By-Laws.

ARTICLE VII

OFFICERS

Section 1.

Number: The officers of this club will consist of the following: President, Vice-President, Recording Secretary, Treasurer, and Range Officer. They will be elected by a majority vote by a mail ballot of the members in good standing with results announced at the August meeting of the club. Each officer will hold office for one year or until his death, resignation, retirement, removal or disqualification, which ever first occurs, or until his successor is elected and qualifies.

Section 2.

Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board with or without cause; and such removal will be without prejudice to the contract right, if any, or the person so removed.

Section 3.

Compensation: No officer of the Corporation will receive any compensation or financial remuneration for his service to the Corporation; but, will be reimbursed for any expenses so noted by receipts.

ARTICLE VIII

MEMBERSHIP IN NATIONAL RIFLE ASSOCIATION

Section 1.

The officers of the Corporation will maintain individual membership in the National Rifle Association for their tenure of office.

ARTICLE IX

DUTIES OF OFFICERS and Board of Directors

Section 1.

President. The President will preside at all meetings of the Club and of the General Membership. He / She shall appoint and be a member ex-officio of all regular and special committees and will appoint one (1) person from the Board of Directors to chair each committee and will perform all such other duties as usually pertain to the office.

Section 2.

Vice-President: The Vice-President will perform all duties of the President in his absence or at his request.

Section 3.

Recording Secretary: The Recording Secretary will conduct all official correspondence pertaining to the proper preparation and forwarding of all reports required of the Corporation by the National Rifle Association and by the Civilian Marksmanship Program. He/She will notify the members of the Board of Directors of all meetings and will notify all members of special and annual meetings. He/She will keep a true record of all meetings of the Board of Directors and of the Corporation and have the custody of the books and papers of the Corporation, except the Treasurer's records and books of accounts which are the property of the club. He/She will be responsible for affiliating the Corporation annually with the National Rifle Association the Civilian Marksmanship Program, and the NCRPA.

Section 4.

Treasurer: The treasurer will have charge of all funds of the Corporation and place the same in such bank or banks as may be approved by the Board of Directors. Such money will only be withdrawn by check signed by **two** such officers who will be Chairman of Board, President, Vice-President, Treasurer or officer, agent, or agents of the Corporation and in such a manner as will from time to time be determined by resolution of the Board of Directors and for payment of such bills as will have been approved by the Board of Directors. The Treasurer will keep an accurate account of all his transactions and render a detailed report with vouchers at any meeting of the Board of Directors when requested and an annual report to the Corporation at its annual meeting. A yearly audit shall be conducted as required by law including any forms needed for yearly tax information. **Any payment of funds requested by officers, match directors, or members must be accompanied by receipts or invoice.**

Section 5.

Membership Secretary: See attached Amendment dated January 28, 2020.

Section 6.

PHA Range Officer: will have charge of the range safety of the Corporation/Club, the scheduling of CCH and all training classes, the arranging of competition, etc. He will contract no bills without the authorization of the Board of Directors.

ARTICLE X

MEETINGS OF THE MEMBERSHIP

Section 1.

Place of Meetings: All meetings of membership will be held at the principal office of the Corporation, or at such other place within the State of North Carolina, as will be designated in the notice of the meeting or agreed upon by a majority of the members entitled to vote there at.

Section 2.

Annual Meeting: The annual meeting of membership will be held at 7:00 pm on the second Thursday of each August, for the purpose of announcing of the elected Board of Directors of the Corporation and for the transaction of such other business as may be properly brought before the meeting. The newly elected Officers and Board of Directors will be installed and begin their term at the close of the August meeting on the second Thursday of August.

Section 3.

Substitute Annual Meetings: If the annual meeting will not be held on the day designated by these by-laws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article. A meeting so called will be designated and treated for all purpose as the annual meeting.

Section 4.

Special Meetings: Special meetings of the membership may be called at any time by the President, Recording Secretary, or Board of Directors of the Corporation, or by any member pursuant to the written request of not less than 4% of the members entitled to vote.

Section 5.

Notice of Meetings: E-mail or printed notice stating the time and place of the meeting will be delivered not less than **15** days no more than 50 days thereof, at the direction of the President, Secretary, or other person calling the meeting, to each member of record entitled to vote at such meeting.

In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted thereat, unless it is a matter other than an election of Board of Directors, on which the vote of members is expressly required by the provisions of the North Carolina Non-Profit Corporation Act. In the case of a special meeting, the notice of meeting will specifically state the purpose or purposes for which the meeting is called.

Section 6.

Quorum : Members present at a regular scheduled meeting will constitute a quorum.

Section 7.

Election/Voting: Each year in February, a nominating committee of (3) members will be appointed by the President to select a slate of officers and Board members for the upcoming fiscal year. Nominees names will be furnished by the committee Chair, to the club at the May's regular meeting and anyone with additional nominations may present them to the club at this time, from the floor. After approval all nominees, a ballot listing the nominees names and their qualifications will then be mailed to each club member by July 5th with a space included for any write ins. (However, all such nominees must meet the requirements as set forth in these by-laws.) Ballots must be received by the recording secretary no later than August 5th to be available for tabulation prior to the August Annual Membership Meeting.

ARTICLE XI

MATCH RULES

Section 1.

Match Rules: Piedmont Handgunners Association holds National Rifle Association and/or Piedmont Handgunners Association approved matches. All matches, or anything in which a member would receive any form of payment from, must be brought before the Board of Directors and be voted on by the General membership at any regular scheduled meeting prior to being held.

TRAINING

ARTICLE XII

CONTRACTS, LOANS, DRAFTS AND DEPOSITS

Section 1.

Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances. The Board of Directors, or no agent for the club, may authorize any expenditures for a payment that would exceed the amount of **\$2000.00**.

Section 2.

Loans: No loans will be contracted on behalf of the Corporation and no evidences of indebtedness will be issued in its name unless authorized by the general membership at a regular called meeting. Such authority may be general or confined to specific instances.

Section 3.

Checks and Drafts: All checks, drafts, or other orders for the payment of money issued in the name of the Corporation will be signed by **two** such officers who will be Chairman of Board, President, Vice-President, Treasurer, Recording Secretary or officer, agent, or agents of the Corporation and in such a manner as will from time to time be determined by resolution of the Board of Directors.

Section 4.

Deposits: All funds of the Corporation not otherwise employed will be deposited by the corporate Treasurer within a reasonable amount of time of receipt, to the credit of the Corporation in such depositories as the Board of Directors shall direct.

ARTICLE XIII

PROPERTY AND ENDOWMENTS

Section 1.

Property and Endowments: All real and personal property and all endowment funds of the Corporation will be vested in the Board of Directors of the Corporation. However, no Director, Officer, or member of the Corporation will have any personal rights in any property, (either real or personal, etc.: books, records) or funds of the Corporation at any time, nor will they receive any pecuniary or financial gain there from.

ARTICLE XIV

GENERAL PROVISIONS

Section 1.

Seal: The corporate seal of the Corporation will consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed SEAL; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the Corporation and held and maintain by the Recording Secretary.

Section 2.

Waiver of Notice: Whenever any notice is required to be given to any Board member under the provisions of the North Carolina Non-Profit Corporation Act or under the provisions of the charter of By-Laws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be equivalent to the giving of such notice.

Section 3.

Fiscal Year: Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation will exist from November 1 until October 31.

Section 4.

Amendments: Any amendments must be approved by the Board of Directors and voted on by the General Corporation at a general meeting. The undersigned hereby certifies that these By-Laws have been adopted by the Board of Directors of the Corporation, this 11 day of JULY, 2019.

Attest: _____

[Signature] President of Board of Directors

[Signature] Recording Secretary

(Corporate Seal)



AMEND BYLAWS

**MINUTES OF DIRECTORS MEETING OF
PIEDMONT HANDGUNNERS INC.
A NORTH CAROLINA CORPORATION.**

The following individuals of Piedmont Handgunners Inc. held a meeting on January 28, 2020 at Lexington, North Carolina.

The following individuals were present at the meeting representing a Quorum and/or all the Directors of Piedmont Handgunners Inc:

NAME	TITLE
Neil C. Evans Jr.	Chairman of the Board
Ray Owens	President
Robert Sherk	Vice President
Dennis Mueller	Recording Secretary
Austin Cooper Jr	Treasurer
Ernie Smith	Executive Range Officer
Robert Fritts	Director
Dave Roberts	Director
Fred Sink	Director
Dick Jones	Director

The Directors noted that they had reviewed and considered the Bylaws of the Corporation. The Amendment will change Article IX Section 5 of the Piedmont Handgunners Inc. which currently reads as follows:

Membership Secretary: All applications for membership in the club will be directed to the membership secretary. The membership secretary will be compensated at a rate determined by the membership and therefore is not eligible as a member of the Board of Directors.

The following language will amend and replace the above quoted Section:

Membership Secretary: All applications for membership in the club will be directed to the membership secretary. The membership secretary may or may not be a compensated position and may or may not be a member of the Board of Directors. The Membership Director may choose one of the following options:

A. If the Membership Secretary elects to be compensated at a rate determined by the membership, then the Membership Secretary is not eligible to be a member of the Board of Directors.

OR

B. If the Membership Secretary elects to NOT be compensated then the Membership Secretary is eligible to be a member of the Board of Directors.

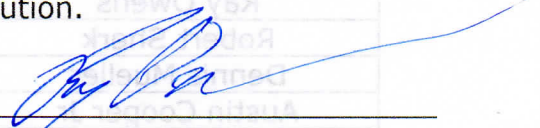
The selection of A or B above, must be a mutual decision between the Membership Secretary and the Board of Directors. The Board of Directors will vote on the Membership Director's decision at the next Board of Directors meeting and the decision will be entered into the Minutes of that meeting.

Based on this review and consideration of this amendment to the Bylaws of the Corporation by the Directors, the follow resolution was unanimously adopted:


RESOLVED, that the amendment of Article IX Section 5, which was presented to the Directors for consideration, is hereby adopted.

RESOLVED FURTHER, that the Officers of this Corporation are authorized and directed to take any action necessary to effectuate the foregoing resolution.

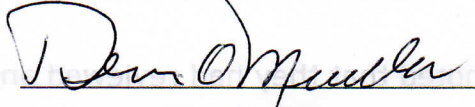
DATE: 1/28/2020



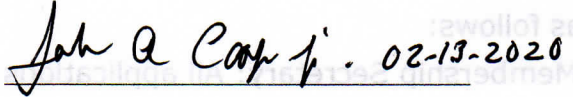
Ray Owens, President

 2/17/2020

Robert Sherk, Vice President



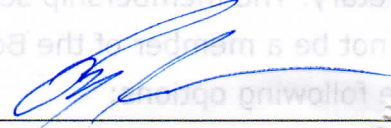
Dennis Mueller, Secretary

 02-13-2020

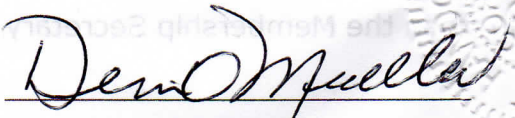
Austin Cooper Jr, Treasurer

RESOLVED FURTHER, this amendment of Article IX Section 5, was presented at a meeting of the General Membership of Piedmont Handgunners Inc. on February 13, 2020. This amendment was read to, discussed with, and accepted by at least 2/3 of the members attending the meeting.

DATE: 2/13/2020



Ray Owens, President



Dennis Mueller, Secretary

