

BY-LAWS
OF THE
NORTHERN ARIZONA SHOOTING FOUNDATION, INC.

ARTICLE I

OFFICES

The principal office of the corporation shall be located in Coconino County, Arizona. The corporation may have such other offices, within or outside Arizona, as the Board of Directors may determine. The principal office of the corporation may be changed from time to time by the board of Directors.

ARTICLE II

PURPOSE

The purpose of the Foundation shall be to provide for the education, training and enjoyment of the shooting sports and related activities by Arizona shooters, including law enforcement, youth and sportsmen and sportswomen; and to provide facilities to accomplish this mission.

To further this purpose the Foundation shall provide Arizona's community of shooters with education and training for the safe handling and proper care of firearms, archery equipment and the proper recreational applications of such. The Foundation shall encourage the lawful ownership and use of firearms, archery tackle and related equipment by citizens of good repute and foster the conservation, improved management and wise use of Arizona's renewable wildlife resources.

ARTICLE III

MEMBERS

1. Classes of Members. The corporation shall have the following Classes of Members who shall meet the indicated minimum qualifications and be entitled to the indicated rights of membership:

- A. Annual Members. Annual Membership shall be available to persons eighteen (18) years of age and older who shall pay annual membership fees at a rate established by the Board of Directors. Each Annual Member shall be entitled to one vote on each matter submitted to a vote of the members.
- B. Family Members. Family membership shall be available to persons of the same household who are residing together as a family and any unmarried child or children age seventeen (17) or under residing with them or dependent upon them. Family Members shall pay annual membership fees at a rate established by the Board of Directors. Each Family Membership shall be entitled to up to two votes (one per each adult family member) on each matter submitted to a vote of the members.
- C. Daily Members. Daily use of range facilities shall be available to persons who are eighteen (18) years of age or older or to persons under the age of eighteen (18) years who are accompanied by an adult. Daily Members of pistol/rifle venues, clay target venues and the archery venue shall pay a daily range use fee at a rate established by the Board of Directors for each venue. Daily Members shall not be entitled to vote.
- D. Other Members. The Board may establish such other membership classes as it may determine in its sole discretion.
- E. Termination of Membership for Cause. The Board of Directors by affirmative vote of two-thirds of all of the members of the Board may suspend or expel a member for cause after an appropriate hearing. Termination for cause must be stated in a written notice to the member with at least ten (10) days' notice before the hearing.
- F. Transfer of Membership. Membership is not transferable or assignable.

ARTICLE IV OFFICERS

- 1. Corporate Officers. There shall be the following corporate officers: President; Vice-President; Secretary; Treasurer. The officers shall be elected at the annual meeting by a vote of a majority of a quorum of members voting at such meeting. No person shall hold more than one office at a time.

- A. The President shall be the Chief Executive Officer of the corporation and shall preside over all meetings at which he is present. The President shall set and distribute to each Board Member a meeting agenda at least 3 business days before any meeting except for a Special Meeting noticed for a specific purpose. An item(s) may be placed on the meeting agenda by a simple majority of the Board of Directors, or endorsement by at least fifteen (15) general Members. In the case of a Special Meeting, the Meeting Notice shall specify and limit the purpose of the meeting. A copy of each meeting agenda and any Meeting Notice of a Special Meeting shall be posted on the Foundation's website at least 3 business days before any meeting.
 - B. The Vice-President shall assist the President and perform such other duties as assigned by the President. In the President's absence the Vice President shall preside over any corporate meeting and shall have all of the powers and duties of the President when so acting.
 - C. The Secretary shall have custody of and shall maintain, in a timely and orderly manner, the minutes and records, including membership records, of the Corporation, and perform such other duties as assigned by the President.
 - D. The Treasurer shall be the Chief Financial Officer of the corporation and shall have custody of and shall maintain, in a timely and orderly manner, the financial records of the corporation, including the checking and other bank accounts of the Corporation. The Treasurer shall provide the Board of Directors with a written monthly financial report, and more often as required by the Board of Directors. A copy of the financial report shall be posted on the Foundation's website at least 3 business days before any meeting. The Treasurer, and such other person(s) as may be designated by the Board of Directors, shall sign all checks or other items of account approved by the corporation.
 - E. Directors. Each functioning venue of the Northern Arizona Shooting Foundation, Inc. will be the operating responsibility of a Managing Venue Director elected by a majority of the members voting at the Annual Meeting of the Members called and noticed for that purpose.
2. Election and Term of Office. The corporate officers shall be elected annually by the members at the Annual Meeting of the members. If the

election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be accomplished. Each officer shall hold office until his/her successor shall have been duly elected and qualified. All officers shall be Annual or Family Members of the corporation, in good standing at the time of their election and at all times during their term of office.

3. Vacancies. A vacancy in any corporate office shall be filled by a vote of a simple majority of the Board of Directors at a meeting called and noticed specifically for that purpose. Any corporate officer so elected by the Board of Directors shall serve the remainder of the term of the officer that he/she replaces.
4. Removal. Any corporate Officer or Director elected by the members or appointed by the Board of Directors may be removed by a vote of two-thirds of all of the Board of Directors for cause after an appropriate hearing called and noticed specifically for that purpose. Notice of such a hearing, and its purpose, shall be provided to all voting members of the corporation at least ten (10) days before the hearing, and posted on the Foundation's website at the same time. The "cause" for an Officer's removal shall be stated in the Notice. Any such hearing shall be open to the public and all members of the Foundation.

ARTICLE V

BOARD OF DIRECTORS

1. Board Members. The corporation shall be governed by a Board of Directors made up of nine (9) persons and shall consist of the President, Vice President, Secretary, Treasurer and five (5) Managing Venue Directors elected by a majority of the members voting at the Annual Meeting of the Members called and noticed for that purpose. All members of the Board of Directors shall be voting members of the corporation. Board members shall take office immediately upon their election and shall serve until their successors are elected and qualified. Outgoing officers shall surrender all Northern Arizona Shooting Foundation paper and electronic records in their possession to the incoming President within seven (7) calendar days after election votes are tabulated and certified. Directors shall serve for 3 years from the date of his/her election. A Director shall not run for election as an

Officer of the corporation except during his/her last year as a Director. A person shall not be eligible to run for election as both an Officer and as a Director in the same election, although an Officer may be appointed by the Board of Directors to the additional duty of Managing Venue Director at any time. If a vacancy occurs in a Corporate Officer position, the Board of Directors shall appoint a Director to that office.

2. Regular Meetings. The Board of Directors shall meet at least monthly and at such additional times as they shall decide. In the event that no Foundation business is called for on a published agenda, the President may cancel any scheduled Board of Directors meeting.
3. Special Meetings. Special meetings of the board of Directors may be called by the President or any two Directors. The request for a Special Meeting shall state its purpose and at said meeting only business within this purpose may be conducted. The Notice of the Special Meeting shall state the date, time and place of the meeting.
4. Notice. Providing notice to the Board of Directors of a special meeting shall be the responsibility of the Director(s) calling for such meeting, or the Secretary if called by the President. Notice of any special meeting shall be given at least three (3) days before the meeting, except for a meeting held for the purpose stated in Article III, Paragraph G, above. Notice of a Regular or Special Meeting may be delivered to Board Members in person, by US Mail or electronically. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends for the specific purpose of objecting to the transaction of any business at said meeting because the meeting is not lawfully called or convened. The business to be transacted at or the purpose of any regular or special meeting of the Board shall be specified in the notice of such meeting or an accompanying Agenda.
5. Quorum. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a simple majority of the Directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Vacant positions will not be counted toward determining a quorum. Proxies do not count toward determining a quorum.

A quorum of Members at an Annual Meeting of the Members shall be not less than one percent (1%) of all voting members.

6. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.
7. Vacancies. Any vacancy occurring in the Board of Directors consisting of the President, Vice-President, Secretary or Treasurer and any Directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director appointed by the Board of Directors to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. No relative of any member of the Board of Directors may be employed by the corporation.
8. Compensation. Directors and Officers shall not receive any salary or other reimbursement for their services, except that a Director or Officer or other Member so designated to conduct corporate business may be reimbursed for actual expenses incurred, including travel or auto mileage expenses relating to corporate business. No paid (other than for expense reimbursement) employee of the corporation may serve as a voting member of the Board of Directors.
9. Meeting Attendance. A member of the Board of Directors may attend any board meeting in person or by telephone or other electronic means providing for audio communication.
10. Nomination of Board of Directors. Not less than thirty (30) days before each Annual Meeting a Nominating Committee appointed by the President shall submit names from which the Members shall elect the Officers and Directors. The names submitted by the Nominating Committee may be supplemented by additional names submitted by a petition of no less than ten (10) Members before the Annual Meeting of the Members.
11. Committees. The Board of Directors shall establish such Standing or Temporary Committees as they deem necessary for the successful operation of the corporation. The purpose, duties and numbers of members comprising a committee shall be defined by the Board of Directors when it creates a Committee. A Committee chair shall be appointed by the President and

approved by the BOD. Committee Members shall be selected by the Committee Chair. Committees shall report to the Board of Directors as directed by the Board. Both Standing and Temporary Committees may be dissolved by a simple majority vote of the Board of Directors.

12. Shooting Divisions. The Board of Directors shall establish Shooting Divisions within existing Venues as they deem necessary for the successful operation of the corporation. When at least ten (10) voting members of the corporation who compete together on a regular basis request, in writing, that a new or separate Division be created such request shall be considered by the Board at its next Regular Meeting or at a Special Meeting specifically called for such purpose. Such a request shall be granted by the Board unless two thirds of the Board vote to deny the request. No such request shall be denied for an arbitrary reason. Each Shooting Division shall elect its own Chair from its members at the Annual Meeting of the corporation. Division Chairs shall take office on the first day following their election and shall serve until their successors are elected and qualified. All Division members and Chairs shall be voting members of the corporation. Division Chairs may be invited to attend Board of Directors meetings and shall be permitted to address all issues relative to their Division coming before any such meeting but shall not be voting members of the Board unless serving concurrently as Officers or Directors of the Corporation.

ARTICLE VI

FISCAL YEAR

The fiscal year of the corporation shall be from January 1 to December 31 of each calendar year.

ARTICLE VII

ANNUAL MEETING

The Annual Meeting of the Corporation shall be held during the month of November in each year on a date established annually by the Board of Directors.

The date, time and place of the Annual Meeting, together with the names of the persons nominated for each office by the Nominating Committee or nominated by a membership Petition shall be posted on the Foundation website promptly.

ARTICLE VIII

MEMBERSHIP FEES

1. Fees. The board of Directors shall determine, from time to time, the type and amount of annual fees payable to the corporation by each member.
2. Payment of Fees. Membership fees shall be due on the first day of each member's renewal month and delinquent forty-five (45) days thereafter.
3. Default and Termination of Membership for Failure to Pay Fees. When any member is delinquent in the payment of fees their membership shall terminate. At any time up to and including the day of that year's Annual Meeting a Member terminated for nonpayment of fees may pay his membership fee and become automatically reinstated as a voting member.

ARTICLE IX SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words A Corporate Seal.

ARTICLE X

AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds majority of the directors present at any Regular Meeting or at any Special Meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting. Such notice must include proposed changes for the Board of Directors to review. All Voting Members of the corporation shall be notified of a proposal to alter, amend or repeal these By-Laws or to adopt new By-

Laws by delivery of a notice in person, by US Mail or electronically. A copy of any proposed amendments to these By-Laws shall be posted on the Foundation website at the same time the Notice of the meeting is posted.

ARTICLE XI

PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall generally be followed as the Parliamentary Authority for these By-Laws and all meetings held in conformity with these By-Laws. All votes by the Board of Directors shall be made openly and not by secret ballot; Votes by the members at the Annual Meeting for Officers and Directors shall be by secret ballot counted by a Committee of no less than three (3) nor more than five (5) voting members in good standing appointed by the Board of Directors at the Annual Meeting.

ARTICLE XII

RECORDS OF THE CORPORATION

Except as otherwise provided by law, the records of the corporation, including the financial records of the corporation, shall be public records, and shall be available for inspection by any voting member of the corporation during business hours upon a reasonable request, and to the greatest extent reasonably possible shall be posted on the Foundation website. Within seven (7) calendar days of the election of new officers, all paper and electronic records of the corporation in the possession of outgoing officers shall be transferred to the elected President, or in his absence, to the Vice President and Secretary.

ARTICLE XIII
POLICIES

From time to time the Board of Directors shall establish policies which shall form the framework for the day to day governing of the Corporation and provide Rules and Procedures which shall govern the operation of, and personnel safety at, all shooting range facilities and programs. Rules and Procedures shall be posted at all operating Venues and the Northern Arizona Shooting Foundation, Inc. website.

ADOPTED AND APPROVED THIS 25th DAY OF MARCH, 2016 BY A MAJORITY OF THE BOARD OF DIRECTORS.

Richard J. Kersey, President

Date

ATTEST: Ronald Talbott, Secretary

Date

SEAL OF THE CORPORATION