

**BYLAWS  
OF  
HOMWOOD RIFLE & PISTOL CLUB, INC.**

**ARTICLE I  
NAME AND PURPOSE**

**SECTION 1. Name.** The name of the organization shall be Homewood Rifle & Pistol Club, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Maryland.

**SECTION 2. Purpose.** The Organization is organized for any and all allowable exempt purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Specifically, the Organization will be a recreational shooting club.

**ARTICLE II  
OFFICES**

The principal office of the Organization in the State of Maryland, shall be located in the County of Howard. The Organization may have such other offices, either within or without the State of Maryland, as the Board of Directors may designate or as the business of the Organization may require from time to time.

**ARTICLE III  
MEMBERSHIP**

**Section 1.** Any Citizen of the United States or Resident Alien 16 years of age or over shall be eligible for membership in the Club: upon approval of a quorum of the executive Board; payment of the initiation fee and dues: compliance with the other conditions of membership as herein set forth.

**Section 2.** Each member must have on file with the Secretary a membership application in the form provided by the Club. Any new application for membership must be sponsored by an existing member unless such sponsorship is waived by a quorum of the Executive Board.

**Section 3.** Each member must be a member in good standing of the National Rifle Association (NRA).

**Section 4.** Membership in the Club is extended without regard to race, religion, creed, national origin or sex, subject only to the bylaws of the Club.

**Section 5.** Each member is afforded one vote with regard to: (i) Any amendment to the bylaws as governed by Article XII, (ii) election of officers who comprise the Board of Directors a.k.a. Executive Board: (iii) appeal of either a suspension or expulsion of any

member or officer: (iv) any matter put forth to the membership by the Executive Board as provided herein. Such ballot may only be cast in person at an Annual Meeting, Regular Meeting or Special Meeting as provided for herein unless an alternate means of voting is authorized by the Executive Board.

**Section 6.** Members in good standing are eligible to purchase a Range Badge from the Associated Gun Clubs of Baltimore, Inc. (AGC) Permitting Members to use the shooting facilities of the Patapsco Ranges. The price of such Range Badge will be determined by AGC. Prior to issuance of a Range Badge, a new member must complete an AGC Range Safety Orientation Course and affirm in writing on the form provided the completion of such course. Each member qualifying for a Range Badge will be issued a copy of the current Range Rules, compliance with which is mandatory for continued membership in the club and for the use of the facilities of Patapsco Ranges. The Range Badge of any member who resigns membership in the Club, or whose membership is otherwise terminated, will be immediately invalidated and returned to AGC.

**Section 7.** The Executive Board may, in quorum, rescind the membership of any member: (i) when the club or NRA obligations remain unpaid more than ninety (90) days from the date of the Annual Meeting of the Club: (ii) who by purposeful act or will breaches the bylaws of the Club: (iii) who violates the Range Rules in a manner deemed by quorum of the Executive Board to warrant rescinding membership.

Section 8. Each member shall have access to a copy of the bylaws; amendments and supplements thereto.

Section 9. The annual dues of the Club shall be in the amount set by a vote by the membership during the Annual Meeting, such rate to be in effect until the next Annual Meeting. The initiation fee for new members shall be ten dollars until such time the membership votes to change the rate. No member of the Club whose Club or NRA obligations are in arrears shall be eligible to any of the benefits offered by the Club.

#### ARTICLE IV BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the Organization shall be managed by its Board of Directors a.k.a. Executive Board.

SECTION 2. Size and Terms. The number of directors of the Organization shall be fixed by the Board of Directors, but in no event shall be less than (3). Each director shall hold office for two years unless duly removed as prescribed in Article V. Each director must be reelected at the end of the two year term at the regular annual meeting. Elections occur during a year ending in an odd number.

SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held the first Sunday in November of each. The Board of Directors may provide the time and place for the holding of additional regular meetings with notice as described in Section 5.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person/s authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Notice of any meeting shall be given at least two weeks previous thereto by written notice delivered personally, mailed to each director at his business address, or by electronic mail. Any directors may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. Quorum. A majority of the number of directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A quorum shall not be established if more than 50 percent of such quorum is related by blood or marriage or otherwise have joint financial interests, such as business partnerships, etc. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the remaining term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the Directors.

SECTION 10. Compensation. No Director or Officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

SECTION 11. Presumption of Assent. A director of the Organization who is present at a meeting of the Board of Directors at which action on any corporate matter

is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 12. AGC Trustee. The members of the Board of Directors shall represent the Club as AGC Trustees. The highest ranking member of the Executive Board in attendance at an AGC meeting shall cast votes on behalf of the Club. If the second highest ranking member of the Executive Board in attendance disagrees with the vote cast, the two shall split the vote each casting  $\frac{1}{2}$  a vote. Rank shall be defined from highest to lowest as: President, Vice President, Secretary, and Treasurer. A member in good standing of the Club may vote on the Club's behalf at an AGC meeting if and only if all members of the Executive Board are absent from the meeting and only when authorized in writing to do so by the Executive Board. As a nonprofit, tax exempt organization in accordance with IRC Section 501(c)(3), Homewood Rifle & Pistol Club, Inc. will not allow proxy voting.

## ARTICLE V OFFICERS

SECTION 1. Number. The officers of the Organization shall be a President, a Vice-President, a Secretary, and a Treasurer, who, voting together shall constitute the Board of Directors. Other officer positions may be deemed necessary or prudent by a quorum of the Executive Board, provided however that such appointment does not convey membership in the Board of Directors, the right to contract bills or create other obligations to the Club. The office of Secretary and Treasurer may be consolidated to Secretary-Treasurer, and has a single vote. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Secretary.

SECTION 2. Election and Term of Office. Officers constituting the Board of Directors shall be elected by a majority vote by ballot of the members in good standing present at the Regular Annual Meeting of the Board of Directors. Elections occur during a year ending in an odd number. Each officer shall hold office for two (2) years or until his/her successor shall have been duly elected and shall have qualified (within 90 days after the close of the Annual Meeting), or until his/her death, or until he/she shall resign or shall have been removed in the manner hereinafter provided. All officers must be members in good standing and members of the NRA.

SECTION 3. Removal. Any officer, agent, or director may be removed by a unanimous

vote of the remaining Board of Directors whenever, in its judgment, the best interests of the Organization will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer, agent, or director shall not of itself create contract rights, and such appointment shall be terminable at will.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the Organization and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Organization. He/she shall, when present, preside at all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Organization thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Organization, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice President. The Vice-President shall perform the duties of the President in his absence or at his request.

SECTION 7. Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall be custodian of the organization's records and (if provided by the Board) of the seal of the Organization and see that the seal of the Organization is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized. The Secretary shall pay NRA dues to maintain club affiliation. He/she shall keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 8 Treasurer. The Treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Organization, and shall deposit all monies and other valuable effects in the name and to the credit of the Organization in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for

the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He/she shall disburse the funds of the Organization as may be ordered by the Board and shall render to the President and Directors at the regular meeting of the Board, and whenever they may require accounts of all his/her transactions as treasurer and of the financial condition of the Organization. He/she shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors or by the President.

## ARTICLE VI INDEMNITY

The Organization shall indemnify its directors, officers and employees as follows: (a) Every director, officer, or employee of the Organization shall be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a director, officer, employee or agent of the Organization or is or was serving at the request of the Organization as a director, officer, employee or agent of the organization, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he/she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Organization. (b) The Organization shall provide to any person who is or was a director, officer, employee, or agent of the Organization or is or was serving at the request of the Organization as a director, officer, employee or agent of the organization, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law. (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI

## ARTICLE VII CONFLICTS OF INTEREST

SECTION 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

SECTION 2. Definitions.

2.1 Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or

indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### SECTION 3. Procedures.

3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### 3.3 Procedures for Addressing the Conflict of Interest.

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority

vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### 3.4 Violations of the Conflicts of Interest Policy.

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. Records of the Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the governing board's or committee's decision as to whether a conflict of interest in fact exists. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### SECTION 5. Compensation.

5.1 A voting member of the governing board who receives compensation, directly or indirectly, from the Organization is precluded from voting on matters pertaining to that member's compensation.

5.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

5.3 No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

5.4 The majority of our Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. In



addition, all compensation decisions will be made by the Board of Directors.

5.5 Further, all compensation paid will be reasonable and will be based on the following factors: (a) the type and amount of compensation received by others in similar positions, (b) the compensation levels paid in our particular geographic community, (c) the amount of time the individual spends in their position, (d) the expertise and other pertinent background of the individual, (e) the size and complexity of our organization, and (f) the need of our organization for the services of the particular individual.

SECTION 6. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## ARTICLE VIII CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer/s, agent/s, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.

#### ARTICLE IX FISCAL YEAR

The fiscal year of the Organization shall begin on the first day of November and end on the last day of October each year.

#### ARTICLE X CORPORATE SEAL

The Board of Directors may at its discretion provide an organizational seal, which shall be circular in form and shall have inscribed thereon the name of the Organization and the State of incorporation and the words, "Corporate Seal".

#### ARTICLE XI WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Organization under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person/s entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE XII AMENDMENTS

SECTION 1. Any proposed Amendment(s) to these bylaws may be introduced by any member of the Club at any Annual Meeting, Regular Meeting or Special Meeting called for the purpose.

SECTION 2. Such proposed Amendment(s) must be acted upon by a majority vote by ballot of the members in good standing present at such meeting of the Club. Upon ratification by the membership present, said Amendment(s) will become effective immediately. All members will be notified by U.S. Mail, newsletter, telephone or other method of conveyance determined by the Executive Board.

SECTION 3. These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a two-thirds majority of the Board of Directors, should the Board of Directors a.k.a. Executive Board determine that by, any Article of Incorporation, requirement to achieve or maintain 501c(7) status with the Internal Revenue Service, membership provision of NRA or AGC, or other such regulatory or affiliatory provision which may be deemed to be necessary, desirable, or prudent.

SECTION 4. Amendment(s) to the Articles of Incorporation require an affirmative vote by a two-thirds majority of the Board of Directors.

### ARTICLE XIII SUSPENSION OR EXPULSION

SECTION 1. Any member may be suspended or expelled from the Club for any cause deemed sufficient by a quorum of the Executive Board by a majority affirmative vote present at any Regular or Special Meeting. No vote on suspension or expulsion may be taken unless at least fifteen 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 Executive Board at which such charges will be considered. At such meeting the member under charges will be accorded a full hearing.

SECTION 2. Charges against any officer or member may be offered by any member in good standing. They shall be in writing, clearly stating facts relied upon, and accompanied by all affidavits or exhibits which are to be used in their support. Such charges shall be filed with the Secretary, who will immediately notify the President. The President will call a meeting of the Executive Board to hear the charges. The Secretary will give at least fifteen days' notice to the accused, which notice shall be in writing and will include a true copy of the charges and of the supporting affidavits and exhibits.

SECTION 3. Any member suspended or expelled by the Executive Board may appeal to the full membership of the Club. Such appeal shall be made in writing, to the Secretary who will notify the President. The President will call a Special Meeting of the Club for the purpose of acting on the appeal. The Secretary shall give at least fifteen days prior written notice to all members of the Club in good standing stating the date, time, place, and reason for such Special Meeting. At the Special Meeting of all members attending, the Secretary will read the charges, the supporting affidavits, read or

display the accompanying exhibits, read the minutes of the Special Meeting of the executive Board at which the charges were heard and action taken. A full hearing will be given the accuser and accused. A vote will be taken by ballot of the members of the good standing present and two-thirds vote shall be required to reverse the action of the Executive Board.

SECTION 4. Any official or member of the Club who has been suspended or expelled by the NRA shall automatically and immediately stand suspended or expelled from this Club upon receipt of official notification from the NRA by the Secretary.

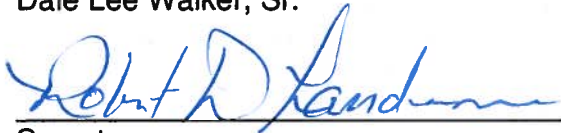
ARTICLE XIV  
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Roberts Rules of Order" shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.

The above Bylaws were approved and adopted by the Board of Directors of the Organization on the 5TH day of AUGUST, 2014.



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President  
Dale Lee Walker, Sr.



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Secretary  
Robert Darwin Landerman