

---

## **AMENDED BYLAWS OF MANATEE COUNTY GUN AND ARCHERY CLUB, INC.**

---

As of June 21, 2017, these Amended By-laws of the Manatee County Gun and Archery Club, Inc. supersede all previous Bylaws in their entirety.

### **ARTICLE I NAME**

This Non-Profit corporation shall be known as the Manatee County Gun and Archery Club, Incorporated ("MGAC").

### **ARTICLE II OBJECTIVES AND MISSION STATEMENT**

MGAC mission is to preserve the heritage of responsible firearm ownership by: encouraging organized firearms and archery shooting sports; educating and training; and advancing and developing of the characteristics of honesty, fellowship, self-discipline, good sportsmanship, and patriotism.

### **ARTICLE III DEFINITIONS**

Section 1. "Notice" All members in good standing shall be notified of regular Board of Director or Membership Meetings by written notice given at least five (5) days and no more than twenty (20) days prior to any such meeting. Members shall be notified of Special Board of Director and Membership Meetings at least two (2) days prior to any such meeting. All notices shall be sent by First Class U.S. Mail and/or electric communication to each member at the addresses furnished by each member as set forth in the membership rolls, posted at MGAC's principal place of business or posted upon any website maintained by MGAC. Any notice shall state the type of meeting, the meeting date and time, and location of the meeting and be effective from the date of transmission, mailing, or posting.

Section 2. "Executive Committee" shall consist of members of MGAC who are in good standing and be composed of officers duly elected by the membership or, in the event of any vacancy, appointed by the Board of Directors.

Section 3. "Officers" shall be the President, Vice President, Secretary, Membership Secretary, and Treasurer as elected by the membership.

Section 4. **"Board of Directors"** shall consist of members of MGAC who are in good standing and be composed of directors duly elected by the membership or, in the event of any vacancy, appointed by the Board of Directors.

Section 5. **"Directors"** shall consist of eight (8) directors elected by the membership.

Section 6. **"Committee"** shall be those committees as established by these Bylaws and as may be established by the Board of Directors from time to time. The Board of Directors shall appoint at least three (3) members, executive committee members, or directors to each committee and establish goals and objectives for each committee not later than the May Board of Directors' meeting each year. Each committee shall thereafter report to the Board of Directors at least monthly and may present recommendations for their consideration and approval. Any member of any committee may be removed from any committee by the Board of Directors at any time, with or without cause.

Section 7. **"Member"** shall mean any person, who is a member in good standing with the NRA, meets membership eligibility requirements, is approved by the Membership Committee, and is otherwise qualified to be a member as set forth in these Bylaws.

#### **ARTICLE IV BOARD OF DIRECTORS**

Section 1. The Board of Directors shall have the duty to:

- a. Perform any and all duties imposed on them by the Articles, Bylaws, and Florida law in good faith in furtherance of the objectives and business of MGAC;
- b. Supervise and control of all activities and affairs of MGAC;
- c. Authorize the employment and discharge, fix the compensation, if any, and prescribe the duties of all agents and employees of MGAC;
- d. Supervise all officers, agents, and employees to assure that their duties are properly and duly performed;
- e. Meet at such times and places as required by these Bylaws;
- f. Keep the membership reasonably informed as to all of MGAC's business and activities. Any attempt to hide or keep information from the membership may result in removal from office and suspension or revocation of membership; and

- g. Formulate the general policies of MGAC, set a program for regular meetings, recommend business for consideration, control the membership, operate MGAC and its facilities, establish fiscal policy, and comply with the mandates of the membership in a manner that safeguards, conserves, and improves the assets, business and objectives of MGAC.
- h. Promote and support the 2<sup>nd</sup> Amendment to the Constitution of the United States, and MGAC's objectives and mission.

Section 2. Directors shall be elected to staggered terms of two (2) years. Four (4) of the directors shall be designated Class One Directors and four (4) of the directors shall be designated Class Two Directors. Class One Directors shall be elected in even numbered years, and Class Two Directors shall be elected in odd numbered years. All directors holding directorships as of the date of these Bylaws shall be allowed to serve the remainder of their terms. Those directors who were elected in March 2017 shall be divided and designated as either Class One or Class Two Directors for purposes of the next following election.

Section 3. Directors shall serve without compensation and may be removed by the membership at any time, with or without cause, at any duly called and noticed special membership meeting. Additionally, a director may be removed from office in the manner set forth in Article VII.

Section 4. A director may resign at any time by delivering a written resignation to the Secretary. Any such resignation shall be effective upon receipt. Any director who resigns shall not be eligible to hold a directorship for a period of three (3) years after the date of any such resignation. Upon request, the Board of Directors may grant a director a leave of absence.

Section 5. No member may hold any directorship if he or she is related to another director or officer by blood or marriage. No employee of MGAC shall hold any directorship or office. MGAC shall not employ any director in any capacity.

Section 6. The directors shall be elected at the Annual Membership Meeting by a majority vote of the membership in attendance at the meeting and those members casting votes by U.S. Mail. The Board of Directors shall establish procedures for elections, the casting of votes by U.S. Mail, and counting ballots.

Section 7. Any member who wishes to be considered for nomination for any directorship shall submit their nomination, in writing, to the Secretary from December 1<sup>st</sup> to the date of the Board of Directors' meeting held in January of each calendar year. The Secretary shall not accept any nominations for directorships after the close of the January meeting. All nominees shall be allowed to communicate with the membership via U.S. Mail, electronic mail, or by any other reasonable means to promote his or her candidacy. MGAC shall cooperate with any nominee, allow access to

its membership records for such purpose, and may not censor any materials or messages of any nominee.

**Section 8.** The Board of Directors shall determine all membership dues and fees, guest access fees, match fees, and any other fee or charge for the members' or any guest's use of any of MGAC's facilities or participation in any MGAC activity. The Board of Directors may increase any fee or charge charged to the membership as may be necessary to balance the budget after the Treasurer submits and the Board of directors approves the annual budget not later than the Board of Director meeting held in May of each year.

**Section 9.** The Board of Directors shall develop and determine membership and vendor benefit programs and any such other programs that may, be necessary, designed, or desired to attract future memberships, retain current memberships, allow various vendors of MGAC to provide goods and services to MGAC members, and promote MGAC's business and objectives. The Board of Directors may modify all or any portion of the any such program from time to time to promote the objectives, obligations, and business of MGAC.

**Section 10.** The Board of Directors may from time to time promulgate and adopt rules and regulations for the use of its facilities and the conduct of its business that are consistent with MGAC's Articles and Bylaws. In its discretion the Board of Directors may modify, add to, or otherwise change any rule or regulation from time to time.

**Section 11.** Any vacancy in the Board of Directors shall be filled from the membership of MGAC. The remaining directors of the Board of Directors shall nominate two (2) qualified members to fill any such vacancy. The Board of Directors shall vote and select a new director at the next regularly scheduled Board of Directors' meeting. The nominee receiving a majority vote of the remaining directors of the Board of Directors shall fill the vacant directorship and serve for the remaining term of the vacating director. Any tie in the vote shall be broken by the vote of the President.

## **ARTICLE V OFFICERS AND DUTIES**

**Section 1.** The officers of MGAC shall be referred to as the Executive Committee and shall consist of the following:

- a. **PRESIDENT:** The President shall be the principal executive officer of the corporation, and subject to the control of the Board of Directors, shall in general supervise and control all of the day-to-day business and affairs of MGAC. The President may sign, with the Secretary or any other proper officer of MGAC authorized by the Board of Directors, deeds, leases, mortgages, 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 by-laws to some other officer or agent of MGAC, 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. Except for the Nominating Committee, the President shall be an ex-officio member of all other committees.

- b. **VICE-PRESIDENT:** The Vice-President shall perform the duties of the President in his absence or in the event of his death, inability or refusal to act, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The vice-president shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
- c. **SECRETARY:** The Secretary shall execute all MGAC official correspondence, keep a true record of the minutes of any membership, committee, and Board of Directors' meetings, keep the corporate seal and official club documents, send all required notices in accordance with the provisions of these by-laws or as required by law, and perform such other duties as directed by the Board of Directors.
- d. **MEMBERSHIP SECRETARY:** The Membership Secretary shall perform the duties of the Secretary in his absence. The Membership Secretary shall be the chairman of the Membership Committee, keep a current membership list, print and issue membership cards, invoice membership renewals, notify the Board of Directors of members and perform such other duties as directed by the Board of Directors.
- e. **TREASURER:** The Treasurer shall be responsible for all funds and accounts of MGAC, the reconciliation of all accounts, the collection and depositing of all revenue, disbursement of funds and payroll, the payment of budgeted monthly bills less than five hundred (\$500.00) dollars, providing detailed income and expense statements for the previous month at each regularly scheduled Board of Directors' meeting, the preparation of an annual financial report, the preparation and submission of tax information to MGAC's accountant, make all financial records of MGAC available to MGAC's accountant for review and audit upon request and annually, perform and such other duties as directed by the Board of Directors. The Treasurer shall be the chairman of the Budget Committee.

Section 2. The Executive Committee shall have the duty to:

- a. Perform any and all duties imposed on them by the Articles, Bylaws, and Florida law in good faith in furtherance of the objectives and business of MGAC;

- b. Subject to the authority and direction of the Board of Directors, supervise and conduct the day-to-day business operations of MGAC;
- c. Supervise all MGAC agents and employees to assure that their duties are properly and duly preformed;
- d. Attend all meetings of the Board of Directors at such times and places as required by these Bylaws;
- e. Keep the membership reasonably informed as to all of MGAC's business and activities. Any attempt to hide or keep information from the membership may result in removal from office and suspension or revocation of membership; and
- f. Perform any and all other duties as determined by the Board of Directors;
- g. Enforce any rules, regulations, or other obligations of MGAC as adopted by the Board of Directors for the use of its facilities and the conduct of its business; and
- g. Promote and support the 2<sup>nd</sup> Amendment to the Constitution of the United States, and MGAC's objectives and mission.

Section 2. Officers shall be elected to a term of one (1) year.

Section 3. Officers shall serve without compensation and may be removed by the membership at any time, with or without cause, at any duly called and noticed special membership meeting. Additionally, an officer may be removed from office in the manner set forth in Article VII.

Section 4. An officer may resign at any time by delivering a written resignation to the Secretary. Any such resignation shall be effective upon receipt. Any officer who resigns shall not be eligible to hold an office for a period of three (3) years after the date of any such resignation.

Section 5. No member may hold any office if he or she is related to another director or officer by blood or marriage. No employee of MGAC shall hold any directorship or office. MGAC shall not employ any officer in any capacity.

Section 6. The officers shall be elected at the Annual Membership Meeting by a majority vote of the membership in attendance at the meeting and those members casting votes by U.S. Mail. The Board of Directors shall establish procedures for elections, the casting of votes by U.S. Mail, and counting ballots.

Section 7. Any member who wishes to be considered for nomination for any office shall submit their nomination, in writing, to the Secretary from December 1<sup>st</sup> to the date of the Board of

Directors' meeting held in January of each calendar year. The Secretary shall not accept any nominations for offices after the close of the January meeting. All nominees shall be allowed to communicate with the membership via U.S. Mail, electronic mail, or by any other reasonable means to promote his or her candidacy. MGAC shall cooperate with any nominee, allow access to its membership records for such purpose, and may not censor any materials or messages of any nominee.

Section 8. Any vacancy in the Executive Committee shall be filled from the membership of MGAC. The Board of Directors shall nominate two (2) qualified members to fill any such vacancy. The Board of Directors shall vote and select a new officer at the next regularly scheduled Board of Directors' meeting. The nominee receiving a majority vote of the remaining directors of the Board of Directors shall fill the vacant office and serve for the remaining term of the vacating officer. Any tie in the vote shall be broken by the vote of the President or the Vice President in the absence of the President.

Section 9. Each officer shall be entitled to one (1) vote upon any business conducted at any Board of Directors' meeting.

## **ARTICLE VI MEMBERSHIP AND MEMBER RIGHTS**

Section 1. FAMILY LIFE and INDIVIDUAL LIFE memberships previously awarded and existing shall be honored. These memberships must maintain an NRA membership to be considered a member in good standing.

Section 2. NEW annual memberships, both New and Regular, membership in MGAC are available to those who are a minimum age of eighteen (18) years. The first three (3) months of any new membership shall be probationary. After the first three (3) months a new membership will convert to a Regular membership for the remainder of the first year. New members may participate in all club activities. New members may not hold executive office, may not vote for changes to the by-laws, and may not vote during any membership, Executive Committee, or the Annual meetings. A New member may be appointed to any committee and will have voting rights within that committee. New members shall pay all membership fees, dues, and assessments. New members must attend a range orientation seminar during the probationary period.

Section 3. All New members who have completed the probationary period and annual renewing regular members shall be REGULAR members of MGAC. Regular membership shall be for the term of one (1) year and must be renewed each year on each member's anniversary date. All regular members shall pay all membership fees, dues, and assessments.

Section 4. ASSOCIATE membership in MGAC is available to those who are at least eighteen (18) and less than twenty-five (25) years of age and who reside within the Primary, (New,

Regular or Life) member's household. An Associate member may participate in all club activities. Associate members may not hold any directorship or office or vote at any membership or Executive Committee meeting.

Section 5. JUNIOR membership in MGAC is available to those who have not yet attained the age of eighteen (18) years. Junior members may participate in all club activities under the direct supervision of an adult member or a qualified adult. Junior members may not hold any directorship or office or vote at any membership or Executive Committee meeting

Section 6. The Board of Directors may designate and define additional types and classes of memberships which, in its discretion, it deems necessary or desirable to further or promote MGAC's objectives and business.

Section 7. Those members who are in good standing and who are eligible to vote shall be entitled to cast one (1) vote on any matter that may come before any membership meeting of MGAC and one (1) vote for each director or officer at any election. All members are entitled to be heard at any membership or Board of Directors' meeting in a manner established by the Board of Directors. Any member having the floor shall observe the rules and regulations of MGAC and proper decorum.

Section 8. All members in good standing shall be entitled to use any of MGAC facilities and participate in any MGAC activity in accordance with the rules and regulations of MGAC as may promulgated and published from time to time. All members are encouraged to participate in committees and various volunteer programs and activities that may be established from time to time. Volunteer members shall be responsible to properly record volunteer hours with MGAC.

Section 9. All members shall have the following duties and responsibilities:

- a. Conduct themselves as good citizens and true sportsmen and be courteous and polite to all other members and guests;
- b. Observe MGAC's rules and regulations as the same may be promulgated, adopted and modified from time to time;
- c. Shall not be prohibited from possessing firearms or ammunition pursuant to the laws of the State of Florida or the United States of America;
- d. Promote and support the 2<sup>nd</sup> Amendment to the Constitution of the United States, and MGAC's objectives and mission; and
- e. Refrain from all behavior or conduct that other members and guests may reasonably find offensive or derogatory.



**ARTICLE VII**  
**SUSPENSION OR REVOCATION OF MEMBERSHIP**  
**AND**  
**REMOVAL FROM DIRECTORSHIP OR OFFICE**

Section 1. A member's membership in MGAC may be suspended, disciplined, or revoked by the Board of Directors or membership if a club member commits any infraction of any published rule or regulation, fails to observe any duty or obligation of membership as set forth in MCA's Articles or Bylaws, fails to maintain the requirements for membership, or engages in any incivility or behavior that causes injury to MGAC or any other member. Any member whose membership has been suspended or revoked shall be barred from MGAC's property, activities, and facilities, be removed from any office, directorship, and committee appointment, and shall not be entitled to exercise any right or privilege of membership.

Section 2. Any member in good standing may prefer charges against another member. Any member desiring to bring charges against another member shall state the charges in writing, clearly state the facts and circumstances of the charges, and file the same with the Secretary, who will immediately notify the President. The President will call an Board of Directors' meeting to hear the charges. The Secretary will give notice of not less than twenty (20) days to the Board of Directors, the Executive Committee, the accuser and accused of any subsequent hearing. Said notice shall be in writing and will include a copy of the charges and any supporting affidavits and/or exhibits. At any such hearing both the accuser and accused shall be entitled to be heard and present all documents and witnesses that they feel may be necessary or desired for a full understanding of the charges and defenses thereto. After considering all documents and testimony, the Board of Directors shall either sustain or deny the charges, and if the charges are sustained, determine whether the member's membership should be suspended, disciplined, or revoked and any requirements for reinstatement, if any. If a member's membership is suspended, disciplined, or revoked, the member shall not be entitled to a refund or proration of membership dues, assessments, or fees.

Section 3. Any member, whose membership has been suspended, disciplined, or revoked by the Board of Directors, may appeal to the full membership of MGAC. Such appeal shall be made in writing to the Secretary who will notify the President. The Board of Directors shall set a time, date, and location of the hearing and appoint one of its members to preside at and conduct the hearing. The Secretary shall notify the membership of the time and date of the meeting, the names of the accuser and accused and the nature of the charges within the times and in the manner set for in Article III, Section 1. A quorum for an appeal hearing shall consist of at least ten (10) members from the membership. Any director or officer of MGAC, the accused, and the accuser shall not be entitled to vote at the appeal hearing and may not be used to establish a quorum. A majority vote of those members in attendance at the appeal hearing shall be required to reverse the action of the Board of Directors.

**Section 4.** In addition to the rights and obligations set forth in Sections 1, 2, and 3 of this Article, the Board of Directors may terminate the directorship or office of any director or officer for "cause", which cause includes the following:

- a. The loss, revocation or suspension of any right, license, permit or other authorization necessary to own, possess, operate, or use firearms or ammunition, transact MGAC's business, or perform the director's or officer's duties;
- b. The breach of any duty or obligation owed by the director or officer to MGAC or any other director, officer, or member committed in the course of the performance of his duties;
- c. The neglect or failure by the director or officer to perform satisfactorily any duties imposed by these Bylaws, the Board of Directors, or Florida law;
- d. The commission by the officer or director of any crime during the term of his directorship or office, or the violation of any law, regulation, or agreement relating to the conduct of MGAC's business; or
- e. Any act, omission, or misconduct which, in the Board of Director's sole discretion, adversely impacts or reflects upon MGAC's business, reputation, or good will.

The Board of Directors may remove any director or officer from directorship or office at a hearing conducted during a Special Meeting of the Board of Directors called for that purpose. Any such removal shall not prejudice any other remedy to which MGAC may be entitled either at law or in equity. An affirmative vote of two thirds (2/3s) of the directors and officers in attendance at any such meeting shall be required to remove a director or officer from a directorship or office. In emergencies, the Board of Directors may remove a director or officer without a meeting which shall require the affirmative vote of two thirds (2/3s) of all directors and officers. The officer or director to be removed shall not be entitled to vote, and his or her attendance shall not be used to determine a quorum.

The Board of Directors shall notify the director or officer, in writing, that it intends to remove the director or officer from his or her directorship or office, clearly state the facts and circumstances of the cause therefor, and file the same with the Secretary. The Secretary will give notice of the Special Meeting of the Board of Directors as may be appropriate under the circumstances without regard to the notice requirements contained in Article III, Section 1. At any such hearing both the director or officer shall be entitled to be heard and present all documents and witnesses as may be necessary or desired for a full understanding of the circumstances and any defenses thereto. After considering the evidence presented, the Board of Directors shall either sustain or deny the action against the director or officer, and if the charges are sustained, immediately remove the director or officer from office.

## **ARTICLE VIII MEMBERS' AND BOARD OF DIRECTORS' MEETING MEETINGS**

**Section 1.** The Annual Meeting of MGAC shall be held during March each year on a date set by the Board of Directors to elect directors, officers, and conduct any other business. The meeting shall be open to all members with or without the right to vote. All members will have the right to be heard. All members with the right to vote on any matter may do so. The affirmative vote of a majority of the members who have the right to vote who are in attendance at the meeting will carry any motion. The affirmative vote of a majority of the members in attendance at the meeting and those members casting their votes by U.S. Mail will elect a director or officer. The Annual Meeting Agenda will be as follows:

- Call to order
- Pledge of allegiance to the flag of the United States of America.
- Invocation
- Announcement of the agenda.
- Committee reports and annual summaries
- Member comments
- Nominating Committee shall introduce the nominees for all offices
- Member Voting and Results

**Section 2.** Regular Membership Meetings of MGAC shall only provide a forum for interaction between the membership and the Board of Directors at such time as may be appropriate. Membership meetings shall be scheduled monthly to coincide with the monthly Board of Directors' meeting or may be scheduled for any such other business at such time and place as may be fixed by the Board of Directors. Membership meetings shall be open to all members with or without voting rights. All members will have the right to be heard. All Members in good standing, with the right to vote on any business permitted by the membership in these Bylaws, may do so. Except as otherwise provided herein, a majority vote of the members in attendance at meeting in which a quorum has been established will be required for motions to carry.

**Section 3.** Special Membership Meetings may be called at any time by the President, the Board of Directors, by any three (3) directors or officers, or a petition signed by at least twenty (20) non-probationary members in good standing and submitted to the Executive Committee or the President. A notice of a special membership meeting shall state the date, time, place, and purpose of the meeting. Any Special Membership Meeting shall be scheduled within thirty (30) days after the submission of any request. All members shall be allowed to attend and be heard at any Special Membership Meeting. All members in good standing and having the right to vote may do so. Except as otherwise provided herein, a majority vote of the members in attendance at a meeting in which a quorum has been established in will be required for motions to carry.

**Section 4.** Regular Board of Directors' Meetings shall be held at least once each calendar month. The Board of Directors shall annually appoint one (1) of its members to preside at all regular and special meetings of the Board of Directors. The affirmative vote of a majority of the directors and officers in attendance at a meeting in which a quorum has been established will be required for motions to carry. A director's or officer's deliberate absence from any meeting in which a quorum has been established shall not invalidate any action of the Board of Directors undertaken in the absence of any such director or officer.

**Section 5.** Special Board of Directors' Meetings may be called at any time by the President or any three (3) directors or officers. At any special meeting the Board of Directors may conduct any business of MGAC. The affirmative vote of a majority of the directors and officers in attendance at a meeting in which a quorum has been established will be required for motions to carry. All members shall be allowed to attend and be heard at any Special Board of Directors' meeting. Except for a bonafide emergency, any special meeting of the Board of Directors shall be scheduled within a reasonable time after the submission of any request.

**Section 6.** Board of Director action without a meeting may be undertaken by any officer or director contacting all directors and officers to present any motion to the Board of Directors and Executive Committee to conduct any business of MGAC. The affirmative vote of a majority of all of the directors and officers of MGAC will be required to pass any motion to conduct any business of MGAC undertaken without a meeting.

**Section 7.** A quorum for Annual Meetings shall be two (2) officers and four (4) directors and at least twenty (20) other members who are not officers or directors. A quorum for any Membership Meeting shall be two (2) officers and two (2) directors and at least ten (10) other members who are not officers or directors. A quorum for any Board of Directors'/Executive Committee meeting shall be three (3) officers and four (4) Directors.

**Section 8.** An officer or director shall not be allowed more than two (2) unexcused absences from any Board of Directors' meeting per year. More than two unexcused absences may result in removal from directorship or office as set forth in Article VII.

**Section 9.** An officer or director who is unable to attend any Membership or Executive Committee meeting shall contact the President or Secretary by email or phone prior to the meeting to constitute an excused absence.

**Section 10.** Board of Directors' and Membership meetings may be conducted by any reasonable electronic means including, but not limited to, in person, by telephone, or by any other electronic means such as "Go To Meeting" or similar electronic meeting format. Any director or officer may attend any meeting of the Board of Directors in person, by telephone, or other electronic means. Any telephonic or electronic attendance by a director or officer shall be used to establish a quorum.

## **ARTICLE IX STANDING COMMITTEES**

**Section 1.** The Board of Directors shall determine the short and long term goals of each committee and frequency that each committee reports to Board of Directors.

**Section 2.** The Board of Directors shall appoint members to each committee in a manner that each committee remains staffed at all times.

**Section 3.** Except as otherwise set forth herein, the chairman of each committee shall be appointed by the Board of Directors. All committees will record the meeting or file minutes of their meetings.

**Section 4.** MGAC shall have the following Standing Committees:

**Audit Committee:** Shall compile a list of club assets and present a written report at MGAC's Annual Meeting. Each committee member shall have access to all of MGAC's financial records and perform an audit or review at least once each calendar quarter.

**Budget and Finance Committee:** Subject to the Board of Directors' approval, the committee shall prepare an annual budget based on historical financial information, plans for the upcoming year, and any goals and objectives of MGAC. The budget shall be submitted to the Board of Directors for its consideration not later than April 30<sup>th</sup> of each year. The committee shall periodically examine MGAC's actual and projected financial condition and recommend any adjustments to the Board of Directors.

**By-laws and Rules Committee:** Shall periodically review MGAC's Articles of Incorporation and Bylaws for any required corrections, clarifications, additions, deletions, and other modifications. The committee shall recommend policies, rules, and procedures as may be necessary or desired for efficient and consistent operation of MGAC.

**Office Committee:** Shall coordinate and schedule office operations, cleaning, maintenance, MGAC activities, and compliance with local, state, and federal laws.

**Competition Committee:** Shall formulate programs and policies designed to promote various types of professional and amateur shooting competitions, attract competitive shooters, and promote and encourage membership and public participation at club matches and activities.

**Contract Committee:** Shall recommend, draft, review, and revise all contracts by and between MGAC and others and recommend the same for the Board of Directors' consideration.

**Planning Committee:** Shall formulate short and long term goals and objectives for MGAC, plans and ideas for the utilization and development of MGAC's facilities and submit the same to the Board of Directors for approval and implementation.

**Match Committee:** shall develop, organize and run all MGAC matches and maintain and recommend to the Board of Directors the replacement of any necessary equipment.

**Membership Committee:** Shall formulate programs and benefits intended to attract eligible persons to join and support MGAC and encourage members to continue membership and submit the same to the Board of Directors for approval and implementation.

**Nominating Committee:** Shall investigate nominees and recommend members as nominees to run as a candidate for directorships and offices at upcoming elections.

**Public Relations Committee:** Shall formulate programs and strategies designed to inform the members and general public of MGAC's mission, objectives, and policies, respond to ongoing public relations issues that involve or affect MGAC, formulate, draft and publish MGAC publications, and formulate marketing programs and strategies designed to attract new members to MGAC and submit the same to the Board of Directors for approval and implementation.

**Range Committee:** Shall formulate policies and programs for range officer training, range safety rules and operating procedures, coordinate scheduling of range officers at any of MGAC's ranges, regular maintenance plans and needs, identify ordinary and ongoing range maintenance and submit the same to the Board of Directors for approval and implementation.

**Risk Management Committee:** Shall identify and arrange for appropriate insurance for all club risk exposures and submit the same to the Board of Directors for approval.

**Technology Committee:** Shall identify needs and formulate policies and programs for the implementation and use of all computer hardware and software, communication devices, office equipment, web sites, social media, and other technology and electronic communications that be helpful or necessary for the efficient operation and promotion of MGAC's business and submit the same to the Board of Directors for approval and implementation.

## **ARTICLE X BUDGET AND FINANCE**

**Section 1.** With recommendations from the Budget and Finance Committee, the Board of Directors shall adopt an annual operating budget covering all activities of MGAC on or before the Board of Directors meeting held in May of each year .

Section 2. MGAC, in a specific fund, shall retain all grants, gifts, bequests, and special assessments approved by the membership. The Board of Directors shall provide for the special funds and accounts within the general fund to further the business and objectives of MGAC.

Section 3. All funds of MGAC shall be placed in such bank accounts or other investments as the Board of Directors may designate.

Section 4. Assessments. The Board of Directors shall give notice to levy an assessment. Said assessment shall be voted upon at the next regularly scheduled meeting of the general membership.

Section 5. Valuation of the MGAC assets shall be reviewed no less than every two (2) years.

## **ARTICLE XI BONDING**

A trust or surety bond shall be furnished for MGAC members who handle MGAC's funds or assets. The Board of Directors shall determine the amount of bond.

## **ARTICLE XII INSURANCE**

Section 1. The Board of Directors shall provide for adequate liability and casualty insurance to protect the assets of MGAC and the directors, officers, employees and other agents of MGAC.

Section 2. A non-member or organization renting MGAC facilities shall, at MGAC's sole discretion, provide a certificate of insurance naming MGAC as the certificate holder or additional insured.

Section 3. MGAC shall provide a directors and officers a liability policy for all directors, officers, and employees of MGAC.

## **ARTICLE XIII GENERAL RULES AND REQUIREMENTS**

Section 1. The Executive Committee shall hire or remove from employment any employee or contractor or subcontractor that is needed to perform the routine tasks as may be required for the day-to-day operation of the MGAC. The Executive Committee also may engage any temporary staff members to fulfill any special or specific requirements.

Section 2. All contracts and instruments with MGAC shall be in writing and signed by the President. All persons or groups renting or using any portion of any of MGAC's facility for any

purpose shall require a written contract and, at MGAC's sole discretion, submit proof of insurance in an amount acceptable to MGAC and naming MGAC as the certificate holder and/or an additional insured. All contracts shall be reviewed by the Contract Committee and contingent upon approval by the Board of Directors.

Section 3. Every director and officer shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical property of MGAC. Members may inspect and copy all books, records, and documents of every kind and inspect the physical property of MGAC in accordance with Chapter 617 of the Florida Statutes.

#### **ARTICLE XIV BY-LAW CHANGES**

A change or modification to the Bylaws may be requested by the membership or the Board of Directors and will require notice to the membership that a bylaws change will be on the agenda at the next scheduled Board of Directors' meeting. A change or modification of the Bylaws will be adopted by the membership as follows:

Step 1: A member or the Bylaws and Rules Committee shall present proposed changes to the Board of Directors for review, discussion, and further changes and modification at any regular or special meeting of the Board of Directors.

Step 2: Notice in the manner set forth in Article III, Section 1, together with a copy of the proposed bylaw changes, shall be given to the membership that proposed bylaw changes will be considered at the next two (2) regular Board of Directors' and Membership meetings. A copy of the proposed bylaws changes shall be posted at MGAC's principal place of business and posted upon any website maintained by MGAC. At the meeting the members may propose revisions to the proposed bylaw changes by way of a motion. A majority vote of the members present at the meeting shall carry the motion. Notice that the membership will vote upon the proposed bylaw changes at the second regular meeting of the Board of Directors' and Membership together with a copy of the proposed bylaw changes shall be given to the membership as set forth above. The Board of Directors shall establish procedures for the adoption of any proposed bylaw changes, the casting of votes by U.S. Mail, and counting votes.

Step 3. At the second regular meeting of the Board of Directors and Membership the membership shall vote on the adoption of any proposed bylaw changes. The affirmative vote of a majority of the members in attendance at the meeting and those members casting their votes by U.S. Mail will approve the proposed bylaws changes. For purposes of voting on the proposed bylaws, officers and directors shall be considered members.



## **ARTICLE XVI DISSOLUTION**

In the event of dissolution or liquidation of MGAC, all proceeds from the sale or liquidation of any assets shall be transferred to an entity exempt from taxation pursuant to Internal Revenue Code Section 501(c) or used for any such other purpose as may be permitted by Internal Revenue Code Section 501(c).

## **ARTICLE XVII SEAL**

The corporate seal shall have the name of the Corporation and the word "seal" and "Corporation Not For Profit" inscribed thereon, and may be facsimile, engraved, printed or an impression seal.

## **ARTICLE XVIII MISCELLANEOUS**

Section 1. Any member, officer, or director present at a meeting shall be deemed conclusively to have received proper notice of the meeting unless he shall at such meeting make an objection to sufficiency of notice.

Section 2. MGAC may borrow or lend money to, or guarantee any obligation of MGAC, whenever, in the judgment of the Board of Directors, such loan or guaranty may reasonably be expected to benefit MGAC. The loan or guaranty may be upon such terms as the Board of Directors may approve. No loans shall be made or contracted on behalf of MGAC, and no evidences of indebtedness shall be issued in its name, unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of MGAC shall be signed by such officer or officers, agent or agents of MGAC and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 5. The Board of Directors may determine MGAC's charitable services, donations to any other non-profit tax exempt organization, scholarships, and other purposes as it may deem necessary or desirable from time to time.

The undersigned hereby certified that these Amended Bylaws have been duly approved and that the foregoing are the Bylaws of the MGAC and shall be effective immediately.

**Manatee County Gun and Archery, Inc.**

By: \_\_\_\_\_

  
Christopher Baden, President

CB

# Amendments

2-20-18 Second Reading of Bylaws Change:

**Article VIII Section 7**

Section 7. A quorum for Annual Meetings shall be two (2) officers and four (4) directors and at least twenty (20) other members who are not officers or directors. A quorum for any Membership Meeting shall be two (2) officers and two (2) directors and at least ten (10) other members who are not officers or directors. A quorum for any Board of Directors Meeting shall be three (3) officers and four (4) directors. A quorum for an Executive Committee meeting shall be three (3) officers.

This change was adopted and approved by the Board as of 2-20-18.

## **INDEMNIFICATION AND INSURANCE**

Section 4. MGAC shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of MGAC), by reason of the fact that he or she is or was a director, officer, employee, agent or volunteer of MGAC against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of MGAC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his or her duty to MGAC, and unless, only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the MGAC in advance of the final disposition of such action, suit or proceeding, in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, agent or volunteer to repay such amount, unless it shall ultimately be determined that he or she is not entitled to be indemnified by MGAC as authorized under this Section.

The indemnification and advancement of expenses provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested board members or otherwise, both as to the action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Board of MGAC must purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or volunteer of MGAC, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not MGAC would have the power to indemnify such person against such liability under the provisions of this Section.

If any part of this Section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

**Article IV Section 6**

Section 6 is amended by adding the following:

In the event that an election is uncontested, in that fewer nominations are received than directors needed, then no vote of the membership shall be conducted and the persons nominated shall be deemed elected as of the date of the Annual Membership Meeting.

**Article V Section 6**

Section 6 is amended by adding the following:

In the event that an election is uncontested, in that fewer nominations are received than directors needed, then no vote of the membership shall be conducted and the persons nominated shall be deemed elected as of the date of the Annual Membership Meeting.