

BYLAWS OF YUMA MATCHMASTERS

**Affiliated with the National Rifle Association of America, United States
Practical Shooting Association and the Single Action Shooting Society**

ARTICLE I

NAME

The name of this corporation shall be the Yuma MatchMasters, Inc. There shall be two Divisions of the corporation: MatchMasters Practical Shooting Club (Practical Division) and the Colorado River Shootists (Cowboy Division).

OFFICES

The principal office of the corporation in the State of Arizona shall be located in the County of Yuma. The corporation may have offices within or without the State of Arizona, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Arizona a registered office, and a registered agent whose office is identical with such registered office, as required by the Arizona Nonprofit Corporation Act. The registered office in the State of Arizona, and the address of the registered office may be, but need not be, identical with the principal office; and may be changed from time to time by the Board of Directors.

ARTICLE II

PURPOSE

The purpose of the corporation will be:

The encouragement of organized rifle and pistol shooting among the citizens of the United States residing in our community, with a view toward a better knowledge on the part of such citizens of the safe handling and proper care of firearms, as well as improved marksmanship. It shall be our further objective and purpose to forward the development of those characteristics of honesty, good fellowship, self-discipline, team play and self-reliance which are the essentials of good sportsmanship and the foundation of true patriotism.

ARTICLE III

MEMBERSHIP AND DUES

SECTION 1. Membership. Any citizen or legal visitor of the United States may become a member of this organization upon payment of dues and completion of the membership application which includes the following pledge:

I hereby affirm that I am a citizen of the United States or am legally in the United States, and that I am at least eighteen (18) years of age or have the permission of a legal guardian. I am not a convicted felon, addicted to dangerous drugs, or prohibited from owning firearms under any

state or federal law. I further affirm that I am not a member of any group which espouses international terrorism or the violent overthrow of the government of the United States. If admitted to membership, I pledge to fulfill all the obligations of good sportsmanship and good citizenship, and will abide by all the rules and bylaws of the Yuma MatchMasters, Inc. and Adair Ranges, Inc.

SECTION 2. Dues. Dues are payable upon Application for Membership and every one (1) year thereafter for renewal. Dues are set as scheduled at the annual meeting.

No member of the club in arrears shall be eligible to vote or enjoy any other privileges or benefits offered by the Yuma MatchMasters.

SECTION 3. Place of Meetings. The Board of Directors may designate any place, either (within or without) the State of Arizona, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be designated by the persons calling such meeting provided it is held within the County of Yuma.

SECTION 4. Annual Meetings. An annual meeting of the membership shall be held on the first Wednesday of December each year for the purpose of setting the amount of dues, electing Directors and officers, and for the transaction of such other business as may come before the meeting. If the day fixed for the meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day or such day as determined by the Board of Directors. If the election of Directors shall not be held on the day designated herein for the annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the members or through voting by mail as soon thereafter as conveniently may be.

SECTION 5. Special Meetings. Special meetings for the membership of the corporation for the transaction of ordinary business, or to transact special interest items of business, for either the Practical Shooting Division and/or Cowboy Division, may be called by or at the request of the President, any two Directors, **or** upon demand in writing, stating the object of the proposed meeting, by any five (5) members.

SECTION 6. Notice. Notice of a meeting of the membership shall be given at least five working days prior thereto by written notice delivered personally or sent by mail or email to each member at his or her address as shown by the records of the corporation. If mailed, at least 5 working days shall be allowed for postal delivery of said notice. Any member may waive notice of any meeting.

SECTION 7. Quorum. Twenty-five percent of the membership either in person or by proxy shall constitute a quorum for the transaction of business at any meeting; but if less than twenty five percent of the members are present in person or by proxy at said meeting, a majority of the members present may adjourn the meeting without further notice. Refer to ARTICLE III SEC. 8 for disposition of proxies vs. quorum.

SECTION 8. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized

attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. A proxy, assigned to any member, in writing and duly signed, shall be counted as a body in attendance for the purpose of determining a quorum.

SECTION 9. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

SECTION 10. Voting by Mail. Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors must be members of the corporation and amembers of the National Rifle Association of America. The Directors may make agreements with other organizations and individuals to carry out objectives of the corporation.

SECTION 2. Number, Tenure and Qualifications. The number of Directors shall be not less than four (4), nor more than five (5). Each Director shall hold office until January following the annual meeting of the Board of Directors and until his or her successor shall have been elected and qualified.

SECTION 3. Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held without other notice than this bylaw, the first Wednesday in December of each year, immediately after, and at the same place as, the annual meeting of members, for the purpose of ratifying the election of Officers and for the transaction of other such business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Arizona, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, any two Directors or upon demand in writing, stating the object of the proposed meeting, by any five members. The person or persons authorized to call special meetings of the Board may designate any place, either (within or without) the State of Arizona, as the place for holding any special meeting of the Board called by them.

SECTION 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail or email to each Director at his or her address as shown by the records of the corporation. If mailed, at least 10 days shall be allowed for postal delivery of said notice. Any Director may waive notice of any meeting. The attendance of a Director at any 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board needs be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws

SECTION 6. Quorum. A 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 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.

SECTION 7. 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 Bylaws.

SECTION 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, with a minimum of three (3) directors acting in consensus, though less than a quorum of the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

SECTION 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 10. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, setting forth the action so taken, shall be signed by all of the Directors. A written transcript of such actions so taken shall be included within the minutes of said meeting.

ARTICLE V

OFFICERS

SECTION I. Officers. The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and these officers shall comprise the Board of Directors. The Board of Directors may elect or appoint such other Special Officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Special Officers appointed by the Board of Directors shall not be voting members of the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Officers shall be elected by a majority vote of the members in good standing at the annual meeting

of the membership. The Board of Directors shall have general supervision and control of all activities of the corporation.

SECTION 2. Term of Office. Each officer shall hold office for one year until his or her successor shall have been duly elected and shall have qualified and begin duties in January.

SECTION 3. Removal. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Resignation of any Director shall be accepted by a majority vote of the remaining members of the Board of Directors.

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. If more than one vacancy exists a Special Meeting shall be called and new officers shall be elected to fill the vacancies until the date of the next annual meeting as in Article 3.

SECTION 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall be a member ex-officio of all regular and special committees of both Divisions. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign with the Secretary or any other proper officer of the corporation 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 or by statute to some other officer or agent of the corporation; and in general the President 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, He or she will be the liaison between the club and the National Rifle Association, the United States Practical Shooting Association, the Single Action Shooting Society and other local and national organizations. The President will serve as a member of the Board of Directors for Adair Ranges, Inc. unless another member shall be so designated by the MatchMasters Board of Directors.

SECTION 6. Vice-President. In the absence of the President or in event of his or her inability or refusal to act, the Vice-President (or in the event there be more than one Vice President, the Vice-President with the majority votes at the time of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

A) Practical Division. The Vice-President shall perform the duties of the President in his or her absence or at his request. He shall also be the Chief Range Officer in charge of IPSC (Practical) matches.

B) Cowboy Division. The Vice-President shall perform the duties of the President in his or her absence or at his request. He shall also be the Chief Range Officer in charge of SASS (Cowboy) matches.

SECTION 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for an funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article VU of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. Monies shall be only withdrawn by check signed by two of the following: President, Vice-President and Treasurer. Such funds will be used only for the payment of such bills as shall have been approved by the Board of Directors. He shall be responsible for the collection of all fees and dues from each Division's Stats person. He shall keep an accurate account of an his transactions and render a detailed report with vouchers at any meeting of the Board of Directors when requested and an Annual Report to the club at the Annual Meeting.

SECTION 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or a required by law; be custodian of the corporate records and of the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. The Secretary shall conduct all official correspondence pertaining to the proper preparation and forwarding of any reports required of the club by the National Rifle Association. All applications for membership in the club shall be made to the Secretary through each Division's Stats Officer. The Secretary shall be responsible for affiliating the club annually with the National Rifle Association, the United States Practical Shooting Association and the Single Action Shooting Society.

ARTICLE VI

SPECIAL APPOINTED OFFICERS

The Board of Directors shall appoint, as Special Appointed Officers, member(s) in good standing at the annual meeting for both the Practical Division and Cowboy Division. Each Special Appointed Officer shall hold their office until January following the annual meeting of the Board of Directors and until his or her successor shall have been elected and qualified. The Special Appointed Officers' positions are the following:

SECTION 1. Chief Range Officer(s). The Chief Range Officer shall have charge of the ranges of the club and the set-up, running and/or overseeing the monthly matches, Practical Division and/or Cowboy Division. He or She will serve as a Vice-President on the Board of Directors. He or She shall contract no bills without authorization of the Board of Directors. He or She shall be the liaison between his or her division and the corporation as a whole.

SECTION 2. Chief Safety Officer(s). The Chief Safety Officer shall be in charge of all shooters (especially new shooters), making sure that they have a copy of the Safety Rules, proper equipment and instruction throughout the match, Practical Division and/or Cowboy Division. *He or She* shall oversee all safety aspects of stage design and preparation. He or She shall contract no bills without authorization of the Board of Directors.

SECTION 3. Maintenance and Grounds Officer(s). The Maintenance and Grounds Officer shall have charge of keeping the range in good shape, set-up and clean-up of all stages at regular matches (Practical Division and/or Cowboy Division), making sure that all equipment is properly stored. He or She shall contract no bills without the authorization of the Board of Directors.

SECTION 4. Stats Officer(s)/Assistant Treasurer(s). The Stats Officer shall have charge of paperwork and finances for the monthly matches, Practical Division and/or Cowboy Division. They shall see that all entry and membership fees are remitted to the Treasurer. They shall keep an account of costs per match. They shall post all match results and send in proper notifications to USPSA or SASS. They shall admit new members to the club and see that the Secretary has updated information after each match. They shall contract no bills without the authorization of the Board of Directors. If required by the Board of Directors, the Stats Officer(s)/Assistant Treasurer(s) shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Stats Officer(s)/Assistant Treasurer(s), in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or Board of Directors.

SECTION 5. Territorial Governor. The Territorial Governor shall represent the Cowboy Division. He or she must be a Life member of the Single Action Shooting Society and a member of good standing with the corporation. He or she shall represent the membership of the Colorado River Shootists at any and all matches, locally or otherwise. He or she shall be the liaison between the Board of Directors of the Single Action Shooting Society and the said corporation.

ARTICLE VII

COMMITTEES

SECTION I. Committees Appointed by Directors. The Board of Directors, by resolution of a majority of the Directors in office shall designate an election committee, comprised of volunteers and appointees, and may designate and appoint one or more other committees comprised of volunteers and appointees. These committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of then assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such

committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or the Director by law.

SECTION 2. Election Committee. The duties of the election committee shall be to solicit qualified candidates, mail and collect ballots, and verify and count said ballots, and provide election results by signed affidavit of all committee members to the Board of Directors and the general membership. The Election Committee shall have a minimum of two representatives from each Division.

SECTION 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

SECTION 4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Directors of the corporation and until his or her successor is appointed, unless the committee shall be terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

SECTION 5. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

SECTION 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 8. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII

SUSPENSION & EXPULSION

(A) Any officer may be removed by a two-thirds vote of the members in good standing present at any special meeting called for this purpose. No vote on suspension or removal may be taken unless a fifteen (15) days notice in writing shall have been given to the officer of the reasons for his or her suspension and/or removal and of the time and place of the special meeting at which such

ballot on ~~his~~ removal shall be taken. At such special meeting the officer shall be given a full hearing. The President will call a meeting of the Board of Directors to hear the charges. The Secretary will give at least fifteen days' notice of the meeting to each member of the Board of Directors and to the accuser and 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.

(B) Any member may be suspended or expelled from the club for any cause deemed sufficient by the Board of Directors by a two-thirds affirmative vote of the members of the Directors present at any regular or special meeting acting in consensus with an equal number of active members, with both Cowboy and IPSC divisions represented. The total number of active members shall equal the total number of presiding Directors. The two-thirds affirmative vote shall be an aggregate of the combined parties convened for this purpose. No vote on suspension or expulsion shall 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 Board of Directors at which such charges shall be considered. At such meeting the member under charges will be accorded a full hearing, and a decision will thereafter be rendered by the Board of Directors.

(C) Charges against any officer or member may be referred by any member in good standing. They shall be in writing clearly stating the facts relied upon and accompanied by 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. Such charges shall be made part of, and incorporated into the minutes of any meeting convened for such purpose.

(D) Any member suspended or expelled by the Board of Directors 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 notice in writing to all members of the club in good standing of the date, time, place and reason for such special meeting. At the meeting of the full club the Secretary will read the original charges, the supporting affidavits, and will read or display the accompanying exhibits, and will read the minutes of the special meeting of the Board of Directors at which the charges were heard and action taken. A full hearing will be given to the accuser and the accused. A vote will be taken by ballot of the members in good standing present and a two-thirds vote shall be required to reverse the action of the Board of Directors.

(E) Any official or member of the club who has been suspended or expelled by the National Rifle Association of America, or the United States Practical Shooting Association or Single Action Shooting Society shall automatically stand suspended or expelled from this club upon receipt of official notice by the Secretary of this club from the Secretary of the National Rifle Association or the United States Practical Shooting Association or the Single Action Shooting Society.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE X

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII

MATCH RULES

All rifle and pistol competitions held by the club will be governed by the Rules and Regulations laid down by the National Rifle Association of America.

(A) All Practical Division matches will also be governed by the Rules and Regulations laid down by the United States Practical Shooting Association.

(B) All Cowboy Division matches will also be governed by the Rules and Regulations laid down by the Single Action Shooting Society.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Arizona Nonprofit Corporation Act or under the Prior of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

AMENDMENTS OF BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors present at any regular meeting or at any special meeting, if at least five days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting. Such proposed amendments must be acted upon by the club membership at a special meeting called for the purpose, provided that a copy of the approved amendments has been sent to each club member at least ten days previous to the meeting. A two-thirds vote of the members present per ARTICLE III, Section 7 will be necessary to pass or reject the such proposed amendment(s).