

Red Cliffs Rifle & Pistol Association

Bylaws

Article I - NAME

The name of this non-profit corporation and company, as set forth in the Articles of Incorporation, is the “Red Cliffs Rifle & Pistol Association”, and may be referred to in these Bylaws and other governing documents (if any), as the “Association”. The Association may be authorized to conduct business under other names only upon prior written approval by duly passed resolution of its Board of Directors.

Article II - PURPOSES AND OBJECTIVES

The purposes and objectives of the Association are set forth in its Articles of Incorporation, namely to:

Operate and maintain facilities for adult/youth recreational and competitive rifle and pistol shooting activities and for training in firearm safety, hunting skills, and self-defense.

To engage in any and all other lawful purposes, activities, and pursuits which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(4) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.

In furtherance of the Association’s purposes and objectives, the Board of Directors may authorize activities and expenditure of Association funds and volunteer resources to:

- A. Promote public safety and order, and the national defense, including any activities authorized under the laws of the State of Utah;
- B. Foster and promote the shooting sports, including the advancement of amateur competitions in marksmanship at the local, state, regional, national, and international levels;

- C. Promote hunter safety, and to promote and defend hunting as a shooting sport and a viable and necessary method of fostering the propagation, growth, conservation, management, and wise use of renewable wildlife resources; and
- D. Promote firearms safety in public and private communications and mass media, to increase public awareness of the safe use of firearms and to reduce the rate of firearm accidents and resulting injuries. The Association may take all actions necessary and proper in the furtherance of these purposes and objectives. Such actions shall not be restricted to any specific range facility or facilities which the Association may operate for the safe conduct of shooting sports activities.

Article III - MEMBERSHIP

Section 1 - Eligibility

Except as set forth below, any citizen of the United States who is, and while he or she remains, of good repute, and who subscribes to the objectives and purposes of the Association, or any organization as described below, may be eligible to be an individual member of the Association.

- A. No individual who is a “prohibited person” under federal law, including but not limited to 18 USC 922(g), who is forbidden to ship, transport, receive, or possess firearms, may be a member of the Association.
- B. Any individual member of the Association who is convicted of a violent felony shall be expelled from membership in the Association automatically upon entry of conviction by a court of competent jurisdiction, without further formal action by the Association.
- C. No individual who is a member of, and no organization composed, in whole or in part, of individuals who are members of any organization or group having as its purpose, or one of its purposes ~~to~~ the overthrow by force and violence of the Government of the United States or any of its political subdivisions, shall be eligible for membership.

Section 2 - Dues and contributions

The dues or minimum contributions of each class of membership shall be fixed by the Board of Directors.

Section 3 - Membership Classes

A. Full Members.

Full individual members will be on an annual basis with the Board of Directors setting the annual dues and benefits for this category of membership.

B. Sustaining Members

A sustaining member is the same as an annual full member, but one who chooses to pay a higher annual membership fee for the purpose of supporting the operation and maintenance of the shooting range. Excepting that they are members for life, benefits for entities that might be classified as Benefactor, Patron, or Endowment may also be put into this classification. For regular sustaining members, the Board of Directors will set minimum annual dues and the benefits associated with this category of membership.

C. Participating Members

Participating Members are those members who contribute a certain minimum number of man-hours working as Range Safety, Range Administrative, or Range Maintenance Officers. The Board of Directors will set the man-hour requirements and the benefits associated with this category.

D. Senior Members

Senior members are those over the age of 70 years. These members are entitled to discounted annual Dues and Range shooting fees. Disabled persons are also entitled to the same discounted rates as senior members.

E. Lifetime Members.

Benefactor, Patron, Endowment, and Life Members are members for their natural lives. In the case of any business entity, governmental unit, or non-governmental organization, Benefactor, Patron, and Endowment memberships shall be, respectively for periods of 50, 25, and 10 years' duration, and shall be transferable for the remaining unexpired duration of such term to a successor-in interest only upon prior written application to, and majority vote approval of, the Association's Board of Directors. No Life Membership shall be offered to any member who is not a natural person.

F. Honorary Life Member.

A person may be nominated for Honorary Life membership by the Board of Directors and may be elected to such membership in recognition of outstanding service to the Association through either public or private efforts. Not more than

three individuals may be elected as Honorary Life Members in any one calendar year. Honorary Life Members shall enjoy all the rights and privileges of Life Members.

G. Upgrading of Class of Membership.

An individual member of one class may become a member of a different class, if qualified therefore, by contributing the minimum dues or contributions specified by the Board of Directors for the desired class of membership, subtracting there from the dollar value of the contributions specified for that Member's current membership class.

H. Member Identification

An appropriate card, certificate or insignia shall be issued to each member as evidence of membership. The Board of Directors shall approve such card, certificate or insignia from time to time as needed. Members shall be assigned a Member Number for ease of managing Association records.

The Board of Directors may decline to admit to membership any individual, business entity, governmental unit, or non-governmental organization, for any reason deemed to be sufficient. For the purpose of effective management, the Board of Directors may also, at their discretion, cap the number of members in each membership category, as well as the total number of members in the Association.

Article IV - NONPROFIT STATUS, DONATIONS, AND PROHIBITED TRANSACTIONS

A. The Association shall not carry on activities not permitted to be carried on by an organization exempt from federal income taxes under §501 (c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue laws which may hereinafter be enacted.

B. Lobbying and Political Activities

1. The Association may lobby, including, but not limited to, the publication or distribution of statements regarding pending or potential legislation, only as authorized by resolution adopted by its Board of Directors.
2. The Association shall not participate or intervene in any political or judicial campaign on behalf of any candidate for public office whatsoever.

- C. No part of the net income or net assets of the Association shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the Association is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in the furtherance of its tax exempt purposes. The assets of the Association, from whatever source derived, are irrevocably dedicated to the tax-exempt purposes of the Association, as set forth in its Articles of Incorporation and these Bylaws.
- D. The Association shall conduct all aspects of its activities in accordance with applicable federal and state anti-discrimination laws, and shall keep its membership open to all US citizens, without regard to race, religion, color, national origin, or gender.
- E. Title to all property of the Association, both real and personal (including leasehold interests), shall be vested in the name of the Association.
- F. The Board of Directors may by resolution authorize any Officer or agent to enter into any contract or execute and deliver any legal instrument in the name of and on behalf of the Association. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it financially liable for any purpose or to any dollar amount. When the execution of any contract or other instrument has been authorized by the Board of directors without specification of the executing Officer, the President, either alone or with the Secretary or any Assistant Secretary, may execute the same in the name of the Association.
- G. No Director or Officer of the Association shall be personally liable to its creditors or for any indebtedness or liability; any and all creditors of the Association shall look only to the Association's assets for payment. Further, no Officer, the Board of Director's, nor any of the Board's individual members shall be liable for the acts, neglect, or defaults of an employee, agent or representative of the Association.
- H. No Member of the Association shall be personally liable to its creditors or for any indebtedness or liability; any and all creditors on the Association shall look only to the Association's assets for payment.
- I. Members of the Association have no interest in the property, assets or privileges of the Association. Termination of membership in the Association for any reason shall operate as a release and an assignment to the Association of any and all right, title and interest of any Member, but shall not affect any indebtedness of the Association to such Member, or any indebtedness of such Member to the Association.

- J. The Board of Directors may from time to time appoint, as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the Association's purposes. The Board is authorized to employ such persons, including an executive officer, financial controller, attorneys, accountants, agents and assistants as in its opinion are needed for the effective administration of the Association, and is authorized to pay reasonable compensation for services and expenses thereof. Such an appointment will be done so only with an appropriate written instrument stating the scope of work, duration, and compensation agreed upon.

- K. The Association may solicit and accept donations and/or grants of cash, services, goods, volunteer time, bequests, and of anything else of value from any lawful source whatsoever. All donations or grants shall be used for such purposes as the Board of Directors of the Association may direct, unless otherwise directed or required by the source of such donation or grant. By making any donation or grant, the donor/grantor accepts and agrees to all the terms of these Bylaws, including but not limited to directing the use of such donation or grant to any use required to maintain the Association's taxation status. No donation or grant shall be required to be kept segregated or separately invested unless the donor/grantor so directs as to purpose, investment or administration, or in order to prevent tax disqualification, or if required by law. Nevertheless, the Board of Directors may segregate any donation or grant or fund whenever convenient or useful as determined by the Board in its sole discretion. The Board of Directors has the right to refuse any donation or grant made or offered to the Association with or without cause in its sole discretion.

- L. In the event that the Association is dissolved or otherwise ceases to exist under the laws of the State of Utah, or ceases to conduct business on a regular basis in accordance with its stated purposes, all of the business, properties, assets, and income of the Association remaining after payment, or provision of payment, of all debts and liabilities of this Association, shall be distributed to a nonprofit fund, foundation, or nonprofit corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Association. This determination shall be made by the Board of directors of this Association in its sole discretion. In no event shall any of the business, properties, assets or income of this Association, in the event of dissolution thereof, be distributed to the directors, members, or officers, either for the reimbursement of any sums subscribed, donated contributed by the same, or for any other purposes other than the retirement or reimbursement of a lien or legitimate debt.

Article V - CONDUCT AND MANAGEMENT

- A. Open Schedule Shooting Sports Activities. - All Individual Members shall be allowed use of any facility or facilities operated by the Association at a discounted range fee, as determined from time to time by the Board of Directors. Excluding Range Safety Officers and their accompanied guests, such use shall be during regularly scheduled times of public operation of such facility or facilities being open for use by the general public.
- B. Competitive Events - Individual Members of the Association shall be charged entry fees for scheduled competitive events, to include a range fee, at the same rates as participants who are not members of the Association, unless otherwise directed by the Board of Directors as part of the resolution approving such competitive event.
- C. Scheduled Practice Events - The Association may, from time to time, schedule practice events for the general public, which may include a range fee less than, equal to, or not more than double the price of regular general public range fees. Members of the Association may participate in such practice events for a discounted range fee that is less than that charged to the general public, if any range fee is charged.
- D. Members-Only Events - The Board of Directors may from time to time schedule events of either open shooting or practice nature which are open to only Members in good standing. If permissible under the terms of operation of the location of such event, Members in good standing may be charged either no range fee, or a nominal range fee.
- E. Range Fee Discount Cards - Members of the Association shall be allowed to purchase multiple-visit prepaid range fee cards, at a discount relative to the general public, which shall be determined from time to time by the Board of Directors.
- F. Only Individual Members of the Association who are in good standing shall have voting rights at meetings of its Members. Elections to the Board of Directors and of Officers shall be governed under the provisions of these Bylaws set forth below.
- G. Per Association records, a "Member in Good Standing" is defined as one whose dues and/or monies owed to the Association are not in arrears for more than 30 days.

Article VI - BOARD OF DIRECTORS AND OFFICERS

The Association shall be governed by a Board of Directors consisting of seven (7) members to be elected as described in this Article. Fully complemented, it will consist of a President, a Secretary, a Treasurer, a Vice President/President Elect, an Immediate Past President and two Members at Large.

A. Qualifications and Election of the Board of Directors

- 1.** Any individual member of the Association in good standing may serve as a member of the Board of Directors, so long as he or she has no conflict of interest or possible division of loyalty, such as serving on the governing body of another shooting sports-related organization which also operates a facility or facilities on lands leased from Washington County, Utah or any of its political subdivisions. The Board of Directors shall serve terms of two (2) years from their date of installment. Exceptions to this are the offices of the Vice President/President Elect and the President who automatically succeed to President and to Immediate Past President respectively. Any member of the Board of Directors appointed to replace another, shall serve out the remainder of that term, and then have the option of standing for election at the next Annual Meeting (as defined in these Bylaws) of Members. The terms of the Board of Directors shall be staggered; with three (3) being up for election every two years, and four (4) being up for election on the alternating years. In order to maintain these criteria, the Board, with agreement of those members affected, has the authority to adjust term length as the need arises.

- 2.** Each year, Members in good standing shall, by written ballot, elect members to the Board of Directors to fill those seats open for election. The election and vote count will be held during the January Annual Membership meeting. The election will be preceded by a two week *Call for Nominations*, followed by a two week period during which Members may submit absentee ballots if they are unable to attend the Annual Meeting. The absentee ballots, along with the on-site ballots, will be counted at the Annual Meeting in the presence of the Membership attending. Following the vote tally, the Board Members newly elected will be announced. They will take office at the conclusion of the Annual Meeting when the newly constituted Board will hold its first meeting where it will elect the person(s) to serve as President Elect, Secretary, and Treasurer. The President will have been elected the previous year.

- B. Officers of the Association shall be composed of a President, who shall also serve as ex-officio Chair of the Board of Directors, a Vice-President/President-Elect, a Secretary, and a Treasurer. Additionally, a Financial Controller may be appointed by the Board of Directors to manage the Association's revenues, expenditures, prepare reports and maintain a fixed asset inventory.
- C. The Vice President/President-Elect elected by the Association's Board of Directors each year shall succeed to the one year terms of President, and then Immediate Past President. This will extend that person's term of service to either three for four years, depending on when they assumed the position of President-Elect.
- D. Whenever a position on the Board of Directors becomes vacant for any reason with less than one (1) year of the relevant term remaining, the President, with agreement from the Board of Directors, shall appoint a substitute to serve out the remaining months of that term. Whenever a position on the Board of Directors becomes vacant with more than twelve (12) full months of the relevant term remaining, the President, again with agreement from the Board of Directors, shall appoint a substitute to serve only until the next Annual Meeting, at which time the Membership shall fill that position by election in the normal course of governance.
- E. Duties of Officers.
 - 1. The President of the Association shall have authority, duties and responsibilities including but not limited to:
 - a. Serve as the Chief Executive Officer of the Association and as such, administer the day to day affairs of the Association on behalf of the Board of Directors;
 - b. Have oversight of all functions and operations of the Association;
 - c. Supervise Association staff members including but not limited to: Secretary, Treasurer, Financial Controller and any additional staff members.
 - d. Initiate, organize and implement the meeting agendas of the Association and facilitate the scheduled meetings of the Board of Directors. The President is responsible to insure follow-up on issues, assignments and decisions as discussed or passed on by the Board of Directors.

- e. By consent of the Board of Directors has the latitude to pursue infrastructure and facility development in accordance with the Association's Management Plan in conjunction with the Association's landlord (in relation to facility or facilities which are operated under lease and/or contract).
2. The Vice-President/President-Elect's authority and responsibilities shall include but are not limited to:
 - a. In the absence of the President, the Vice President/President Elect shall assume the authority, duties and responsibilities of the President. In the event that the President Elect cannot, for good reason, fulfill this role, the Board of Directors is authorized to elect another of their members to fill this position.
 - b. The Vice-President/President-Elect shall assist the President in carrying out his or her duties and responsibilities as mutually agreed upon by both parties.
 - c. The Vice-President/President-Elect shall assume the office and duties of President at the conclusion of the next Annual Meeting of Members.
 - d. The Vice-President/President-Elect shall assume the duties of President at any time the then-serving President becomes unable for any reason to function in his or her office, upon majority vote of the Board of Directors. The Vice-President/President-Elect may serve the remaining unexpired term of the President without being disqualified to serve as President in the regular course of the Association's governance. In this event, the Board of Directors shall appoint from its membership a new person to fill the position of Vice President/President Elect.
 3. The Secretary's duties and responsibilities shall include but are not limited to:
 - a. Prepare agendas for the Board of Directors; soliciting and receiving input for the agenda from the Board of Directors and any Association Committee members.
 - b. Take minutes at Board of Directors meetings afterward prepare and submit draft meeting minutes to the Board of Directors for corrections. Prepare and read final meeting minutes for review and acceptance by the Board at the following scheduled meeting.

- c. The Secretary shall assist the President with additional items to be mutually agreed upon by the parties.
4. The Treasurer's duties and responsibilities shall include, but are not limited to:
 - a. In the absence of the Secretary or in the event that the Secretary is temporarily unavailable or, in good faith, is unable to act, the Treasurer shall perform the duties of the Secretary and when so acting, shall have and may exercise all the powers of the Secretary. The Treasurer shall (1) be responsible for all funds and investments of the Association; (2) keep proper books of account, showing the receipt and disposition of all funds of the Association; (3) prescribe, authorize and conduct an external independent accounting audit of the financial records as to be scheduled by the Board of Directors; (4) render a complete financial report at each annual meeting of the membership; (5) render an account of the financial condition of the Association, from time to time, at the request of the Board of Directors; and (6) perform such other duties and functions as from time to time may be determined by the Board of Directors.
5. The Immediate Past President's duties and responsibilities shall include, but are not limited to:
 - a. The Immediate Past President shall provide the President and Board of Directors with advice and counsel, and shall have primary responsibility for insuring the proper transition from President to President. The Immediate Past President shall also perform such other duties and functions as from time to time may be determined by the Board of Directors.

Article VII - MEETINGS OF THE BOARD OF DIRECTORS AND OFFICERS

- A. The Board of Directors and Officers shall meet at least monthly in regularly-scheduled meetings, the dates and times thereof to be published to the Members of the Association at least ten (10) calendar days before each such meeting. Such publication shall include, at minimum, posting notice of such meeting on a public bulletin board at each shooting facility operated by the Association, and by inclusion of the meeting schedule on the calendar which is part of the Association's website.
- B. The President may call a Special Meeting of the Board of Directors at any time, upon any form of notice to the members of the Board of Directors, such notice to include the subject or subjects of business to be addressed at

such Special Meeting. No business other than that included in the notice to the Board of Directors may be conducted at any Special Meeting. A quorum for such a meeting shall consist of at least 60% of the sitting Board members. The fact and results of any Special Meeting shall be published to the Membership of the Association as soon as practicable thereafter.

- C. The Board of Directors may conduct business (other than the opening and closing of a meeting to determine whether a quorum is present and to make a record thereof) only when at least 60% of its members are present. A quorum of the Board of Directors shall be a majority of its then-sitting members. Members of the Board of Directors may be deemed present through participation by electronic means, including but not limited to telephone or videoconference wherein all members of the Board of Directors can hear and participate with all others simultaneously.
- D. Meetings of the Board of Directors shall be open only to members of the Association in good standing, except for Executive Sessions where matters of personnel, legal counsel, corrective actions under Article XIII, or facility security shall be discussed. If the meeting place is a public facility, members of the general public are also entitled to attend. The general subjects and decisions made, if any, in all Executive Sessions shall be reported in the minutes of meetings of the Board of Directors.
- E. In accordance with applicable Utah nonprofit corporation laws, the Board of Directors may also conduct limited, single-subject items of business without a meeting, upon the written consent of all (100%) of the members of the Board of Directors.

Article VIII - MEETINGS OF THE MEMBERSHIP, ELECTIONS, AND RECALL

- A. An Annual Meeting of the Membership shall be conducted in January of each year, with notice of the time, place, and agenda of such meeting published to the membership at least thirty (30) calendar days beforehand.
- B. The business of the Annual Meeting shall include announcement of election results to fill expired terms of members of the Board of Directors and any other business, consistent with these Bylaws, allowable under applicable Utah law.
- C. Regular Meetings of the Membership.

Regular Meetings of the Membership shall be conducted at least once each calendar quarter with the day, date, and time being established by the

Board of Directors based on the amount and nature of material to be discussed and the availability of suitable meeting space.

D. The President, or a quorum of the Board of Directors, may call a Special Meeting of the Membership as called for under the Recall procedures of this Article, or upon a minimum fourteen (14) calendar days' notice, published to the Membership. The subject(s) to be discussed and/or to be decided at any Special Meeting shall be included in the notice thereof. No business other than that which is properly noticed to the Membership shall be conducted at any Special Meeting. A quorum for such a meeting shall consist of at least 60% of the sitting Board members.

E. Proxy Voting.

Members may vote by proxy at any Annual or Special Meeting of the Membership, but only by written instrument which includes the Member's name and a photocopy of that Member's card or other document(s) evidencing membership, the name of the Member in good standing who is authorized to cast that Member's proxy vote, and the Member's signature which is witnessed by another Member who is in good standing.

F. Quorum

A Quorum of Members at any Membership Meeting thereof shall be at least twenty-five percent (25%) of the Members in good standing. Members may be present for the purposes of determining a quorum either in person or by proxy. Because of the potential technical challenges attendant to the communication at meetings of Members, participation or attendance by electronic means shall not be allowed.

G. Recall of Members of the Board of Directors, and Meetings for Such Business.

1. The Individual Members of the Association shall have the right to attempt recall of Members of the Board of Directors as follows:
2. Any individual member of the Board of Directors may be the subject of only one (1) recall election petition in any calendar year.
3. The procedure for a member, or any informally organized group of members, to initiate the recall petition process, and the procedures to communicate the petition request and to receive signed petitions, shall be as follows:
 - a. A Member, or any informally organized group of Members, may tender a written, signed, *Request for Recall Petition* to the

Association's Secretary and to the President, one to the mailing address of the Association and the other to the Association's then current e-mail address. The Request for Recall Petition shall name the Member of the Board of Directors, but not more than two (2) Members of the Board of Directors, for whom the recall petition is requested, and the Member's/Members' election of communications mode described in subparagraph (b) below. The Secretary shall then within seven (7) calendar days certify to the President whether the Member, or at least one among an informally organized group, is in good standing, and whether the Board Member(s) is/are subject to recall petition. If the request comes from a Member/Members thus qualified to make the request, then the Secretary shall within fourteen (14) calendar days arrange for communication of the notice of petition for recall as required in sub-paragraph (b) below.

- b. At the requesting Member's/Members' choice, notice of the petition for recall shall be either communicated to the members through the next regularly-published newsletter (to include electronic newsletter) of the Association, or by a separate **U.S.** Postal Service mailing which shall be paid for in full, including but not limited to paper, printing, copying, handling and postage, by the requesting Member(s). The notice of the petition request shall include the Member's/Members' statement of reasons described herein, a space or spaces for other Members to sign the petition, the deadline for Association receipt of returned petitions, the Association's mailing address where signed petition forms will be received, and the physical address, if any, where petitions shall be delivered for receipt by the Association's Secretary.
- c. The requesting member(s) shall also be allowed to post notices of the petition for recall election at the bulletin board area of all shooting sports facilities and events operated by the Association.
- d. The deadline for receipt of all signed petitions shall be thirty (30) days following the first communication of the recall petition to the membership.
- e. The Secretary shall then tally the returned recall petitions, and omit from the count all signatures from persons who are not Members in good standing of the Association. A petition for recall election shall be certified by the Secretary as successful if the number of valid signatures on the petitions represents

MORE than fifty percent (50%) of the then-current number of members in good standing, and shall be so certified and communicated by the Secretary under oath and under penalty of perjury to the Board of Directors not more than ten (10) business days following the deadline for receipt of signed petitions.

- f. If the recall petition is certified as successful by the Secretary, the Board of Directors shall schedule a special meeting not more than thirty (30) calendar days, but not less than twenty (20) calendar days, from the date they receive the certification from the Secretary. The only item of business for the Special Meeting shall be the subject of recall of the members of the Board of Directors named in the Petition, and the election of a replacement member of the Board of Directors for any such member who is recalled by super-majority vote of 60% of the members of the Association who are in good standing. This super-majority shall be calculated from the total membership, not merely those present at the Special Meeting.
 - g. The provisions of this Article are in addition to those rights of the individual Members of the Association set forth in the Utah Uniform Nonprofit Corporations Act, Utah Code §§ 16-6a-101, et. seq.
- H. In all matters of Member voting for members of the Board of Directors, recall or similar actions regarding the Board, or election of any Officer as authorized in these Bylaws, votes shall be cast by secret ballot, and shall be jointly tallied by the Secretary and two (2) Members in good standing in physical presence at the relevant meeting of Members, as chosen by nomination and most votes cast (plurality vote acceptable) by the Members. In the absence of the Secretary being in attendance at the meeting, the President or Officer presiding over the meeting shall appoint a substitute from among the members of the Board of Directors.

Article IX- STANDING AND SPECIAL COMMITTEES

- A. Standing and Special Teams, known as Committees, may be created by the Board of Directors to advise or assist the Board in its duties and responsibilities. These Committees shall be created as necessary to carry on the work of the Association.

B. Committees Authorized

1. Range Maintenance
2. Range Operations
3. Capital Projects
4. Membership
5. Marketing
6. Education/Certification
7. Events
8. Liaison
9. Long Range Planning

10. Other Committees, Standing and/or Ad hoc, as established by resolution of the Board of Directors.

C. Each named Committee may be activated or de-activated from time to time by resolution of the Board of Directors. During any period of inactivity, all records of each Committee's actions shall be retained by the Secretary.

Article X – CONDUCT OF BUSINESS; RULES

The rules contained in the current edition of "Robert's Rules of Order Newly Revised", Appendix VII, shall govern the Association in all cases to which they are applicable and wherever they are not inconsistent with these Bylaws and special rules of the order the Association may adopt.

Article XI – FINANCIAL MANAGEMENT

- A. Range user fees at the Park shall be set by resolution of the Board of Directors, with input from the Association's landlord. Range user fees at any other location shall also be set by resolution of the Board of Directors.
- B. A petty cash fund of \$500.00 shall be maintained, through a separate bank account, with debit card(s) issued to no more than three officers of the Association to cover minor on-going expenditures. The petty cash fund account shall be replenished as needed from the Association's general fund account, upon satisfactory review of records of the debit card transactions. Any expenditure of petty cash funds found to be for unauthorized purposes shall be reimbursed to the Association by the person who made such expenditure, within thirty (30) days after written notice from the Association's Secretary/Treasurer.

- C. Within 45 days after the end of the fiscal year, the Association will conduct an annual independent financial audit. The audit will be conducted by a qualified auditor who is not a member of the Association. Upon completion of the audit, the results will be made available in a timely manner to all Members of the Association.

Article XII – VOLUNTEER RESOURCES

- A. Members who wish to volunteer their time, labor or services to the Association shall complete an application form, and may be subjected to a background check. Those volunteers who possess a current Utah Concealed Firearm Permit shall not be subjected to any additional background check. Volunteers need not be Members of the Association to serve, so long as all other qualifications therefore are satisfied. However, any Member not in good standing, or any former Member of the Association who's Membership has been revoked, may not serve as a volunteer for the Association until such time, if any, that Membership status in good standing has been restored.
- B. Professionalism
 - 1. The Red Cliffs Rifle & Pistol Association requires a highly professional volunteer contingent to develop shooting programs, operate range facility/facilities, and maintain them.
 - 2. It is of utmost importance that those individuals who volunteer to assist the Association in its mission always project a professional competent image and demeanor, and provide the Association's guests and visitors with a friendly, positive, public relations oriented experience.
- C. Training
 - 1. All volunteers must receive training within the areas of their service, such as Range Safety Officer Certification (such certification must be through the National Rifle Association), Range Administrative Officer functions, technical maintenance services, general range operations and specialized shooting event qualification (including any specific shooting sports discipline's governing body certification, if applicable).
 - 2. Volunteers serving in functions where certifications are required shall provide certification credentials before beginning services. These individuals shall be responsible to maintain such certifications and provide the Association with current documentation as certifications are renewed.

D. Insurance

1. Insurance coverage for all volunteers who are Members of the Association shall be provided by the Association. All volunteers shall be required to indemnify the Association for any and all damages caused by their willful or wanton acts, or their gross negligence. Volunteers who are not Members of the Association shall look to the landlord of the Association's real property, currently Washington County, Utah, or any successor-in-interest thereto, for insurance coverage for acts and omissions relating to their volunteer service, if any are provided.

E. Service Applications & Volunteer Expectations

1. Applications for volunteer service shall be provided to all individuals who wish to become volunteers associated with the Association.
2. Applications shall be completed by interested individuals and reviewed by the Association. When applicable, background checks will be conducted for individuals who will serve in sensitive functions. Those individuals who possess a current Utah State Concealed Weapon Permit will not be required to have a background check.

F. Job Descriptions

1. Job descriptions shall be created by the Association which will provide information and job expectations for general volunteer positions.
2. Each volunteer will be provided a job description along with on the job orientation and training.

G. Documentation and Tracking of Volunteer Service Hours and Materials

In order to properly account for and credit volunteers with their service hours and insure that the Association accounts properly for the value received from those hours and any materials which may have been donated, the Association shall adopt a system to track all donated service hours and any materials provided to the Association. Reports of volunteer hours shall be made to each meeting of the Members and the Board of Directors.

Article XIII – PERSONAL CONDUCT STANDARDS

- A. Any misconduct, inappropriate actions, or safety violations by any person, persons or organizations while on the Association's property (whether

leased or owned) or facilities shall not be tolerated. Persons or organizations who are deemed to have breached this article may, at the discretion of the Association's Board of Directors, be removed or expelled from the Association's property and facilities for an indeterminate period of time of up to one year. Except for serious safety and breach of peace removals from Association property or activities as described in subparagraph 2 below, expulsion and all other corrective actions authorized under this Article shall be by simple majority vote of the Board of Directors, in executive session in any regular or Special Meeting thereof, with the offending party to be given a minimum ten (10) days' notice and a Corrective Action Hearing (defined below) at which he or she will be given an opportunity to be heard and to receive assistance of counsel of choice at his or her own expense, before such expulsion or corrective action becomes effective.

1. Misconduct or Inappropriate Actions may include but are not limited to the following:
 - a. Intentional or flagrant violation of the Bylaws of the Association;
 - a. Any criminal violations committed while on the Association's property or facilities including, but not limited to, infractions, misdemeanors or felonies as found in the Utah Code, Annotated 1953 as amended;
 - b. Any violation of Washington County Ordinances;
 - c. The use of foul or abusive language;
 - d. Making veiled or direct threats toward another; or
 - e. Unsportsmanlike conduct.
 - f. Serious Safety or Breach of Peace Violations
 - g. In addition to the standards of conduct applicable to all persons at Association property or events set forth above, Members of the Association are required to remain law-abiding and peaceable in the civil setting, and may be expelled from membership in the Association upon conviction of any crime of violence or felony involving moral turpitude.
- B. While on Association property or at an Association activity at any location, any person who repeats a serious safety violation such as pointing a firearm at another person after being warned for a first such

violation any time in the previous year, who knowingly violates a cease-fire in a major way, who threatens violence or bodily harm to another whether directly or using veiled language, or who persists in using foul or abusive language after being warned to cease such unacceptable conduct, may at the discretion of any Range Safety Officer or Officer or employee of the Association be immediately ejected from Association property or events with law enforcement assistance if required, and strongly encouraged under these Bylaws in any circumstance. Any person ejected under this Paragraph shall be excluded from all Association property and activities until Board of Directors hears the matter in an Executive Session "Corrective Action Hearing" (or "Hearing").

- a. Duration of exclusion and Notice of Hearing. Any ejection of a person or persons, who is/are not member/members of the Association, under this Paragraph, shall be for a minimum of ten (10) days, pending the Board of Directors conducting a Corrective Action Hearing. Before the person is removed from Association property, the representative of the Association who orders the ejection shall ask the person charged with misconduct for contact information acceptable to that person to receive notice of the Hearing. The charged person's contact information shall be included in the Incident Report prepared that day, and the Incident Report shall be forwarded to the Secretary and the President as soon as practicable. Absent cooperation of the charged person in providing contact information, notice of the Hearing may be effected by publication on the Association's website of the date, time and place of the Board of Director's meeting where the Executive Session and Hearing will be conducted, including the name of the charged person and a statement that a Corrective Action Hearing will be heard in the Executive Session, plus mailing of notice of the Hearing to that person's last known address, if one can be found with due diligence.
- b. Any person charged with misconduct under this Paragraph shall be given a minimum of ten (10) calendar days' notice of the Hearing. Nevertheless, the hearing shall be conducted not more than forty-five (45) days after the precipitating incident. Except for cases of delay at the request of the charged person, the exclusion of the charged person from Association property and events shall automatically end after the deadline for the Hearing, if the Hearing is has not yet taken place. At the Hearing, the charged person shall be allowed to hear all evidence and testimony of the misconduct, cross-examine witnesses, present evidence, and receive the assistance of legal counsel at his or her own expense if desired. Failure to appear

shall be deemed a waiver of the right to be heard, absent truly exigent circumstances preventing such appearance such as serious accident, hospitalization, incarceration on unrelated incident(s), or similar event, in which case a written request for a re-hearing must be submitted to the Association within ninety (90) days of the adverse decision or all further rights to hearing or appeal shall be lost.

- c. The Notice of Hearing shall also include a brief recitation of the charges of misconduct against the person involved, and that failure to appear shall result in a decision being made without that person's participation or input.
 - d. Any person who disagrees with the decision of the Board of Directors following a Corrective Action Hearing shall have the right to appeal that decision to binding arbitration to a neutral arbitrator for a full hearing on all issues properly raised at the hearing, chosen by agreement of that party and the Association's President, in accordance with the Utah Uniform Arbitration Act, Utah Code 78B-11-112. The time limit for such appeal to binding arbitration shall be thirty-three (33) days following notice of the decision being sent to the party to the proceedings.
- C. Any Member of the Association who violates the standards of conduct of this article may be suspended from participation in all Association events and activities for up to three (3) months. Because Members are expected to maintain high standards of conduct, Corrective Action Hearings shall be conducted for Members only at regularly-scheduled meetings of the Board of Directors, but in no case less than fifteen (15) days after notice of the Corrective Action Hearing is given to the Member, to afford the Member a fair opportunity to prepare for the Hearing and enjoy all of the procedural rights and protections afforded to those who are not Members of the Association, including right of appeal.
1. All actions regarding a Member's expulsion or suspension from Association property or events, or revocation of membership in the Association shall be by the Board of Directors, following the procedures outlined in Paragraph (A) above. At the Hearing, the Member shall enjoy the right to hear all evidence and testimony of the misconduct, cross-examine witnesses, present evidence, and receive the assistance of legal counsel at his or her own expense if desired. Failure to appear shall be deemed a waiver of the right to be heard, absent truly exigent circumstances preventing such appearance such as serious accident, hospitalization, incarceration on unrelated incident(s), or similar event, in which case a written request for a re-hearing must be submitted to the

Association within ninety (90) days of the adverse decision or all further rights to hearing or appeal shall be lost.

2. A Member who has been subject to an adverse decision following a Corrective Action Hearing a second time in a two-year period may be, at the second such Hearing, be subject to an additional sanction of revocation of membership in the Association for a period of one (1) year. Calculation of time for all purposes under this subparagraph shall be from either the date of final decision following any appeal, or the date of the decision if no appeal is properly made.
3. A Member who is ejected from Association property or events pursuant to subparagraph (A) (2) above may also be subject to revocation of membership in the Association at the Corrective Action Hearing conducted following such an incident.
4. A Member who is subject to a pending Corrective Action Hearing, or whose participation in Association events has been restricted in any way by Board of Directors action under this Article, or whose dues remain unpaid for any reason, shall not be considered in good standing. Any Member whose membership has been revoked is no longer a Member and shall have no rights or privileges of Membership.
5. Any former Member whose membership has been revoked may be apply for readmission to membership only after one (1) year after the date of the final decision revoking membership, including any appeal. Such former Member shall nevertheless be re-admitted to Membership only upon majority vote of the Board of Directors. No set forms shall be required for such a request, but the request must be made in writing. The Board of Directors shall conduct any discussion of the matter only in Executive Session if such discussion is desired by the Board, but shall vote on re-admission of the former Member in open Board session.

Article XIV - RECORDS

- A. The following records shall be maintained by the Association permanently, or until such time as the Park's landlord permits destruction of such records:
 1. Administrative Records
 2. Budget Records
 3. Fixed Asset Records
 4. General Accounting Records
 5. Maintenance Records
 6. Payroll Records

7. Personnel Records
8. Purchasing Records
9. Risk Management Records, including annual summaries of incident Reports

B. The following records shall be destroyed eight (8) years after their creation or the date they are superseded:

1. Range Safety Officer Schedules
2. Policies, procedures, and protocols that are superseded
3. Incident reports
4. General correspondence
5. Job descriptions for volunteers which are superseded
6. Range sign-in sheets/liability waivers

Article XV – AMENDMENT OF BYLAWS

These bylaws may be amended at any duly-conducted meeting of Members of the Association, by a sixty percent (60%) super-majority vote of the Members in good standing who are present at the Annual Meeting, provided that the proposed amendment has been submitted in writing to the Board of Directors at least ten (10) days in advance of the meeting and included on the agenda of business for that meeting.

These bylaws may also be amended at any duly-conducted meeting of Board of Directors of the Association, by a sixty percent (60%) super-majority vote of the Board, provided that the proposed amendment has been submitted in writing to the Board of Directors at least ten (10) days in advance of the meeting and included on the agenda of business for that meeting.

- End of Bylaws –