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**THE ASSOCIATED GUN CLUBS OF BALTIMORE, INC.  
BYLAWS OF THE ASSOCIATION  
ADOPTED OCTOBER 18, 2016  
LAST AMENDED August 7, 2018**

**ARTICLE I - NAME AND PURPOSE**

**Section I.1 - Name**

I.1.1. This Association, incorporated under the laws of the State of Maryland, shall be known as "The Associated Gun Clubs of Baltimore, Inc.", hereinafter called "the Association" or "AGC."

**Section I.2 - Purpose**

The purpose of the Association shall be to:

I.2.1. Encourage organized shooting sports among citizens and legal residents of the United States, create knowledge on the part of such citizens of the safe handling and proper care of firearms, and develop improved marksmanship;

I.2.2. Develop those characteristics of honesty, good fellowship, self-discipline, team play, and self-reliance that are the essentials of good sportsmanship and the foundation of true patriotism;

I.2.3. Promote, arrange, and conduct contests, matches, and tournaments between Member Clubs of the Association and others;

I.2.4. Encourage a friendly spirit of cooperation among the Member Clubs of the Association and others;

I.2.5. Aid and protect the Member Clubs of the Association and to do all things that may be deemed to be within the proper scope of such an association for the welfare of its members;

I.2.6. Purchase, lease, hold, sell, develop, mortgage, convey, or otherwise acquire or dispose of real and personal property necessary or proper for the execution of the purposes of the Association;

I.2.7. Erect, equip, and maintain offices, houses, and other appropriate buildings for the use and enjoyment of Member Clubs, subject to such rules, regulations, and restrictions as these Bylaws may from time to time prescribe;

I.2.8. Enter into relationships and agreements with business or other entities whether public or private, individual, corporate or

governmental, to advance the purposes stated herein, including in particular the use of range properties in furtherance of paragraph I.2.1 herein;

I.2.9. Create subsidiary corporations, trusts, partnerships or other entities whose purpose and operation will advance the goals and objectives of the Association;

I.2.10. Invest and reinvest surplus funds through securities or properties as the Trustees may from time to time determine;

I.2.11. Arrange financing for capital improvement and expansion projects through participation in capital markets or other means;

I.2.12. Assist in any other matters pertaining to the welfare and interest of the Member Clubs and the range badge holders.

### **Section I.3 - Nonprofit**

I.3.1. Because the Association is organized as a nonprofit tax-exempt organization under section 501(c)(4) of the Internal Revenue Code of 1986, as amended, the Association's net earnings shall be exclusively devoted to charitable, educational or recreational purposes, and no part of the organization's net earnings shall inure to the benefit of any member, member of any Member Club, or individual.

### **Section I.4 - Conflict of Interest**

I.4.1. An individual who has a business or financial relationship with the Association, or who could otherwise financially benefit, directly or indirectly, from the business decisions or practices of the Association, shall not serve as a trustee, or an elected officer, or a member of a standing committee of the Association unless:

I.4.1.1. Said individual has, at a meeting of the Trustees, made full disclosure of the existing or potential conflict of interest; and

I.4.1.2. Said individual has, as part of said disclosure, pledged to abstain from any vote or other activity that might lead to, or be perceived as leading to, private inurement or other conflict of interest.

I.4.1.3. The Trustees accept the said disclosure and pledge of abstention, and agree by 2/3 majority vote, a quorum being present, that waiver of the conflict of interest prohibition in the said instance is in the best interests of the Association.

I.4.2. An individual sitting as a Trustee, or serving as an AGC officer or standing committee member, shall not propose or introduce new business that could create, or could be perceived to create private

inurement or conflict of interest, except via the waiver process described above.

I.4.3. Failure to abide by the provisions of this section shall be cause for immediate removal of the individual from any AGC office, and permanent disqualification therefrom, by the affirmative vote of a simple majority of Trustees, a quorum being present.

I.4.4. This Section establishes minimum standards for avoiding conflict of interest. The Trustees may implement policies and procedures that strengthen the principles and requirements of this Section. The Trustees may implement policies and procedures consistent with IRS Publication i1023, Appendix A, to the extent they do not diminish the standards set forth herein.

## **ARTICLE II - MEMBERSHIP**

### **Section II.1 - Classes of Membership**

II.1.1. The Association shall consist of two classes of Member Clubs, namely, Charter and Associate.

### **Section II.2 - Charter Clubs**

II.2.1. The number of Charter Clubs in the Association is fixed at fifteen (15) Clubs.

II.2.2. Charter Clubs shall be those Clubs of record affiliated with the Association on or prior to January 13, 1953 and that have since that time maintained their good standing in the Association, along with any former Associate Clubs that have been granted Charter Club status as hereinafter provided.

### **Section II.3 - Associate Clubs**

II.3.1. Associate Clubs are those Clubs which became members of the Association after January 13, 1953.

II.3.2. There is no limit to the number of Associate Clubs that may become members of the Association, except as may be set from time to time by the Trustees.

II.3.3. Clubs applying for associate membership shall submit as part of said application a written agreement that in consideration of acceptance into membership in the Association, they agree that they shall not receive any right, title, or equity in any real or corporate property of the Association, nor in any assets or funds of the Association.

II.3.4. Associate Clubs shall have equal rights of discussion in any issue which may arise, but may not vote.

II.3.5. In order of seniority based upon their date of affiliation, associate clubs shall be eligible, upon invitation of the Board of Trustees, to fill any vacancy that may occur in charter club membership by reason of resignation or termination. Upon each such vacancy, any associate club may elect to accept or reject an invitation to become a charter club, but once rejected, the invitation tendered shall be immediately extended to the next eligible associate club.

## **Section II.4 - Duties of Member Clubs**

II.4.1. All Member Clubs shall maintain current rosters of their respective memberships, and said rosters shall contain, at a minimum, the name, full address, phone number and email address of each individual member.

II.4.2. All Member Clubs shall co-operate with AGC in resolving discrepancies between AGC's badge holder records and the Club's membership records.

II.4.3. Each Member Club shall furnish to the Secretary a current roster of the Officers and Trustees or Delegates of said Club within 30 days of their election, or at the next Regular Meeting of the Trustees, whichever comes first, or at any time upon request of the Association. Said roster shall, at a minimum, contain email addresses and postal addresses for at least two officers authorized to receive AGC communications on behalf of their Club. It is the responsibility of each Member Club to report any changes as they occur.

## **Section II.5 - Applications**

II.5.1. The Trustees shall neither receive nor act upon applications for Charter Club membership after January 13, 1953, except as herein provided.

II.5.2. The Trustees shall receive and act upon application for Associate Club memberships, subject to such conditions of membership as the Trustees may from time to time determine.

## **Section II.6 - National Affiliation of Member Clubs**

II.6.1. The Association shall be affiliated with the National Rifle Association of America. The Association shall encourage all member clubs to be affiliated with the National Rifle Association, and/or such other nationally recognized sportsmen's organization(s) as may be considered acceptable by the Trustees. The Trustees may, from time to time, publish a list of recommended national organizations with which Member Clubs should consider affiliation.

II.6.2. Member Clubs shall, upon request of the Trustees, furnish evidence of their current affiliations.

## **Section II.7 - Resignation of Member Clubs**

II.7.1. The voluntary resignation of any Charter or Associate Club shall be accepted by the Trustees upon presentation of written Notice of such resignation signed by a majority of Officers of said Club.

II.7.2. Unless Notice of Resignation is rescinded by the Club within ninety (90) days of being given, said Club's affiliation shall terminate on the ninety-first day following the date of said Notice.

II.7.3. Clubs that resign may, without prejudice, apply for Associate Club affiliation at a later date.

## **Section II.8 - Suspension or Termination of Member Clubs**

II.8.1. Suspension or Involuntary Termination of a Charter or Associate Club's membership shall be done only for cause, including but not limited to:

II.8.1.1. Failure to pay dues and fees assessed by the Association;

II.8.1.2. Indictment, or Prosecution and Conviction, including by plea bargain, in any court of competent jurisdiction, of any Club for any firearms-related offense;

II.8.1.3. Failure of a Charter Club to have a voting Trustee in attendance at three (3) consecutive meetings of the Trustees;

II.8.1.4. Failure to abide by the provisions of these Bylaws.

II.8.2. Suspension for cause shall be imposed by the Trustees by simple majority vote, and shall take effect immediately upon delivery of Notice to the affected Club. In the case of suspension under II.8.1.2 above, the affected club's voting rights shall be suspended as of the date of indictment or information, but action to terminate a club's membership shall occur only following conviction thereof.

II.8.3. During any period of suspension, a Club may not exercise voting or other rights normally afforded it.

II.8.4. Range badges issued to members of a suspended Club prior to its suspension shall remain valid until their normal expiration date, but no new badges shall be issued to members of the suspended Club.

II.8.5. Following any Notice of Suspension, a Due Process Hearing before the Trustees shall promptly be scheduled, at which hearing the Club in question shall be afforded the right to call and examine witnesses and present evidence and arguments on its behalf.

II.8.6. All suspensions shall be adjudicated by the Trustees, provided that if the suspended Club is a Charter Club, the suspended Club's voting Trustee may not vote. The Trustees may choose to lift the suspension, extend it, or, by the affirmative vote of ten (10) or more Charter Club Trustees, terminate the Club's affiliation with AGC.

II.8.7. Upon termination, all rights, privileges, and interest of the Club in the activities and affairs of the Association shall thereupon cease and thereafter be denied. Badge holders of the terminated Club shall be allowed, without prejudice, to apply to any other Member Club for continued Club membership and AGC range badge eligibility.



## **ARTICLE III - TRUSTEES**

### **Section III.1 - Description**

III.1.1. The Association shall be governed by a Board of Trustees ("The Trustees"), which shall consist of the designated representatives of each Charter Club.

III.1.2. Associate Clubs may, but are not required to, designate one or more Delegates per Club; Delegates shall enjoy all the rights of Trustees except voting rights.

### **Section III.2 - Term of Office**

III.2.1. Trustees shall hold office during the term of their respective election or appointment, except that if a Club's membership is terminated or annulled, such Club's Trustee(s) shall immediately forfeit all Trustee rights.

### **Section III.3 - Voting**

III.3.1. Each Charter Club shall be entitled to cast a single vote.

III.3.2. If a Charter Club is represented by more than one duly authorized Trustee, that Club shall designate one of them as the Voting Trustee who shall cast that Club's vote. No individual shall serve as Voting Trustee for more than a single club at any Trustee meeting.

III.3.3. A Charter Club may, by Notice to the Secretary, designate one or more alternate Trustees, who shall cast the Club's vote in the Voting Trustee's absence. If a Club designates multiple alternate Trustees, it shall specify an order of succession determining which alternate Trustee shall exercise the Club's voting rights if more than one is present.

### **Section III.4 - Qualifications**

III.4.1. No individual shall serve simultaneously as an Elected Officer and a Voting Trustee of the Association.

III.4.2. An individual who is not a current AGC range badge holder shall not be seated as a Voting Trustee, regardless of their election or appointment to said Trusteeship by any Charter Club. The Trustees may, by simple majority vote, waive this provision on a case by case basis.

III.4.3. An individual who is not a current AGC range badge holder shall not be seated as a Delegate or afforded the privileges thereof, regardless of their election or appointment by any Associate Club. The

Trustees may, by simple majority vote, waive this provision on a case by case basis.

III.4.4. All Trustees and Delegates shall, upon their election or appointment, and at all times thereafter, provide the Secretary with a current and functional electronic mail address, and said e-mail address shall be used for any Notice required under these bylaws to be sent to Trustees.

III.4.5. Possession by the Secretary of a time-stamped e-mail message sent to a Trustee's declared e-mail address shall be evidence of proper Notice in all cases, unless otherwise provided by the Trustees.

## **ARTICLE IV - AUTHORITY AND RESPONSIBILITIES FOR DECISIONS AND CONDUCT OF BUSINESS**

### **Section IV.1 - Authority**

IV.1.1. Final and absolute Authority for all decisions concerning the Association shall vest in the Trustees. Said Authority shall be divided into two categories: Original Authority for decisions reserved exclusively to the Trustees, and Delegated Authority for decisions delegated to the Executive Board.

#### **IV.1.1. Original Authority**

The Trustees shall have sole and exclusive authority:

IV.1.1.1. To elect Officers of the Association;

IV.1.1.2. To review, amend, and approve an annual budget for the Association and to authorize expenditure of Association monies to fund said budget;

IV.1.1.3. To review and approve unanticipated extrabudgetary expenses exceeding \$2000 per expense or \$5000 in the aggregate annually;

IV.1.1.4. To adopt policies and procedures;

IV.1.1.5. To hear and adjudicate appeals from decisions and actions by Officers, including administrative disciplinary actions;

IV.1.1.6. To discipline Trustees, Member Clubs, and Officers of the Association.

#### **IV.1.2. Delegated Authority**

IV.1.2.1. All matters not specifically reserved to the Trustees in IV.1.1 above, shall be within the ordinary decision-making authority of members of the Executive Board, acting individually or collectively according to rules and procedures that the Trustees shall from time to time establish.

### **Section IV.2 - Reporting Duties of Officers**

IV.2.1. It shall be the duty of the Officers of the Association to provide timely reports to the Trustees concerning actions taken under IV.1.2 above, and to provide timely response to questions or concerns raised by any Trustee.

### **Section IV.3 - Situations Not Covered in Bylaws**

IV.3.1. Any decision which must be made during any meeting of the Board of Trustees which is not specifically covered by these bylaws may be made by a majority vote of the Charter Clubs present, provided that a quorum exists.

#### **Section IV.4 - Insurance**

IV.4.1. The Association shall maintain Officers and Directors Insurance on behalf of its Trustees and Elected Officers to protect them from liability for good-faith actions taken in the ordinary performance of their duties.

IV.4.2 In the absence of comparable insurance coverage, the Association shall furnish a bond in an amount as may be required by the Trustees for the performance of the duties of the Treasurer in particular, and the employees of the Association in general. The fee for such bond shall be paid by the Association.

## **ARTICLE V - OFFICERS**

### **Section V.1 - Designation**

V.1.1. The Officers of the Association shall be President, Vice-President, Executive Vice-President ("EVP"), Secretary and Treasurer.

V.1.2. The offices of Vice-President, Executive Vice-President, Secretary and Treasurer report to and are subordinate to the President, except in matters where a vote of the Executive Board is required.

V.1.3. No Officer shall receive compensation except reimbursement for expenses related to such official duties as may be defined herein, or as approved on a case by case basis by the Trustees.

V.1.4. An Officer of the Association may be removed from office by the affirmative vote of any ten (10) Voting Trustees.

### **Section V.2 - Executive Board**

V.2.1. The Executive Board shall consist of the President, Vice-President, Executive Vice-President, Secretary, and Treasurer.

V.2.2. The Executive Board shall be empowered to conduct all ordinary business not specifically reserved to the Trustees, for and on behalf of the Association.

V.2.3. Vacancies in the Executive Board, except for the position of President, shall be filled by majority vote of the remaining Executive Board members, subject to ratification by the Trustees.

### **Section V.3 - Eligibility**

V.3.1. No individual who is not a current range badge holder shall be a candidate for any AGC Office. The Trustees may, by simple majority vote, waive this prohibition on a case by case basis.

V.3.2. No individual shall be a candidate for more than one Elective Office at a time.

V.3.3. No individual shall serve simultaneously as both an Elected Officer and a Voting Trustee. A Voting Trustee elected to AGC Office shall relinquish said voting rights upon taking Office. Elected Officers shall not vote at Trustee meetings, except the President, who shall vote only to decide a tie vote among the Trustees.

V.3.4. No individual in the employ of the Association shall, during such employment or for one (1) year thereafter, hold any Elective Office in the Association.

## **Section V.4 - Election**

V.4.1. Election of President shall be the first Order of Business at the October meeting in odd-numbered years, provided a quorum is present. Election of Vice-President, Executive Vice President, Treasurer and Secretary shall be the first Order of Business at the October meeting in even-numbered years, provided a quorum is present

V.4.2. No later than the June meeting of an election year, the Secretary shall transmit a Call for Nominations to all Interested Parties as defined in Article VII, Section 6.1.

V.4.3. No later than the July meeting of an election year, the Trustees shall select a Nominations Committee and a Ballot Committee, each of which shall consist of three members and two alternate members. All Nominations Committee members shall be range badge holders who are not Voting Trustees and who have agreed to serve on the Nominations and/or Ballot Committees.

V.4.4. Nominations and Ballot Committee members shall be selected by lot from names submitted by the Trustees of Charter Clubs and the Delegates of Associate Clubs, one name per club. Under no circumstances shall more than one member of the same club serve on either committee.

V.4.5. The Nominations Committee shall solicit, receive and investigate expressions of interest from badge holders who desire to become or remain Office holders. The Nominations Committee may consider candidates from both Charter and Associate Clubs.

V.4.6. Nominations may be submitted from the floor by any Trustee or Delegate at the August and September meetings of an election year. Nominations shall close upon adjournment of the September meeting and shall not be accepted thereafter, except for Offices for which no candidate has yet been nominated.

V.4.7. The Nominations Committee shall undertake to determine that each candidate a) is not a "prohibited person" as defined under state and federal laws; b) is free of any conflict of interest; c) is able to devote the time necessary to carry out the duties of the office sought; and d) possesses the experience and skills necessary to carry out the duties of the office sought.

V.4.8. The Nominations Committee shall, at the start of the October meeting, present to the Trustees a list of all candidates for office, along with its analysis of each candidate with regard to said candidate's suitability to hold the office sought.

V.4.9. Candidates who are unopposed shall be deemed elected without the necessity of voting.

V.4.10. If any office is contested, the Presiding Officer shall verify the presence of the Ballot Committee members and shall appoint replacements for any members who are absent.

V.4.11. Contested Offices shall be decided by secret ballot of the Trustees, with each Charter Club casting one vote. After all votes have been cast, the Ballot Committee shall count the votes and present the official tally to the Trustees.

V.4.12. The candidate who receives a simple majority of votes cast shall be declared elected to the office sought.

V.4.13. If no candidate receives a majority of votes, a runoff shall be held between/among the candidates who received the most votes for that office. If two consecutive votes for any office end in a tie, the Executive Board then sitting shall, by simple majority, choose the winning candidate.

V.4.14. The Officers-elect shall assume their respective Offices at the start of the November meeting. Outgoing Officers shall provide all necessary transition assistance to their successors, and shall turn over all corporate documentation, including but not limited to physical records, electronic files in editable format, and all other Association-related materials within two weeks following the October meeting.

## **Section V.5 - Term of Office**

V.5.1. Elected Officers shall hold office for two (2) years or until a successor is seated.

V.5.2. Elected Officers shall be ex officio range badge holders during their term of office. Officers who purchased range badge renewals prior to taking office shall be eligible for reimbursement. Officers shall not earn range badge credits for time spent in the discharge of their ordinary duties.

V.5.3. No individual shall be elected to the same Office for more than two consecutive terms, absent waiver of this provision by majority vote of the Trustees on a case-by-case basis.

## **Section V.6 - Duties of Officers**

### **V.6.1. The President shall:**

V.6.1.1. Preside at all meetings of the Trustees and Executive Board;

V.6.1.2. Establish committees and appoint suitable chairpersons thereof;

V.6.1.3. Serve ex officio on all committees;

V.6.1.4. Represent the Association in all matters public and private;

V.6.1.5. Have authority to take such executive actions as are necessary to carry out the purposes of the Association and its Trustees.

**V.6.2. The Vice-President shall:**

V.6.2.1. In the absence of the President, perform all the duties, exercise all the powers, and assume all the responsibilities of that Office;

V.6.2.2. Carry out such other duties as the President may from time to time prescribe.

**V.6.3. The Executive Vice-President shall:**

V.6.3.1. In the absence of both the President and Vice-President, perform all the duties, exercise all the powers, and assume all the responsibilities of the President;

V.6.3.2. Control the operations of Association facilities and events conducted on AGC properties;

V.6.3.3. Exercise supervisory control over range operation staff including maintenance staff and range safety officers, provided that any disciplinary proceedings shall be subject to oversight by the Employee Affairs Committee;

V.6.3.4. Direct the preparation of inventories and maintain records of Association property;

V.6.3.5. Designate the chairs of the various shooting discipline committees as may from time to time be established by the Trustees, and receive reports therefrom for presentation to the Trustees;

V.6.3.6. Review and co-ordinate, in conjunction with the Range Safety and Standard Operating Procedures Committee, all plans for matches, tournaments and other range events to ensure that such events adhere to the Association's standards of fairness, consistency of rules, and range safety.

**V.6.4. The Secretary shall:**

V.6.4.1. Maintain a true record of meetings of the Executive Board, of the Trustees and of Special Meetings as may be called;

V.6.4.2. Prepare and distribute agendas for all Regular and Special Meetings according to the time frames specified herein;



- V.6.4.3. Have custody of all the files, records, bylaws, minutes, motions history database, documents and other papers related to the business of the Association, whether in paper or electronic form, and maintain them in an orderly, businesslike manner;
- V.6.4.4. Accept applications for Club membership in the Association and duly present them to the Trustees;
- V.6.4.5. Maintain a current roster of both Charter and Associate Club Officers, Officers of the Association, and other such lists as may be required for the conduct of Association business;
- V.6.4.6. Prepare and sign or countersign all official documents of the Association, including all required Notices and advice to Clubs, and maintain file copies thereof as may be required;
- V.6.4.7. Prepare and submit on behalf of the Association all such reports as may be required from time to time by regulation or law;
- V.6.4.8. Make timely notification to the Trustees, The Executive Board and the presidents and secretaries of Member Clubs of all Regular and Special Meetings;
- V.6.4.9. Exercise all due diligence to ensure timely delivery of urgent or critical Notices or communications, and to verify receipt thereof;
- V.6.4.10. Administer for the Association an adequate and proper insurance program to protect the interests, assets, and other property of the association;
- V.6.4.11. Be custodian of the official seal of the Association;
- V.6.4.12. Assist the Range Safety and Standard Operating Procedures Committee in the publication of such rules and regulations as may be adopted for the use of Association facilities;
- V.6.4.13. Collect and record the names of all Trustees attending each monthly meeting in order to document the presence of a quorum;
- V.6.4.14. Exercise implied authority as may be required for the ordinary conduct of his/her office including the ordering of supplies, stationery, stamps and printing for and on behalf of the Association.

**V.6.5. The Treasurer shall:**

- V.6.5.1. Receive all fees, dues, assessments, or other monies as may be due the Association, and maintain books of account to reflect accurately all such transactions;

- V.6.5.2. Serve as Custodian of all funds and securities of the Association, placing such funds on deposit in such bank or banks as may be approved by the Finance Committee and the President;
- V.6.5.3. Maintain accurate and current accounts and records of all financial transactions and render such reports as may be directed by the President;
- V.6.5.4. Receive, verify and record all invoices, statements or other claims against Association funds, prepare disbursements, and sign all checks drawn on Association accounts;
- V.6.5.5. Issue receipts as necessary in the name of and on behalf of the Association for all monies, goods or properties received;
- V.6.5.6. Be responsible for the proper signature and endorsement of Association checks, notes, bonds, leases, or other documents as may be authorized by the Trustees;
- V.6.5.7. Assist appointed Officers in the financial management of Association sponsored tournaments, matches, leagues, or other activities, as may further the Association interests or as directed by the President;
- V.6.5.8. Cause to be prepared all tax returns required of the Association, and remit any sums due on any such returns;
- V.6.5.9. Create and distribute, or cause to be created and distributed, timely invoices for monies due the Association from Clubs and other business entities;
- V.6.5.10. Have primary responsibility for activities involved in the issuance and tracking of range badge sales, and the proper handling of monies received therefrom;
- V.6.5.11. Hire and exercise supervisory control over administrative employees whose duties fall primarily within the Treasurer's area of responsibility, provided that any disciplinary proceedings shall be subject to oversight by the Employee Affairs Committee.

## **V.7. - Employment of Managers**

V.7.1. The Trustees may, upon determination of need, authorize the creation of paid full-time or part-time AGC management positions, and may adopt policies and procedures that assign to said positions any of the duties and responsibilities enumerated in V.6 above.

## **ARTICLE VI - COMMITTEES**

### **Section VI.1 - Standing committees**

#### **VI.1.1. Finance Committee**

VI.1.1.1. The Finance Committee shall, on behalf of the Trustees, exercise oversight of all financial activities undertaken by the Treasurer on behalf of the Association. The Committee shall meet as often as required to carry out this duty.

VI.1.1.2. The Finance Committee shall, upon receipt of a proposed annual budget, review said budget and recommend additions or cuts as it deems necessary to maintain range operations and ensure the financial stability of the Association.

VI.1.1.3. The Finance Committee shall, in its annual budget review process, convene at least one hearing at which any range badge holder may testify concerning the proposed budget.

VI.1.1.4. The Finance Committee shall from time to time undertake such tasks as may be assigned it by the President.

VI.1.1.5. The Finance Committee shall assist and participate in the auditing or review of Association financial records as directed by the Trustees.

#### **VI.1.2. Range Safety and Standard Operating Procedures Committee (RSSOP)**

VI.1.2.1. RSSOP shall be charged with preparation, periodic review and updates of all safety rules and standard operating procedures.

VI.1.2.2. RSSOP shall develop and publish, in co-operation with the Executive Board, standard operating procedures for the conduct of Association business and activities, subject in all cases to review and approval by the Trustees.

VI.1.2.3. RSSOP shall have appellate jurisdiction in all cases of range safety rule violations that are cited by RSO's and upheld by the EVP. RSSOP shall, at the request of the accused party, review the violation(s) alleged, offering the accused party an opportunity to present evidence and arguments, and shall make recommendations to the Executive Board for disposition of the violations charged.

#### **VI.1.3. Capital Projects Committee (CPC)**

VI.1.3.1 The CPC shall comprise no more than five current range badge holders, who shall be selected for their expertise or experience in contracting, contract administration, Government permitting, or any of the building trades.

VI.1.3.2. The CPC shall be charged with developing long-range plans for the improvement, expansion and maintenance of the Patapsco Range Facility, and shall maintain and at least annually update a 5-year Capital Projects Budget.

VI.1.3.3. The CPC shall co-operate with such ad-hoc Committees as the President may from time to time appoint to effect orderly development of current Capital Improvement Projects.

VI.1.3.4 The CPC shall, from time to time or upon direction of the Executive Board, report its findings and recommendations, in writing, to the Trustees.

VI.1.3.5 The CPC shall receive and respond to written questions from the Trustees regarding any capital project planned or envisioned by the CPC.

#### **VI.1.4. Employee Affairs Committee (EAC)**

VI.1.4.1. The EAC shall advise the Executive Vice-President and Treasurer on issues related to Human Resources, Employee Relations, and Employee Compensation.

VI.1.4.2. An employee subjected to disciplinary action by the Executive Vice-President or Treasurer may request that the EAC review said action.

VI.1.4.3. EAC meetings where issues regarding individual employees are discussed shall be conducted in private.

VI.1.4.4. An employee who disagrees with the outcome of an EAC review may appeal to the Trustees, but a Trustee review shall not be private.

#### **VI.1.5. Financial Review Committee**

VI.1.5.1. The Financial Review Committee shall serve as the Association's audit committee.

VI.1.5.2. The Financial Review Committee shall consist of at least three (3) active badge holders who are not Officers or Trustees of the Association.

VI.1.5.3. The Financial Review Committee shall, as needed but at least annually, conduct or cause to be conducted a review of the financial practices of the Association to ensure that best practices are being followed in the fiscal management of the Association.

VI.1.5.4. The Financial Review Committee shall, at all times, have complete access to all AGC records in any form that relate in any way to the financial affairs of the Association.

VI.1.5.5. The Financial Review Committee shall have authority to receive and investigate suggestions of financial impropriety, or private inurement, or conflict of interest at any time.

VI.1.5.6. The Committee's findings shall be reported directly to the Trustees.

### **Section VI.2 - Shooting Discipline Committees**

VI.2.1. Each shooting discipline of interest to AGC badge holders shall be represented by a committee whose chair shall be appointed by the Executive Vice President and which shall:

VI.2.1.1. Provide advice to the RSSOP regarding standards and procedures for its particular discipline;

VI.2.1.2. Produce and publish information regarding the said discipline for the benefit of all range badge holders, and

VI.2.1.3. Have primary responsibility for initiating and organizing events involving the said discipline, and reporting thereupon to the Trustees.

### **Section VI.3 - Ad-Hoc Committees**

VI.3.1. The President may from time to time constitute such committees as may be necessary to further the operation or governance of the AGC.

### **Section VI.4 - Reporting**

VI.4.1. Standing Committees and Ad-Hoc Committees shall, in the ordinary course of their duties, submit reports of their proceedings to the Secretary for distribution to all Interested Parties in accordance with sections VII.6.1 and VII.6.2 herein.

## **ARTICLE VII - MEETINGS**

### **Section VII.1 - Order of Business**

VII.1.1. Except where otherwise provided in these Bylaws, "Robert's Rules of Order Simplified and Applied," Webster New World imprint, published by Houghton Mifflin Harcourt, current edition, shall guide the parliamentary procedure of Association meetings.

VII.1.2. The Agenda for all scheduled Regular Meetings shall be determined by the Presiding Officer and distributed to the Trustees at least one week prior to said meeting.

VII.1.3. To the extent practicable, the Presiding Officer shall make use of a Consent Agenda for approval of routine items:

VII.1.3.1. The Presiding Officer shall cause to be sent to each Officer, Trustee and Delegate, at least one (1) week prior to a Regular Meeting, a proposed Consent Agenda listing those items proposed to be decided en bloc by unanimous consent.

VII.1.3.2. The Consent Agenda shall be the first Order of Business and, absent objection by a Trustee, shall be adopted as written.

VII.1.3.3. Submissions of proposed Consent Agenda items shall be delivered to the Secretary at least two (2) weeks prior to a scheduled meeting. They shall include, but not be limited to:

VII.1.3.3.1. Minutes of the previous Regular and/or Special Meeting, and reports of the Executive Vice President, and Treasurer.

VII.1.3.3.2. Reports of all Shooting Discipline Committees. Shooting Discipline Committee Chairs shall submit their reports to the Secretary, with a copy to the Executive Vice President, at least two (2) weeks prior to a scheduled meeting. Reports not timely delivered may, in the discretion of the Secretary, be listed as missing.

VII.1.3.3.3. Requests by Member Clubs for special courses of fire, if approved by the RSSOP, shall be included in the consent agenda.

VII.1.3.3.4. Such other items of routine business as the Trustees may from time to time determine.

VII.1.4. Motions that introduce new business ("Main Motions") shall be made in writing and delivered to the Secretary no less than two (2) weeks prior to the meeting at which the motion is to be introduced.

VII.1.5. Motions that are entirely procedural in nature and do not introduce new business shall not be considered Main Motions for purposes of this Article.

VII.1.6. Main Motions not submitted in advance may be offered from the floor only by consent of a majority of the Trustees, a quorum being present, and must be submitted in written form.

VII.1.7. Main Motions may not be included in any Consent Agenda.

VII.1.8. Any Main Motion may be amended upon the motion of any Trustee, but the adoption of any amendments which, in the opinion of the Presiding Officer, substantially alter the purpose and intent of the Main Motion, shall be cause for the Main Motion, as amended, to be held over until the next Regular Meeting so that the Main Motion in its final amended form may be distributed in writing to the Trustees before being voted upon.

VII.1.9. Main Motions which contemplate the expenditure of Association Funds shall, to the extent practicable, contain a Fiscal Impact Statement providing an estimate of the dollar cost of said Motion. The Presiding Officer shall have discretion to refer any Main Motion involving the use of Association funds to the Finance Committee for review and recommendation before bringing it to a vote.

VII.1.10. The Presiding Officer may, in his discretion, appoint a Parliamentarian to rule on issues of procedure, and may appoint a Sergeant-at-arms to enforce civility and discipline during meetings.

VII.1.11. It is within the discretion of the Presiding Officer to order the expulsion from any meeting of any individual whose behavior is deemed by a majority of the Trustees present to be dilatory, frivolous, or otherwise disruptive to the good order and discipline of the meeting.

## **Section VII.2 - Installation of Officers**

VII.2.1. Newly elected Officers shall be installed as the first Order of Business at the Regular Meeting on the first Tuesday of November in each even-numbered calendar year. In the event inclement weather prevents said meeting, the Officers elected in October will be deemed installed as of the scheduled meeting date.

VII.2.2. Prior to Installation, the elected officers shall, either singly or as a group, take the following oath: "I do solemnly swear or affirm that I will faithfully execute the duties of the office to which I have been elected, and will bear true allegiance to the principles set forth in the bylaws of this Association." Said oath shall be administered by a Notary Public or other official duly authorized to administer oaths.

### **Section VII.3 - Regular Meetings**

VII.3.1. The Trustees of the Association shall hold Regular Meetings on the first Tuesday of each month, except January when the meeting shall be held on the second Tuesday.

### **Section VII.4 - Special Meetings**

VII.4.1. Special Meetings of the Trustees shall be called by the President, or in his absence by the Vice-President, or upon written or emailed request to the Secretary signed by Trustees of five or more Charter Clubs.

VII.4.2. Whenever possible, Special Meetings shall be announced at least fourteen (14) calendar days prior to the meeting date, and in no event shall a Special Meeting be held on less than ten (10) calendar days' Notice.

VII.4.3. Special Meetings shall be called for a specific declared purpose, which purpose shall be disclosed in all Notice given under VII.4.2 herein.

VII.4.4. It is the prerogative of the Presiding Officer to limit the agenda of a Special Meeting to its declared purpose, and to refuse to allow consideration of any other topics at said meeting.

### **Section VII.5 - Executive Board**

VII.5.1. The Executive Board shall meet at such times and in such venues as it may determine.

### **Section VII.6 - Notice of Meetings**

VII.6.1. All Interested Parties shall be notified in advance of all meetings. Interested Parties shall include all members of the Executive Board, all Presidents, Secretaries and Trustees of Charter Clubs, all Presidents, Secretaries and Delegates of Associate Clubs, and any other Officers of Member Clubs whose Clubs have given Notice to the Secretary that they should be included as Interested Parties.

VII.6.2. At least seven (7) days prior to any Regular Meeting, the Secretary shall transmit via email to all Interested Parties the minutes of the previous month's meeting, the agenda for the upcoming meeting, the consent agenda to be offered at said meeting, any Committee reports, and any motions filed in advance for said meeting.

### **Section VII.7 - Quorums**

VII.7.1. For the conduct of ordinary business at any regular or Special Meeting, the Trustee representation of any eight (8) Charter Clubs shall constitute a quorum.



VII.7.2. For the amendment of Bylaws, or for disciplinary actions, the Trustee representation of any ten (10) Charter Clubs shall constitute a quorum.

VII.7.3. For meetings of the Executive Board, any three (3) members, one of whom shall be either the President or Vice-President, shall constitute a quorum.

### **Section VII.8 - Voting Majorities Required**

VII.8.1. Provided a quorum is present, a simple majority vote of Charter Club Trustees present shall be required for the transaction of ordinary business, and for the approval of Associate Club applications, unless otherwise provided herein.

VII.8.2. The affirmative vote of ten (10) or more Charter Club Trustees shall be required for annulment or termination of Club affiliation, or for expulsion of any badge holder, or for amendment of Bylaws.

VII.8.3. In any tie vote of the Trustees, the Presiding Officer shall cast the deciding vote.

### **Section VII.9 - Cancellation of Meetings in Emergencies**

VII.9.1. If severe weather or other emergency conditions are in effect or planned for Baltimore County on the day of a Regular or Special Meeting, the President may cancel the said meeting unless the emergency is lifted before 3PM that day. If canceled, the meeting shall be rescheduled for the following Tuesday, or its business held over to the next month's meeting, in the discretion of the President. Once the President has given Notice to the Trustees that a meeting is canceled, the decision to cancel is not subject to appeal or reversal.

## **ARTICLE VIII - BUDGET**

VIII.1. The Association shall conduct its financial planning and operations based on a fiscal year that begins January 1 and ends December 31 of each year, unless otherwise provided by the Trustees.

VIII.2. Six (6) months before the start of the next fiscal year, the President shall cause to be prepared a preliminary budget that projects revenues and expenditures for the next fiscal year based on current and prior fiscal year experience, and with advice from the Executive Board.

VIII.3. Four (4) months before the start of the next fiscal year the President shall transmit a proposed budget to the Finance Committee, which shall conduct at least one (1) hearing during which any Member Club or AGC badge holder may submit budget requests or offer budget advice.

VIII.4. Two (2) months before the start of the next fiscal year the Finance Committee shall transmit to the Trustees a proposed budget, which the Trustees shall enact, with or without amendments, at the Regular Meeting immediately preceding the start of the new fiscal year.

VIII.5. Should the Finance Committee fail to transmit a budget as provided above, the President's original proposed budget shall be submitted to the Trustees.

VIII.6. Should the Trustees fail to act on the budget before adjournment of the last Regular Meeting of the fiscal year, the budget shall be deemed adopted as submitted.

VIII.7. Budgeted amounts may, in the discretion of the Trustees, be increased during the term of the budget, but may not be reduced except on account of unanticipated revenue shortfall.

VIII.8. Emergency expenditures necessary to maintain range operations shall not be subject to the normal budget process, but shall be presented for review by the Trustees at the next meeting following the expenditure.

## **ARTICLE IX - DUES, FEES, AND ASSESSMENTS**

### **Section IX.1 - Initiation Fee**

IX.1.1. Upon application for Associate Membership, a Club shall pay to the Association an initiation fee equal to first year dues, said fee to be refunded if the application is declined.

IX.1.2. An Associate Club that accepts an invitation to fill a Charter Club vacancy shall pay an assessment equivalent to the initiation fee as described above.

### **Section IX.2 - Club Annual Dues and Monetary Obligations**

IX.2.1. Annual dues of an amount approved by the Trustees shall be due and payable to the Association by each Charter Club and Associate Club no later than the second Tuesday of January of each year.

IX.2.2. No Charter Club shall be eligible to vote at the January meeting unless said dues and other prior indebtedness are paid.

IX.2.3. Members of Charter or Associate Clubs whose dues are not paid by the second Tuesday of January of each year may not purchase or renew range badges until said dues are paid.

IX.2.4. If the above stated dues and fees are not received by March 1 of each year, it will be deemed sufficient cause, by two-thirds vote of paid-up Charter Clubs, to terminate said membership in the Association, as outlined in Article II, Section 8, "Suspension or Termination of Membership".

IX.2.5. Any changes in dues may be presented and discussed at any Association meeting, but not voted on until the second Association meeting following first discussion of said change.

### **Section IX.3 - Range Badges and Fees**

IX.3.1. Individual members in good standing of member Clubs shall, upon completion of a range orientation and safety briefing as prescribed by the Trustees, be eligible to purchase a range identification badge. Issuance, renewal and tracking of Range Badges shall be the responsibility of the Treasurer.

IX.3.2. At the start of each calendar quarter The Association shall provide each member Club a list of that Club's members who hold or have held a range badge. The list shall include member's full name, address, phone number, email address, and current badge renewal status.

IX.3.3. A range identification badge entitles the holder to the use of all AGC facilities, except when such facility is temporarily closed or restricted for scheduled activities of any Club or AGC.

IX.3.4. Badges are not transferable and are subject to forfeiture if used for fraudulent or improper purposes.

IX.3.5. The Trustees may, for cause and by two-thirds majority vote, suspend or revoke the privileges of any Range Badge Holder, and may further, for cause and by two-thirds majority vote, ban any individual from entering any AGC property or facility without regard to that individual's membership status in any Member Club. In no event shall any such action be taken unless the affected individual has been afforded due process.

IX.3.6. The Trustees shall, from time to time, set the annual fee to be paid for a range identification badge. No proposed increase shall be voted on or implemented until it has been discussed in at least two previous meetings of the Trustees.

IX.3.7. The Trustees shall from time to time establish family membership plans, half-year and/or pro-rated fee reductions for new badge holders, and such other badge fee incentives as the Trustees may determine.

IX.3.8. Junior Club members having a certificate of qualification (NRA, Boy Scout, 4H, etc.) and who have completed the standard AGC orientation and safety briefing may, with the advice and consent of the RSSOP, be issued a range badge and use the range facilities without adult supervision. A junior Club member without a certificate of qualification may only handle firearms on the firing line when supervised by an adult who will be responsible for the junior's conduct.

#### **Section IX.4 - Lifetime Range Badges**

IX.4.1. Lifetime badges are no longer offered for sale by the Association, but may be issued gratis by majority vote of the Trustees in recognition of an individual's outstanding contributions to the benefit of the Association. Any outstanding lifetime badges remain valid for the lifetime of the holder, so long as the holder remains a member in good standing of a Member Club.

#### **Section IX.5 - Range Badge Work Credits**

IX.5.1. Range Badge holders who donate time or materials to the furtherance of range improvement projects shall be eligible for credits to reduce the amount of the badge holder's next renewal fee, as follows:

IX.5.1.1. Participants in Work Days or other eligible activities shall be awarded credits at the rate of one credit per hour of work, each credit being worth one-fortieth (1/40) of the current cost of a full-year primary range badge;

IX.5.1.2. Badge Holders who donate or purchase materials for eligible projects may elect to be compensated for their expense, dollar for dollar, with range badge credits equal in value to the cost of such materials, up to but not exceeding the cost of the next range badge renewal;

IX.5.1.3. The EVP shall maintain and from time to time publish a list of activities that are eligible for range badge credits.

IX.5.1.4. The Officer or Club in charge of a badge-credit-eligible project shall maintain a list of badge holders and the time or materials provided by each; and shall submit said list to the Treasurer at the conclusion of said project.

IX.5.2. No Officer or Trustee shall receive range badge credits for time spent in the performance of their ordinary duties.

IX.5.3. Range Badge credits accumulated by any Badge Holder may be transferred to another Badge Holder with the approval of the EVP, but may not be carried over from year to year.

## **ARTICLE X - AMENDMENTS TO BYLAWS**

X.1. A Motion to Amend the Bylaws may be made by any Trustee at any Regular Meeting, subject to the following procedure:

X.1.1. Motions to Amend the Bylaws shall be presented in written form, indicating both the existing language and the proposed new language.

X.1.2. Motions to Amend the Bylaws shall be delivered via e-mail to the Secretary in accordance with Article VII, Section 6, for inclusion on the Agenda of the next Regular Meeting, and may not be offered directly from the floor. Motions to Amend the Bylaws may not be made part of any Consent Agenda.

X.2. Upon the consent of a simple majority of Trustees, not including the moving Trustee, the Motion to Amend the Bylaws shall be accepted for consideration and set in for discussion, and voted upon no sooner than the second Regular Meeting following its initial presentation.

X.3.1. Amendments to a Motion to Amend the Bylaws may be made from the floor or by advance written submission, and, provided a quorum is present, may be adopted by simple majority vote of the Trustees present.

X.3.2. No Amendments shall be offered at the meeting when the Motion to Amend the Bylaws itself is to be voted upon.

X.3.3. Amended Motions shall be reduced to written form reflecting the amended and final intent of the motion, and shall be distributed in accordance with Article VII Section 6 hereof.

X.4. The Presiding Officer shall set aside such time as is necessary for discussion of any Motion to Amend the Bylaws, including the calling of a Special Meeting for such purpose, but a Motion to Amend the Bylaws shall only be voted on at a Regular Meeting.

X.5. Motions to Amend the Bylaws shall be adopted by the affirmative vote of ten (10) Trustees.

X.6. Amendments thus adopted shall take effect following adjournment of the meeting where the vote was taken.

X.7. Revisions or rewrites involving more than a single Article of the Bylaws document shall follow the same process of adoption as above, but shall be presented for consideration of the Trustees only after evaluation by, and upon recommendation of, a Bylaws Review Committee appointed by the President.

## **ARTICLE XI - TERMINATION, MERGER OR SUCCESSION**

If for any reason it should become necessary to merge the Association with another entity, or to dissolve the Association and liquidate its assets, the following procedure will be used:

XI.1. A decision to merge or dissolve the Association shall be made by affirmative vote of the Trustees of at least ten (10) Charter Clubs.

XI.2. If circumstances prevent the assembly of a proper quorum, and there is no reasonable expectation of being able to assemble a proper quorum within thirty (30) days, the decision-making body shall be determined as follows:

XI.2.1. If at least three (3) Trustees can be assembled, they shall constitute a quorum and shall be the decision-making body.

XI.2.2. Should fewer than three Trustees be available, the vote shall be by simple majority of the Executive Board plus any available Trustees.

XI.2.3. In the event that a quorum of the Executive Board cannot reasonably be assembled, the Officers and/or Trustees present shall constitute a quorum and shall be the decision-making body.

XI.2.4. The reduced quorums contemplated above shall not be invoked except in circumstances so extraordinary as to justify their use, and may not be invoked at all if a proper quorum can be assembled within thirty (30) days of a failed attempt to gather a quorum.

XI.3. The decision-making body shall evaluate the available options and determine the course of action most likely to preserve the purposes of the Association as described in Article I Section 2 hereof.

XI.4. Should any proceeds result from the dissolution, merger, succession or termination of the Association, said proceeds shall be donated, in the discretion of the decision-making body, to such 501(c)(3) or 501(c)(4) nonprofit foundation(s) or organization(s) as may, in the opinion of the decision-making body, make best use of the said proceeds in preserving the purposes of the Association as described in Article I Section 2 hereof.

XI.5. The members of the decision-making body as determined above shall have full authority to execute, or to designate an Officer to execute on behalf the Association, any documents necessary to carry out the purpose of this Article.

## **ARTICLE XII - ADOPTION**

XII.1. These Bylaws constitute the basic governing document of the Association, and supersede the Bylaws that were adopted on March 6, 2012.

XII.2. Policies and Procedures adopted under the Bylaws of March 6, 2012 and which would not be valid under these Bylaws shall be deemed valid and remain in force until said Policies or Procedures are revised by the Trustees.

XII.3. Officers elected under the previous bylaws shall be deemed to have been elected under these bylaws and shall serve out their term of office accordingly.

XII.4. These Bylaws, adopted on October 18, 2016, according to the process set forth in the Bylaws of March 6, 2012, shall be in effect following adjournment of the meeting at which they were adopted.



## AMENDMENT HISTORY

**On February 7, 2017, the Trustees, by unanimous voice vote, adopted the following language as an amendment. Original language is shown in strikethrough; changes are in boldface. This amendment corrected a clerical error contained in the bylaws adopted on 10-18-2016.**

VII.2.1. Newly elected Officers shall be installed as the first Order of Business at the Regular Meeting on the first Tuesday of ~~February~~ **November** in each ~~odd~~ **even**-numbered calendar year. In the event inclement weather prevents said meeting, the Officers elected in ~~January~~ **October** will be deemed installed as of the scheduled meeting date.

**On December 5, 2017, the Trustees, by a roll call vote of 11 to 3, adopted an amendment to Article V abolishing the office of Legislative Vice President (LVP). The amended article is shown with removed language stricken.**

V.1.1. The Officers of the Association shall be President, Vice-President, Executive Vice-President ("EVP"), ~~Legislative Vice President ("LVP")~~, Secretary and Treasurer.

V.1.2. The offices of Vice-President, Executive Vice-President, ~~Legislative Vice President~~, Secretary and Treasurer report to and are subordinate to the President, except in matters where a vote of the Executive Board is required.

V.2.1. The Executive Board shall consist of the President, Vice-President, Executive Vice-President, ~~Legislative Vice President~~, Secretary, and Treasurer.

### ~~V.6.4. The Legislative Vice President Shall:~~

~~V.6.4.1. Report to the Association all such information as may come to his/her attention which appears to impact the lawful interests of the Association and its Club members;~~

~~V.6.4.2. Recommend appropriate action to influence the plans or action of federal, state, or local authorities as may be desirable;~~

~~V.6.4.3. Represent the Association as directed by the Trustees in matters affecting the right of United States citizens to acquire, hold, and use firearms for lawful purposes.~~

**On 7 August 2018, the Trustees, by a roll call vote of 14 to 1, adopted an amendment to Section VII.1.3.3.1. removing "Legislative Vice President". The amended article is shown with removed language stricken.**

VII.1.3.3.1. Minutes of the previous Regular and/or Special Meeting, and reports of the Executive Vice President, ~~Legislative Vice President~~, and Treasurer.

## AMENDMENT HISTORY (CONT)

On November 2, 2021, the Trustees, by unanimous voice vote, adopted the following language as an amendment. Original language is shown in strikethrough; changes are in boldface.

V.4.1. **Election of President shall be the first Order of Business at the October meeting in odd-numbered years, provided a quorum is present.** Election of ~~Officers~~ **Vice-President, Executive Vice President, Treasurer and Secretary** shall be the first Order of Business at the October meeting in even-numbered years, provided a quorum is present.