

**BY-LAWS
OF
EE-DA-HOW LONG RIFLES, INC.
BOISE, IDAHO**

ARTICLE I

NAME

The name of this organization shall be EE-DA-HOW LONG RIFLES, INC. where herein referred to as the "Club" or "Corporation" such terms shall be equivalent to the full name.

ARTICLE II

OBJECTIVES

- A. The objective of this club shall be to promote organized shooting sports for the benefit of our club and our community. This includes muzzleloading, vintage, and modern firearms. This club shall encourage a better knowledge of the heritage and history of the shooting sports. It shall be a further purpose to promote the safe handling, proper use and improved marksmanship for both youth and adults.
- B. It shall be a further purpose to forward the development of honesty, good fellowship, self-discipline, team play and self-reliance which are the essentials of good sportsmanship and the foundation of true patriotism.
- C. A further objective of this club shall be to: lease, purchase, hold, have, use and take possession of any personal or real property necessary for the use and purposes of the Corporation, and to sell, lease, deed in trust, alienate or dispose of the same at the pleasure of the Corporation, and for the uses and purposes for which said Corporation is formed, and to buy and sell real property and to apply the proceeds of sales including any and all income to the uses and purposes of the Corporation and to do all other lawful acts which may be incidental to the carrying out of the purposes and objectives of EE-DA-HOW LONG RIFLES, INC. The Club is

one, which does not contemplate pecuniary gain or profit to the members thereof. It shall be non-political and non-sectarian.

ARTICLE III

MEMBERSHIP

Section 3.01. Classes of Membership and Rights thereof.

- A. The Club shall have five (5) classes of memberships: Regular, Lifetime, Family, Honorary and Junior. Spouses and all members of the immediate family of a Lifetime, or Regular member (under the age of eighteen (18) shall have all the rights and privileges of a Regular member, but shall have no voting rights. In Family memberships both husband and wife have voting rights. Junior members shall have all the rights and privileges of a Regular member, but shall have no voting rights.
- B. The qualifications for Regular Membership are as follows:
 - 1. Must be at least eighteen (18) years of age.
 - 2. Must be a United States Citizen.
 - 3. Must submit a completed application signed by two (2) current members.
 - 4. Must submit the application with the applicable dues and fees for that current year.
- C. The qualifications for Lifetime Membership are as follows:
 - 1. Must have been a regular Member for a period of one (1) year.
 - 2. Must be at least eighteen (18) years of age.
 - 3. Must be a United States Citizen.
 - 4. Must submit an application signed by two (2) Lifetime members.
 - 5. Must submit the application with the applicable fee for Lifetime membership.
- D. The qualifications for a Family Membership are as follows:
 - 1. Both spouses must be at least eighteen (18) years of age.

2. Both spouses must be United States Citizens.
 3. Must submit a completed application signed by two (2) current members.
- E. The qualifications for Honorary Membership are as follows:
1. Honorary members may be nominated by a member of the Board of Directors whom the Director believes has performed outstanding service to the Club or to the shooting sports in general.
 2. A nominated Honorary Member shall be subject to the confirmation by a unanimous vote of the Board of Directors.
 3. Honorary Membership shall be for a period of one (1) year, unless extended by a unanimous vote of the Board of Directors.
- F. The qualifications for Junior Membership shall be as follows:
1. Must be under eighteen (18) years of age.
 2. Must be a United States Citizen.
 3. Must submit a completed application requesting Junior Member status signed by a parent or guardian and two (2) current non-family club members with application dues for that current year.

Section 3.02 Regular Members

- A. A person eighteen (18) years of age or over of good moral character, who agrees with the purpose of the Corporation and who does not advocate the overthrow of the government of the United States of America now or in the future by any means of force or violence whatsoever, may be eligible for Regular Membership.
- B. Each application for regular Membership shall be submitted on a form provided by this Corporation, and shall be signed by the applicant and two (2) current members.
- C. Minor children of Regular Members, upon reaching eighteen (18) years of age, shall not be required to pay the initiation fee providing they apply for Regular Membership within thirty (30) days after attaining the age of eighteen (18).

Section 3.03. Dues

- A. The annual dues and fees shall be proposed by the Board of Directors and determined by a majority vote of the members voting at the Annual Meeting of each year and such dues and fees shall be payable on or before January 1 of each year.
- B. Member's dues and fees not paid by January 31 shall be delinquent. Member's dues and fees remaining unpaid by the last day in February shall result in termination of membership and such members shall be required to meet the criteria for new membership for reinstatement.
- C. Lifetime Members fees shall be ten (10) times the annual dues.
- D. Annual dues shall not be required of Honorary or Lifetime members.
- E. The Charter Members of the Club shall be dues-free, lifetime members.
- F. The Initiation fee for new membership shall be proposed by the Board of Directors and determined by a majority vote of the members voting at the Annual Meeting each year, or at a special meeting called for that purpose.
- G. Members terminated under Section 3.06 shall forfeit all dues and fees previously paid.
- H. Applications for new members, if approved by the Board of Directors after July First (1st) of the current year, shall be subject to the following criteria:
 1. The initiation fee will remain that assessed for the current year.
 2. The annual dues and fees shall be one-half that of the current year.

Section 3.04. Certificates of Membership

- A. Membership certificates or cards shall be issued to Regular, Family, Honorary and Junior members and will specify the type of membership and shall expire on December 31 of the year in which issued, or as specified under Section 3.06.
- B. Membership certificates or cards shall be issued to Lifetime members and will specify the type of membership and shall expire only as set forth in Section 3.06.

Section 3.05. Transfer of Membership

Membership in this organization shall be non-assignable and non-transferable, except as specified under Section 3.06.

Section 3.06. Termination, Suspension or Expulsion

- A. Membership shall terminate upon receipt, by the Board of Directors, of a signed letter of resignation by the member.
- B. Membership shall terminate upon the death of a member, except that a membership may be transferred to another member in the immediate family of a deceased member by a majority vote of the Board of Directors voting at any Board of Directors' meeting.
- C. Membership shall terminate upon the failure of a member to pay the annual dues on or before the date as specified under Section 3.03.
- D. Any officer may be removed from office by a two-thirds (2/3) vote of the members in good standing present at any special meeting called for this purpose. No vote on removal may be taken unless at least fifteen (15) days notice in writing shall have been given the affected officer, stating the reasons for that officer's removal and the time and place of the special meeting at which such ballot on the removal is to be taken. At such special meeting, the officer shall be given a full hearing.
- E. Any member may be suspended or expelled from the Club for any cause deemed sufficient by the Board of Directors by a two-thirds (2/3) affirmative vote of the members of the Board, voting at a Board meeting. No vote on suspension or expulsion may be taken unless at least fifteen (15) days notice in writing shall have been given to the member of the charges preferred and of the time and place of the meeting of the Board of Directors at which such charges will be accorded a full hearing.
- F. Any member suspended or expelled by the Board of Directors may appeal to the full membership of the Club. Such appeal shall be made in writing to the Secretary who will notify the President. The President will call a special meeting of the Club for the purpose of acting on the appeal. The Secretary shall give at least ten (10) days notice in writing to all members of the Club in good standing; stating the date, time, place and purpose for the special meeting. At

the meeting of the full membership, the Secretary will read the charges and will read the minutes of the special meeting of the Board of Directors at which the charges were heard and action taken.

ARTICLE IV

MEETINGS

Section 4.01. Regular Meetings

- A. Club meetings will held on the second Wednesday of the months January, May, August, October and November at such a time and place as deemed suitable by the Board of Directors.
- B. The Annual Meeting will be held in the month of November of each year and shall be for the purpose of electing officers and directors and transacting such other business as necessary.

Section 4.02. Special Meetings

- A. Special meetings may be called by written petition to the Board of Directors:
 - 1. By the President or
 - 2. By not fewer than ten (10) percent of the voting members or
 - 3. By any four (4) Directors.
- A. Special meetings, once petitioned, shall be held at such time and place as the Board of Directors shall provide within thirty (30) days from the date of the petition.

Section 4.03. Notice of Meetings

- A. Notice of regular meetings specifying the place, date and hour of the meeting shall be communicated to each member by means of the Club newsletter. Newsletters shall be distributed by email.
- B. Notice of special meetings shall be communicated to each member by phone, personally, or by email at least ten (10) days prior to such meeting. Notice of special meetings shall specify the place, the day and the hour of the meeting and the general nature of the business to be transacted.

Section 4.04. Conduct of Meetings

All meetings will follow Robert's Rules of Order, as such rules may be revised from time-to-time, insofar as such rules are not in conflict with these By-Laws, with the Articles of Incorporation of this Corporation, or applicable State or Federal law.

Section 4.05. Quorum

Ten (10) percent of the members of the Club entitled to vote shall constitute a quorum at a Regular, Special or Annual Meeting.

ARTICLE V

OFFICERS AND DIRECTORS

Section 5.01. General Duties

- A. All officers and directors are obligated to exercise that degree of care in corporate affairs that a prudent person would exercise in the same or similar circumstances.
- B. As an official discharging their duties, they must:
 - 1. Act in good faith and in the best interest of the Corporation and its members.
 - 2. Act within the scope of the authority conferred upon them.

Section 5.02. Officers

- A. The Club shall have an elected President, Vice President, Secretary, and Treasurer. A Newsletter Editor and Historian shall be filled by Presidential appointment with Board concurrence.
- B. The President, Vice President, Secretary and Treasurer shall have been Club members for at least one year before standing for office.
- C. The President, Vice President, Secretary and Treasurer shall comprise the Executive Committee.
- D. The officers shall be elected by secret ballot at the annual Meeting of the Club or at any meeting held in place thereof.
- E. Vacancies shall be filled by Presidential appointment with Board concurrence. Appointees shall serve for the remainder of the calendar year. The office originally vacated shall be filled by election at the next Annual Meeting.

- F. In order to insure effective communications and representation, the President shall appoint, with Board confirmation, one member of the Board of Directors as the representative for each of the Club's organized shooting disciplines.
- G. Each club shooting discipline shall appoint a club member as Range Officer whose duties and selection shall be determined by the shooters of that respective discipline in accordance with these By-Laws and Club policies and procedures. Range Officers shall interface with the Board through the Discipline Director. The positions of Range Officer and Discipline Director may, but need not be, the same individual.

Section 5.03. Board of Directors

- A. The Board of Directors shall be chosen by secret ballot at the Annual Meeting of the Club or at any meeting held in place thereof.
- B. The Directors of the Club shall be nine (9) in number, consisting of the President, Vice President, Secretary, Treasurer and five (5) members elected at large. No two members of the same immediate family may serve simultaneously on the board.
- C. The President, Secretary, Editor and three (3) Board members at large shall be elected for a two (2) year term for terms starting in odd numbered years. The Vice President, Treasurer, Historian and two (2) Board members at large shall be elected for a two (2) year term for terms starting in even numbered years.
- D. Five (5) members of the Board of Directors shall constitute a quorum.

Section 5.04. Duties of the President

- A. The President shall be the Chief Executive Officer of the Club and shall, subject to the advice and consent of the Board of Directors, supervise and control the affairs of the Club. He shall perform all duties incident to his office and such other duties as provided in these By-Laws or as may be prescribed from time-to-time by the Board of Directors.
- B. The President must appoint a Secretary Pro Tem in the event that the Secretary is unavailable at a membership or Board of Directors meeting.

Section 5.05. Duties of the Vice President

The Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act; and shall succeed to the office of President in the event of the demise or resignation of the President. He shall act as Black's Creek Public Shooting Range Supervisor and perform such other duties as may be prescribed from time-to-time by the Board of Directors or the President.

Section 5.06. Duties of the Secretary

The Secretary shall keep minutes of all regular member and Board of Director meetings, be the custodian of the Club and corporate records, give all notices required by law or by these By-Laws, and generally perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned to this office from time-to-time by the Board of Directors.

Section 5.07. Duties of the Treasurer

The Treasurer shall have charge and custody of all funds of the Club, deposit and disburse such funds as required by the Board of Directors, keep and maintain adequate and accurate accounts of the Club's business transactions, render reports and accountings to the Directors and to the members as required by the Board of Directors, and perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned to this office from time-to-time by the Board of Directors.

Section 5.08. Duties of the Discipline Directors

Each Discipline Director shall have general oversight and liaison of all Club conducted shooting activities for their discipline in accordance with the rules, policies and procedures approved by the Board of Directors.

Section 5.09. Duties of the Discipline Range Officer

Each Discipline Range Officer shall have charge and maintain supervision of all Club conducted shooting activities for their discipline in accordance with the rules, policies and procedures approved by the Board of Directors. They shall also maintain and make

available to the Club Editor all match results, dates and shooting schedules in a timely manner for inclusion in the Club newsletter. They shall have the authority to appoint such safety officials and other assistants as they deem necessary.

Section 5.10. Duties of the Editor

The Editor shall be responsible for the publication and distribution of all Club news. He shall publish all such news monthly or at such other times as is necessary to inform the membership of up-coming events.

Section 5.11. Duties of the Historian

The Historian shall be responsible for the research and recording of all Club activities.

Section 5.12. Duties of Directors and other Officials

- A. The Board of Directors shall have the authority to manage the affairs of the Club on any and all questions relating in any manner whatsoever thereto, and to make all contracts necessary for the proper transactions of all business. They shall have jurisdiction over all matters pertaining to the care, conduct, control, supervision and management of the Club including the care and protection of its property.
- B. It shall be the duty of the said Board of Directors to prescribe and publish rules regarding the use, care, and protection of its property.
- C. The Board of Directors shall meet for the transaction of business at least once every two months at such time and place as shall be agreed upon by the Board of Directors, and at any other time at the call, in writing, email or by telephone, by the President or any two (2) of the Board members, provided such notice be given to each member of the Board seven (7) days before the time appointed for such meeting.
- D. At the Annual Meeting of the Club, The Board of Directors shall make a full report of their proceedings during the preceding year and recommend such measures as they may deem advisable.
- E. Any member of the Board of Directors who shall absent himself from three (3) consecutive monthly meetings of each Board, without just cause or an act of God, shall be deemed to have resigned as a member of said Board and cease to be a member thereof.

- F. In no case where a resolution has been passed by a meeting of the Board of Directors affecting the relations of any member of the Club toward the Club shall such resolution be reviewed at a subsequent meeting without notice in writing sent to every member of the board of Directors as least seven (7) days before the meeting that such previous action will be brought up for review or reconsideration.
- G. The Board of Directors shall have the following specific powers, among others:
 - 1. To make policy for the conduct of the members of the Club and for the use of the Club property, with the approval of the membership.
 - 2. To fix and enforce penalties for violation of policy.
 - 3. To hire employees.
 - 4. To remit penalties for offenses against policy.
 - 5. To prescribe rules for the admission of strangers or guests to the privileges of the Club.
 - 6. To make, alter and amend policy for the Board's own government, and fix and enforce penalties for the violation of such policy.
 - 7. To prescribe additional duties for any of the officers, in addition to those herein set forth.

Section 5.13. Appointed Officials

Other Club officials may be appointed by the President, subject to confirmation by the remainder of the board of Directors, and vacancies occurring in their offices shall be filled by the same procedure. The term of office of appointed officials shall be determined by the President or until the end of the fiscal year, whichever occurs first.

Section 5.14. Compensation

Officials of the Club shall serve without compensation.

**ARTICLE VI
COMMITTEES**

Section 6.01. Committees

The Club may have the following committees, of which a chairman shall be appointed by the President, subject to confirmation by the Board of Directors.

- A. The Finance Committee shall serve as an advisory committee to provide financial information, research, direction and budgeting assistance to the Officers, Directors and Chairmen as needed. It shall also be this committee's responsibility to maintain an accurate record of all Club owned property and to perform inventories as directed by the Board. The Finance Committee shall conduct audits of Club financial records when deemed necessary by the Board of Directors.
- B. The Nomination Committee shall, in the month of September, make recommendations for a slate of officers and directors. These will be made available to the Board of Directors, and will be published in the September newsletter and also reported at the regular October meeting and, at which time, nominations from the floor shall be in order.
- C. The Range Committee shall perform those duties as outlined in the Agreement between the Idaho Department of Fish & Game and EE-DA-HOW LONG RIFLES, INC.
- D. The Public Relations Committee shall perform all requirements necessary to ensure favorable public relations and further the education of the public about EE-DA-HOW LONG RIFLES, INC.
- E. A Special Events Committee shall perform those duties necessary to coordinate any special event not regularly scheduled by the Club.
- F. Other Committees as deemed appropriate by the Board of Directors.

Section 6.02. Special Committees

Special Committees may be appointed by the President, subject to the approval of the Board of Directors, for any purpose deemed appropriate. Such Committees shall be chaired, be composed, act and report in such manner and for such purpose as the President shall direct. The period of service shall be designated at the time of appointment, but shall be no greater than the term of the President.

Further, The Board of Directors shall have the authority to disband any Special Committee or reappoint any Special committee member at any time.

Section 6.03. Supervision of Committees

All standing committees shall report to a member of the Board of Directors as appointed by the President.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 7.01. Fiscal Year

The fiscal year of the Club shall be from January 1 to December 31, inclusive.

Section 7.02. Term of Office

The term of the elected officers and directors shall run with the fiscal year.

Section 7.03. Execution of Checks, Notes and Legal Instruments

- A. Except as otherwise provided by law, checks, drafts, promissory notes, orders of the payment of money and other evidences of indebtedness of the Club shall be signed by the Treasurer (or by the Secretary in the absence of the Treasurer).
- B. Any contract, lease, or other legal instrument executed in the name of and on behalf of the Club shall be signed by the Secretary and countersigned by the President, and shall have attached to it a copy of the resolution of the board of Directors, certified by the Secretary authorizing its execution.

Section 7.04. Correspondence

Only members of the Board of Directors, the Vice President, Secretary, appointed officials or appointed committee chairmen shall have the authority to sign correspondence or make a verbal commitment on behalf of the Club, as pertaining to their areas of responsibility.

Section 7.05. Principal Office

The principal office of the Club shall be the mailing address of the Club or as otherwise provided by the Board of Directors.

Section 7.06. Separate Funds

- A. All members who collect money in the course of Club shoots or other activities shall immediately turn the money over to the Club Treasurer with the proper accounting.
- B. The Board of Directors may authorize any division of the EE-DA-HOW LONG RIFLES, INC., to maintain a small separate treasury which shall be accounted for in writing once a month to the Club Treasurer. All funds on hand in every such separate treasury shall be paid into the Club treasurer by December of each year unless otherwise provided by the Board of Directors. Each such separate treasury shall be the property of this corporation and shall be subject to the control of the Board of Directors.

Section 7.07. Provisions for Dissolution of the Corporation

If the EE-DA-HOW LONG RIFLES, INC. is ever dissolved, the dissolution shall be determined by the Idaho Nonprofit Corporation Act in effect at the time of the dissolution, with the following additional stipulations for disbursements of the Club's assets.

- A. All legal debts are to be paid.
- B. Property and assets remaining after the above debts are satisfied, shall be converted to cash at a public auction or sale announced and publicized according to the Idaho Nonprofit Corporation Act in effect at the time of dissolution, and the cash shall be donated, as the final act of the corporation to another non profit club, corporation, agency, educational facility or a Second Amendment of The Bill of Rights supporting group, but in no instance shall be divided among the members or Board in existence at the time of dissolution.
- C. Any immobile and non-moveable property shall be sold, donated, or destroyed as the Board determines if it cannot be sold for cash to the landowners.

ARTICLE VIII

ELECTION

Section 8.01. Requirements for Election or Decision

- A. Elections shall be decided by simple majority of the members voting, except in the election of Directors-at-Large.
- B. In the election of Directors-at-Large, should the number of candidates exceed the number of vacancies, those candidates receiving the greatest number of votes up to the number of Directors-at-Large to be elected shall be considered elected.

Section 8.02. Procedure

- A. All Regular, Lifetime, Family and Honorary members may vote only in person at a Regular or Special Meeting.
- B. Above listed voting members may petition the Board to vote by absentee ballot on issues brought to the Annual Meeting. This process must be initiated by the voting member early enough to allow a ballot to be sent, received by the voter, voted upon and returned to the Board before the Annual Meeting is held.

Section 8.03. Nominations

Nominations for Club officers and directors, in addition to those proposed by the Nomination Committee, may be made at the General Membership Meeting in October. Those nominations shall remain open until the close of business at the October meeting, at which time all nominations will close.

ARTICLE IX

CHANGES TO BY-LAWS

Section 9.01. Amendment Procedure

These By-Laws may be amended, repealed or replaced by two-thirds (2/3) vote of members voting at:

- A. An Annual Meeting or
- B. A Special Meeting called for that purpose.

Section 9.02. Notification of Proposed Changes

Notice of any proposed changes to these By-Laws be presented in writing to all voting members by mail or otherwise at least thirty (30) days prior to the meeting at which their adoption is to be considered. Such notice shall include the Section or Sections to be amended and the nature and approximate wording of the amendments to be considered.

ARTICLE X

MEMBERS' RESOLUTION OF ADOPTION

Resolved, that the By-Laws presented to and read at the OCTOBER 9th, 2019 and the November 13th 2004 meetings of the EE-DA-HOW LONG RIFLES, INC., and hereto included are hereby adopted as and for the By-Laws of the EE-DA-HOW LONG RIFLES, INC.: and that the Secretary of the EE-DA-HOW LONG RIFLES, INC., is hereby authorized and directed to execute a certificate of the adoption of said By-Laws, to insert said By-Laws as so certified in the book of minutes of the EE-DA-HOW LONG RIFLES, INC., and to assure that a copy of said By-Laws, similarly certified, is kept at the principal office for the transaction of business of the EE-DA-HOW LONG RIFLES, INC..

RESOLUTION OF ADOPTION PASSED


_____, PRESIDENT


_____, SECRETARY

4 December 2019 DATE