

BYLAWS OF PUEBLO MUNICIPAL SHOOTERS, INC

Revised January 2016



PURPOSE AND OBJECTIVES

The specific and primary purposes of this corporation are to promote and encourage recreational shooting, sportsmanship, firearm safety, and marksmanship for responsible and law abiding citizens of the City and County of Pueblo and surrounding areas. Pueblo Municipal Shooters provides a firearms range facility, promotes and provides education, instruction, information, and knowledge to its members and members of the community to encourage and promote the proper understanding, practice and safe use of firearms. The corporation shall do its utmost to promote good citizenship, public safety, national defense, game conservation and other matters within its scope of purpose that may be accomplished as a public service. There shall be no discrimination in the use of the premises due to race, color, creed, or gender.

Article I – OFFICES

Section 1.01 Principal Office. The principal office of this corporation in the State of Colorado shall be located at the Pueblo Municipal Shooters, Inc. range located in City Park, Pueblo, Colorado.

Section 1.02 Other Offices. The corporation may have such other offices, either within or without Pueblo County, Colorado, as the Board of Directors may determine from time to time.

Article II - MEMBERSHIP

Section 2.01 Classification of Memberships. The corporation shall have four classifications of members, and no more than one classification of membership may be held by any one person. All memberships have one primary, voting-right member and may include membership for family members who reside at the same mailing address and shall include a spouse and family members under the age of 18 at the commencement of the current calendar year. The membership classes are:

1. Individual: For individuals 18 through 59 years of age.
2. Family: One primary member, a spouse, and family members under the age of 18.
3. Senior: The primary member must be 60 years of age.
4. Life Renewal: A Life Renewal member is a member who is currently a life member and who has been "grandfathered in" by becoming a Life Member when such memberships were offered by the corporation.

Section 2.02 Member In Good Standing. A member in good standing is any member who is not under sanction by the Board of Directors. Members who are under sanction cannot



vote, instruct, be eligible for election, hold office, or have access to the range, etc. This list is not all-inclusive. The member shall abide by all conditions of the sanction.

Section 2.03 Visitor. A visitor to the Pueblo Municipal Shooters, Inc. range may participate in range events, guest nights, etc., by signing the liability waiver as required by the National Rifle Association, or applicable insuring body, and paying the required fees. A visitor does not have any rights as a member.

Section 2.04 Admission to Membership. The Board of Directors shall prescribe the form and manner in which application may be made for membership. No one will be admitted for membership or use of the range if it is unlawful for him/her to possess a firearm.

1. An applicant shall complete a membership application for the Membership Committee's review and approval.
2. The primary applicant for membership must continuously maintain a current membership in the National Rifle Association (NRA) and each member shall subscribe to the NRA pledge. No member shall be allowed access and/or usage of the range after a primary family member's NRA membership ceases.
3. Any disqualifiers under the Federal Form 4473 for owning or handling a firearm also prohibits membership to and use of the range. PMS, Inc., reserves the right to conduct a background check at its discretion.
4. All new and renewing members must sign the required liability waiver.

Section 2.05 Membership Cards. When an application for membership has been approved, a membership card and photo ID shall be issued in the member's name. Members must have their membership card and photo ID in his or her possession at all times when using the range or other corporation facilities. Such member must present his or her card and/or photo ID to any Range Safety Officer, Director, or member upon request. A member shall not loan his or her membership card or photo ID nor reveal the door code to another person. Violations of this rule will result in disciplinary action.

Section 2.06 Member Rights. Minutes of Board meetings and other pertinent information as appropriate shall be distributed to the membership on a monthly basis via printed newsletter, electronic mail, or other means. No member shall have any rights, title, or interest in any of the assets, including any earnings or investment income of this corporation, nor shall any of such assets be distributed to any member on the corporation's dissolution.

Section 2.07 Liability of Members. No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment unless such assessment is approved by the Board of Directors and a majority of a quorum of primary members in attendance at a regular or special meeting of the membership.



Section 2.08 Transfer, Termination, and Reinstatement.

1. Membership in this corporation is not transferable or assignable except by death of the primary member in which case the primary membership shall transfer to the surviving spouse/significant other listed on the membership. After a primary member's death, a family membership will allow for use of the range until the end of the current year.
2. Membership shall terminate by submission of a written resignation or by a member's failure to pay the dues. Membership resignation will not relieve the member of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

The Board of Directors may suspend or expel a member for cause after an appropriate hearing by a two-thirds vote of the nine (9) members of the Board of Directors present at any regularly constituted or special meeting. "For cause" shall include violations of any of the rules or regulations of Pueblo Municipal Shooters, Inc., and other actions detrimental to the organization. Membership dues shall not be refunded to a member suspended or terminated for cause.

Following a suspension/expulsion waiting period determined by the Board of Directors, a member whose membership has been terminated 'for cause' may apply for reinstatement.

Article III - MEMBERSHIP FEES AND DUES

Section 3.01 Administration Fees and Annual Dues. The one-time administration fee and the annual dues for each membership classification shall be determined by the Board of Directors. Renewal membership fees are due before the first day of January (with a grace period until January 31). Dues of new members shall be prorated from the first day of the month in which a new member is accepted for membership for the remainder of the calendar year of the corporation, and shall be payable, together with any administration fee at the time the new member is accepted for membership.

Section 3.02 Default and Termination of Membership. When any primary member is in default of fees or dues, the individual/family or senior and/or life membership shall be terminated. When a primary membership has lapsed or is terminated, renewal of a membership requires payment of the administrative fee in addition to the annual membership fee.

Section 3.03 Refund of Dues. The Board of Directors can choose to refund dues and or/fees as deemed appropriate.

Article IV - MEETINGS OF MEMBERS

Section 4.01 Annual Meeting. An annual meeting of members shall be held at a time, date and place designated by the Board of Directors. Appropriate for consideration at such



meetings shall be the election of Directors to serve during the ensuing term, and such other corporate business as may come before the meeting. If the election of Directors is not held on the day designated for an annual meeting, the Board of Directors shall cause the election to be held at a special meeting of members conducted as soon as may be convenient.

Section 4.02 Special Meetings. Special meetings of members may be called by the president, the Board of Directors, or by a petition to the Board of Directors containing signatures of not less than seven percent (7%) of primary members qualified to vote.

Section 4.03 Notice of Meetings. Written, printed, or electronic notice stating the place, day, and hour of any meeting of members shall be delivered by mail or by electronic mail to each primary member entitled to vote at such meeting, at least ten [10] days before the date of such meeting. The purpose for which the meeting is called shall be stated in the notice.

Section 4.04 Quorum. A quorum for transaction of business at any meeting of the members requires the presence of at least seven percent (7%) or more of primary members entitled to vote. If a quorum is not present at any meeting of members, those present must adjourn the meeting without further notice.

Section 4.05 Voting Rights. Only the primary individual/ family/senior/life member in attendance at a meeting for members shall be entitled to one vote. Proxies are not permitted.

Section 4.06 Cumulative Voting. Cumulative voting shall not be permitted.

Article V - DIRECTORS

Section 5.01 General Powers. Directors must be members of the corporation. The affairs of the corporation will be managed by its Board of Directors; the Board of Directors may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board may designate.

Section 5.02 Number. The authorized number of Directors of this corporation shall be nine.

Section 5.03 Election of Directors. The candidates receiving the highest number of votes up to the number of Directors to be elected will be deemed to be elected. Candidates for the Board of Directors must be a member in good standing for one (1) year prior to being a candidate for the board.

1. Board membership is restricted to one (1) member per family per three (3) generations. Family is defined as grandparents, parents, children, and includes in-laws.
2. Board membership is restricted to one (1) individual per business entity, or one



officer or board member of other shooting organizations.

Section 5.04 Terms of Office. Directors shall be elected for a term of two (2) consecutive years with five (5) directors being elected in “odd” numbered years and four (4) directors being elected in “even” numbered years. Newly elected directors shall take office at a transition meeting to be held within ten (10) days of election at the annual meeting.

Section 5.05 Removal of Directors. Any Director may be removed from the board or office by a two-thirds vote of the Board of Directors for failure to pay dues, for conduct detrimental to the Corporation, for failing to meet membership requirements, or for the failure to attend three meetings of the Board of Directors in a calendar year, whenever in its judgment the interests of the corporation would be best served. The Board has the option of retaining or replacing the Director. Any such Director proposed to be removed shall be entitled to at least five (5) days’ notice in writing by first class mail of the meeting at which such removal is to be voted on and shall be entitled to appear before and be heard at such meeting of the Board of Directors.

Section 5.06 Replacement of Directors. Whenever a vacancy exists on the Board of Directors, the vacancy shall be filled by a majority vote of the Board of Directors for the unexpired term of the office at a regular or special meeting of the board. Any person appointed to fill the vacancy of a Director must be a member in good standing for one year.

Section 5.07 Compensation. No member of the Board of Directors shall receive any compensation from the corporation except as provided for in the Volunteer Recognition Program Standard Operating Procedures.

Section 5.08 Meetings. Regular monthly meetings of the directors shall be held at such place or places as the Board of Directors designate beginning the month following the annual banquet. Notice of meetings shall be mailed, or emailed and/or electronically posted to each director at the address last recorded, not less than seven (7) days before the date of the meeting. Meetings may be held by videoconference, teleconference or audioconference. All participating Directors must be able to see and/or hear each other at the same time. The notice of the meeting must include an adequate description of how to participate in the meeting (i.e., the telephone number to call for a teleconference, etc.). Additional rules to conduct electronic meetings shall be instituted, i.e., identifying who made a motion, declaring a quorum, methods for obtaining the floor, and for taking and verifying votes, how the audience can or may not participate, etc. Members are permitted to attend board meetings.

1. The president shall call a special meeting of the board if so requested in writing by three (3) members of the Board of Directors.
2. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. However, if less than a majority of the



directors is present at any meeting, the directors present shall adjourn the meeting without further notice.

3. All meetings of the Board of Directors shall be governed by Robert's Rules of Order, Eleventh (11th) Edition, including such revisions of those rules, and except as those rules are inconsistent with these bylaws, with the certificate of incorporation of this corporation, or with applicable law.

Section 5.09 Action Without Meeting. No meeting need be held by the Board to take any action required or permitted to be taken by law, provided all members of the board shall consent in writing to such action, and such written consent is filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors.

Section 5.10 Liability of Directors. The Directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

Article VI - OFFICERS

Section 6.01 Election and Term of Office. The officers of this corporation shall be elected to a one-year term by the Board of Directors at the transition meeting to be held 10 days following the annual meeting.

Section 6.02 Designation of Officers. The officers of the corporation shall be a president, one or more vice presidents, a secretary, and a treasurer.

Section 6.03 President. The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president shall preside at all meetings of Directors and members; may sign, with another officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors; and shall perform all other duties generally incident to the office of president and such other duties as may be prescribed by the Board of Directors.

Section 6.04 Vice-President. In the absence of the president, the vice-president or vice-presidents in the order of their election shall perform the duties of the president. Any vice-president shall perform such additional duties as may from time to time be assigned to him or her by the president or by the Board of Directors.

Section 6.05 Treasurer. The treasurer shall:

1. give a bond, if so required by a resolution of the Board of Directors, at the expense of the corporation for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate;
2. present a financial statement at each meeting; maintain all financial records of the corporation; and



3. have charge and custody of all funds and securities of the corporation; and receive and give receipts for monies due and payable to the corporation from any source
4. and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Section 6.06 Secretary. The secretary shall:

1. keep the minutes of meetings of members, the Board of Directors, and the Executive Committee; see that all notices are duly given in accordance with these bylaws or as required by law; be custodian of the corporate records.
2. keep a membership record containing the names and addresses of all members of the corporation, and with respect to any membership that has been terminated, record that fact together with the date of termination; and
3. exhibit to any director of the corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times, the certificate of incorporation, the membership record, the minutes of any meeting, and the other records of the corporation as required by law. The secretary shall not permit the removal of any records of the corporation from the custody of the secretary without a specific approving resolution of the Board of Directors, except as required by law.

Section 6.07 Removal of Officers. Any officer elected by the Board of Directors may be removed for cause by a two-thirds vote of the Board of Directors whenever in its judgment the interests of the corporation would be best served. Any officer proposed to be removed shall be entitled to at least five (5) days' notice in writing by first class mail of the meeting of the Board of Directors at which such removal is to be voted on and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

Section 6.08 Vacancies. A vacancy in any office may be filled by a majority vote of the full (9) Board of Directors for the unexpired term of the office.

Article VII - COMMITTEES

Section 7.01 Executive Committee. An Executive Committee, consisting of all of the officers, shall meet at the call of the President or any other two officers. It shall consider questions, give advice, and make suggestions to the Board. Minutes of the meetings shall be kept and distributed to all Directors.

Section 7.02 Standing Committees. The Board of Directors may establish committees, each of which shall consist of three (3) or more members. All committees and actions of the committees shall be subject to review by the full Board of Directors and all actions may be approved, modified or rescinded by majority vote of the Board of Directors. The standing committees may include, but not be limited to, the following committees:



1. Building and Safety Committee
2. Bylaws Committee
3. Education Committee
4. Incident Review Committee
5. Membership Committee
6. Public Information Committee
7. Standard Operating Procedures Committee

The duties of these committees shall be as determined by the Board of Directors, and shall be as defined in the Standard Operating Procedures of the corporation.

Section 7.03 Ad Hoc Committees. The Board of Directors may appoint ad hoc committees as required. All actions of the ad hoc committees shall be subject to review by the Board of Directors and all actions may be approved, modified or rescinded by majority vote of the Board of Directors.

Article VII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 8.01 Contracts. The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

Section 8.02 Gifts and Contributions. The Board of Directors or the Executive Committee may:

1. accept on behalf of the corporation any contribution, gift, bequest, or device of any type of property (a "donation"), for the general and special charitable purposes of the corporation, on such terms as the board or committee shall approve;
2. hold such funds or property in the name of the corporation or of such nominee or nominees as the board or committee may appoint;
3. collect and receive the income from such funds or property;
4. devote the principal or income from such donations to such benevolent and charitable purposes as the board or committee may determine; and
5. enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and, after approval of such agreement by the board or committee, devote the principal or income from that donation according to the agreement.

Section 8.03 Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.



Section 8.04 Checks, Drafts, and Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be both signed by the treasurer and countersigned by one of the following: the president, vice-president, or secretary. All funds received shall be counted by two (2) members.

Article IX - BOOKS AND RECORDS

Section 9.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at a reasonable time. Requests to inspect records shall be addressed in writing to the secretary and the time for such inspection shall be at the discretion of the secretary, or as required by law.

Article X - ANNUAL REPORT

Section 10.1 At the annual meeting of members, the Board of Directors shall present a report, verified by the president and treasurer, and an independent public accountant, showing in appropriate detail the following:

1. the assets and liabilities, including the trust funds, of the Corporation as of the end of a 12-month accounting period terminating not more than two months prior to the meeting.
2. the principal changes in assets and liabilities, including trust funds, during the above accounting period;
3. the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the above accounting period;
4. the expenses or disbursements of the Corporation, for both general and restricted purposes, during the above accounting period; and
5. the number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the above accounting period, and a statement of the place where the names and places of residence of the current members may be found.

Section 10.2 The annual report of the Board of Directors shall be filed with the records of the Corporation in the custody of the secretary and either a copy or an abstract of the report shall be entered in the minutes of the proceedings of the annual meeting of members.



Article XI - MISCELLANEOUS

Section 11.01 Fiscal Year. The fiscal year of the corporation shall be the calendar year.

Section 11.02 Indemnification of Directors and Officers. When a person is sued, either alone or with others, because he or she is or was a Director or officer of the corporation, in any proceeding arising out of the person's alleged misfeasance or nonfeasance in the performance of the person's duties or out of any alleged wrongful act against the corporation or by the corporation, the person shall be indemnified for his or her reasonable expenses, including attorney fees, incurred in the defense of the proceeding, if both of the following conditions exist:

1. the person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the court; and
2. the court finds that the person's conduct fairly and equitably merits such indemnity.

The amount of indemnity which may be assessed against the corporation or its successor by the court in the same or in a separate proceeding shall be so much of the expenses, including attorney fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to that person in connection with the defense. The court may order the fees and expenses to be paid directly to the attorney or other person, although he or she is not a party to the proceeding. Notice of an application for indemnity shall be served on the corporation or its successor, and on the plaintiff and other parties to the proceeding. The court may order notice to be given also to the governing members in the manner provided in Article Three for giving notice of members' meetings in such form as the court directs.

The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any resolution, agreement, vote of governing members or disinterested or otherwise, both as to any action in a person's official capacity and as to any action in another capacity while holding office. The right to indemnification shall continue as to a person who has ceased to be a Director, officer, employee agent and shall inure to the benefit of the successors and personal representatives of that person.

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against liability under the provisions of this section.



Article XII - AMENDMENTS

Section 12.01 Power of Members to Amend Bylaws. At the annual meeting, if a quorum is established in accordance with Section 4.04, the bylaws of this corporation may be amended, repealed, added to, or new bylaws may be adopted by a vote or written assent of a majority of the primary members entitled to vote in attendance at a properly convened meeting. Proposed changes to the bylaws may be recommended through following procedures:

1. Board of Directors may recommend revisions.
2. Individual(s) may bring proposed revisions to the Board of Directors for their consideration. These can be accepted or rejected by the Board.
3. Petitions for Bylaw changes may be submitted by a member(s), accompanied by signatures of not less than ten (10) percent of primary members qualified to vote, and submitted to the Board of Directors a minimum of 90 days prior to the annual meeting.

By their signatures attached hereto, the following Directors of Pueblo Municipal Shooters, Inc. certify that these Bylaws of Pueblo Municipal Shooters, Inc., were approved for submission for a vote of the membership by the Directors of Pueblo Municipal Shooters, Inc. on 9th (day) of November, 2015 and that these Bylaws were duly adopted by the Members at a duly constituted meeting of the membership on the 23th (day) January, 2016.

Signed this _____ day of _____, 2016 by:

Terry Curtis, PMS Board President

Paula Mitchell, PMS Board Secretary