



**STONEWALL RIFLE AND PISTOL CLUB, INCORPORATED
BY-LAWS
REVISED JANUARY 6, 2020**

ARTICLE I.

Two general membership meetings shall be held each year, one on the first Sunday in May at 1:00 p.m. and one on the first Sunday in November at 1:00 p.m., in the principal office (clubhouse) of the corporation in the County of Augusta, Virginia, or elsewhere in the county only if the principal office is unavailable. The annual meeting of the members of this corporation shall be the November general membership meeting.

ARTICLE II.

Special meetings of the members of this corporation shall be held at the principal office (clubhouse) of the corporation in the County of Augusta, Virginia, or elsewhere in the county only if the principal office is unavailable, at a day and time as defined in article III, upon call of the board of directors, or upon the call of members aggregating at least one fourth (45 members) of the total membership of the corporation.

ARTICLE III.

Special meetings of the members of this corporation shall be held at the principal office (clubhouse) of the corporation, or elsewhere only if the principal office is unavailable, upon call of a quorum of the board of directors, or upon the signed written call of members aggregating at least one fourth (45 members) of the total membership of the corporation stating the purpose of the special meeting. Upon receipt of a duly executed call for a special meeting, the secretary shall mail or email a notice to each club member stating the purpose, time, date, and place of the meeting. This notice shall be mailed or emailed within 30 days of receipt of the call for the special meeting. The special meeting shall be scheduled no less than 10 days or no more than 30 days from the date the notice of the special meeting is mailed or emailed. The special meeting shall be scheduled either on a Monday through Friday at 7:00 p.m. or on a Sunday at 1:00 p.m.

ARTICLE IV.

A quorum at any meeting of the members shall consist of four or more of the board of directors of the corporation, and all members in good standing and eligible to vote who attend such meeting.

ARTICLE V.

The order of business at the annual meeting, and as far as possible at all other meetings of the members, shall be as follows:

1. Call to order.
2. Calling of the roll.
3. Proof of due notice of the meeting.

4. Reading and disposal of any unapproved minutes.
5. Annual reports of officers and committees.
6. Election of members to replace the entire board of directors whose terms will expire at the close of this meeting.
7. Unfinished business.
8. New business.
9. Adjournment.

ARTICLE VI.

1. There shall be a board of seven (7) directors, who shall be members in good standing of the corporation, who shall be elected as follows as provided in the amended Certificate of Incorporation of the corporation by ballot of the members of the corporation at its fall general membership meeting, and said directors shall serve until the election and acceptance of their duly qualified successors.
 - a. The President of the Corporation who shall also be a member of the Board of Directors shall be elected for a term of two (2) years with a new election held at the fall general membership meeting of the Corporation in even numbered calendar years.
 - b. The Vice President of the Corporation who shall also be a member of the Board of Directors shall be elected for a term of two (2) years with a new election held at the fall general membership meeting of the Corporation in odd numbered calendar years.
 - c. The Secretary of the Corporation who shall also be a member of the Board of Directors shall be elected for a term of two (2) years with a new election held at the fall general membership meeting of the Corporation in even numbered calendar years.
 - d. The Treasurer of the Corporation who shall also be a member of the Board of Directors shall be elected for a term of two (2) years with a new election held at the fall general membership meeting of the Corporation in odd numbered calendar years.
 - e. Director 1 of the Corporation shall be elected for a term of two (2) years with a new election held at the fall general membership meeting of the Corporation in odd numbered calendar years.
 - f. Director 2 of the Corporation shall be elected for a term of two (2) years with a new election held at the fall general membership meeting of the Corporation in even numbered calendar years.
 - g. Director 3 of the Corporation shall be elected for a term of two (2) years with a new election held at the fall general membership meeting of the Corporation in odd numbered calendar years.
 - h. In the event that a vacancy shall occur among the Directors at any time before the completion of said Director's term, the remaining Directors shall be empowered to elect another member of the Corporation to fill the remaining term of the vacancy in the Board of Directors by majority vote of a quorum of the Board of Directors.
2. Officers and directors of the corporation shall be elected to their respective offices and two year terms of office by ballot by the members of the corporation at its fall general membership meeting. The election shall be the last order of business at the fall general membership meeting. Each office shall receive nominations from the general membership and shall be voted on one at a time in the following order: president or vice president, secretary or treasurer, and director(s). The director seat(s) shall be filled on one ballot. The transition to the newly elected officers and directors shall take place upon adjournment of the November meeting.
3. The regular meetings of the board of directors shall be held in the principal office of the corporation in Augusta County, Virginia, or elsewhere in Augusta County, at any hour the board of directors shall designate.
4. Special meetings of the board of directors, to be held in the principal office of the corporation or elsewhere, may be called at any time by the president or at any time by any four (4) members of the board of directors.

5. Notice of both regular and special meetings shall be given by the secretary of the corporation to each member of the board not less than ten (10) days before any such meeting, and notices of special meetings shall state the purposes thereof, and the place wherein such meeting is to be held.
6. A quorum at any board meeting shall consist of a majority of the entire membership of the board. A majority of such quorum shall decide any question that may come before the meeting.
7. The board of directors shall fix any compensation which is or may be paid to or for any officer, employee, or agent of the corporation; approving all such payments whether for compensation, expense accounts, or otherwise, before any such payment shall be made. Excluding real estate purchase (s) the board of directors shall approve all expenditures not to exceed \$10,000 for new purchases. All such expenditures over \$10,000 require a simple majority of membership approval. Upon receipt of a duly executed request to approve expenditures over \$10,000 the secretary shall notify members by email or U S Mail of the request and votes must be returned within 15 days from date of transmission or postmark.
8. The order of business at any regular or special meeting of the board of directors shall be as follows:
 - a. Call to order.
 - b. Reading and disposal of any unapproved minutes.
 - c. Reports of officers and committees.
 - d. Unfinished business.
 - e. New business.
 - f. Adjournment.

ARTICLE VII.

1. The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer; all of whom shall be elected for a two year term, and shall hold office until their successors are elected and qualified. The positions of secretary and treasurer shall not be combined and held by one person.
2. The president shall preside at all meetings; shall sign or cosign all contracts and other instruments of the corporation; shall make reports to the directors and members and shall perform all such other duties as are incident to his office or are properly required of him by the board of directors. In the absence or disability of the president, the vice-president shall exercise all his functions.
3. The secretary shall issue notices for all meetings, shall keep their minutes, shall have charge of the seal and the corporate books, shall co-sign with the president such instruments as require the corporate signature, and shall make such reports or perform such duties as are incident to his office, or are properly required of him by the board of directors. The secretary shall maintain backup copies of the club's records.
4. The treasurer shall have custody of all funds and securities of the corporation, and shall deposit the same in the name of the corporation in such financial institutions as the directors may elect; he shall sign all checks, drafts, notes, and orders for the payment of money; and he shall pay out and dispose of the same under the direction of the board of directors. He shall, at all reasonable times, exhibit his books and accounts to a director or member of the corporation upon application to the corporation during the business hours. The treasurer shall provide a written updated inventory of the contents of the safety deposit box to the incoming board of directors at the November general membership meeting. In the absence or disability of the treasurer, the secretary shall exercise all his functions until such time as the treasurer is able to resume his duties or a replacement is selected by the board of directors for the unexpired term. If the secretary is unable to temporarily exercise the functions of the

treasurer, the president shall exercise all his functions until such time as the treasurer is able to resume his duties or a replacement is selected by the board of directors for the unexpired term

5. The board of directors shall appoint an audit committee to inspect and verify the accounts of the treasurer each year, thirty (30) days prior to the annual members' meeting.

ARTICLE VIII.

The corporation shall indemnify from liability any and all members while acting as its elected officers or designated agents in the interest of the corporation.

ARTICLE IX.

The seal of the corporation shall be circular in form; with two (2) circles thereon; and the words "THE STONEMAN RIFLE AND PISTOL CLUB, INC., STAUNTON, VA." graven between the said circles; with the word "SEAL" graven in the center thereof.

ARTICLE X.

These by-laws may be amended, repealed, or altered, in whole or in part, as described in this article. Changes to the bylaws must be requested by either a quorum of the board of directors or by a two thirds approval vote of the members of the corporation present at any regular or special meeting of the corporation where such action has been announced in the notice of such meeting. Upon receipt of a duly executed request to change the bylaws, the secretary shall mail within 30 days a ballot including a self-addressed stamped return envelope to each club member stating the applicable existing part(s) of the bylaws, the proposed change(s), and the reason(s) for the proposed changes or by email for voting by secure electronic means. Changes must be approved by a two thirds approval vote of all returned ballots.

ARTICLE XI.

All competition and use of the ranges shall be by members and their accompanied guests only, and are subject to safety rules and other corporation regulations as approved by the board of directors.

ARTICLE XII.

Total membership shall not exceed 180 members.

ARTICLE XIII.

Business records shall be retained for a period of seven years except where a specific need dictates either a longer or shorter retention. The treasurer shall dispose of all older financial records. The secretary shall dispose of all older other records.

ARTICLE XIV.

Monies in the expansion fund shall not be used for any purpose other than the purchase of real estate adjoining the club's current property or the purchase of real estate elsewhere for the establishment of a range in a new location, the board of directors is authorized to negotiate the purchase of real estate adjoining the property including paying a retainer fee and including the incurrence of debt by the corporation to complete such purchase pending approval by a simple majority of the membership within 3 days (excluding Sundays) prior to signing a contract for the purchase. The membership is to be notified immediately by the Secretary if the board of directors votes not to purchase available adjoining property. Notifications are to be made by email due to short time period for member response and notification. The exceptions to this rule are: The board of directors may spend monies from the expansion fund not to exceed \$30,000.00 in a 12 month period for emergency repairs or replacements of existing facilities and equipment. Additional monies from the expansion fund may be used for purposes other than defined above only if approved by a two thirds approval vote of the members of the corporation present at any regular or special meeting of the corporation where such action has been announced in the notice of such meeting.

ARTICLE XV.

The corporation may be dissolved at any time by recommendation of the board of directors approved in writing by two-thirds (2/3) or more of the members in good standing. In the event of dissolution of the corporation, whether voluntary or involuntary or by operation of the law, payment of all lawful debts of the corporation shall be made to its creditors, and secondly the payment of all outstanding bonds shall be made, and all remaining assets of the corporation shall be distributed as follows:

Members in good standing at the time of dissolution shall receive such remaining assets on a share basis. Each eligible member shall receive one (1) share for each full membership year, not calendar year, of continuous membership starting with membership year 1974. This includes approved leave of absence time. Membership years were December 1 to November 30 for the years 1974 through 1992. The membership year was changed to November 1 through October 31 starting with year 1993. Members who dropped out and subsequently again became a member shall not receive shares for membership years prior to dropping out. No shares shall be allocated for membership prior to December 1, 1973.

These amended by-laws were approved by a two thirds vote of all members who returned ballots mailed on June 12, 2017 and due by July 15, 2017 and supersede those dated September 5, 2016.

APPROVED:

Earl Lunsford J., President _____

Joe Murphy, Vice-President _____

William W. Michael, Treasurer _____

Rich Bombassaro, Secretary _____

Francis E. Bloxton, Jr., Director 1 _____

William Hoffman, Director 2 _____

Bill Ward, Director 3 _____