

**BY-LAWS
OF
RIO SALADO SPORTSMAN'S CLUB, INC.**

ARTICLE I

OFFICES

The principal office of the corporation in the State of Arizona shall be located in the City of Mesa, County of Maricopa. The corporation may have such other offices, either within or without the State of Arizona as the Board of Directors may determine or as the affairs of the corporation may require from time to time. The corporation shall have and continuously maintain in the State of Arizona a registered office, and a registered agent whose office is identical with such registered office, as required by the Arizona Non-Profit Corporations Act. The registered office in the State of Arizona and the address of the registered office may be, but need not be, identical with the principal office; and may be changed from time to time by the Board of Directors.

ARTICLE II

PURPOSE

The purpose of this organization shall be the promotion of safety and protection of the citizenry of the eastern portion of central Arizona through the demonstration of, and education in the proper use and care of firearms and protection of the environment by providing a venue for the legitimate sport of organized rifle, pistol, and shotgun shooting. The club shall provide education and training to firearms users of all ages, but in particular youthful members of the community regarding the safe handling and proper care of firearms equipment and the proper recreational applications of firearms equipment. In addition, the club may sponsor and host competitive events, which will provide the community with examples of proper, safe and legitimate firearms uses. The Club shall generally encourage the lawful ownership and use of firearms by citizens of good repute, and foster the conservation, improved management and wise use of Arizona's renewable wildlife resources. It shall be a further object and purpose of the club to promote the characteristics of honesty, good fellowship, self-discipline, team play and self-reliance among the community's firearms users as these are the essentials of good sportsmanship and the foundation of true patriotism and a benefit to all the members of society.

ARTICLE III

MEMBERS

SECTION 1. **Classes of Members.** The corporation shall have one class and the qualifications and rights of the members of such class shall be as follows:

A. The member must be eighteen (18) years of age or older.

B. The member must subscribe to the following pledge:

I certify I am not a member of any organization or group having as its purpose or one of its purposes the overthrow by force and violence of the government of the United States or any of the political subdivisions thereof; that I have never been convicted of a crime of violence; and if admitted to membership, I will fulfill the obligations of good sportsmanship and good citizenship and will abide by all the rules and BY-LAWS of the Rio Salado Sportsman's Club, Inc.

C. All members shall pay membership fees, at a rate established by the Board of Directors.

SECTION 2. **Election of Members:** The Board of Directors shall elect the members. An affirmative vote of a majority of the Directors shall be required for election.

SECTION 3. **Voting Rights:** Each member shall be entitled to one vote on each matter submitted to a vote of the members. In the event a family membership consists of up to two (2) adults, each of them shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 4. **Termination of Membership:** The Board of Directors by affirmative vote of two-thirds of all of the members of the Board may suspend or expel a member for cause after an appropriate hearing. The Board of Directors, by a two-thirds majority vote of those present at any properly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XIII of these BY-LAWS.

SECTION 5. **Resignation:** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 6. **Reinstatement:** Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 7. **Transfer of Membership:** Membership in this corporation is not transferable or assignable.

SECTION 8. **Family Memberships:** Family memberships shall be available which would include up to two (2) adults and any unmarried children under the age of eighteen (18) years living in the family's home.

SECTION 9. **Daily Memberships:** Daily memberships will be available on open public days only to those who wish to use the range only on a daily basis. Daily members are not authorized to receive a key for the range or to vote in this corporation, but must sign the pledge as hereinbefore set forth.

SECTION 10. Life Memberships: There will be no life memberships.

SECTION 11. Special Memberships: There will be no special memberships.

SECTION 12. Honorary Memberships: There will be no honorary memberships.

SECTION 13. Range Fees: All members shall pay range fees for such items as range use, matches, targets, etc. as set from time to time by the Board of Directors.

SECTION 14. **Sponsored Junior Division Members:** Persons between the ages of 10 years through 20 years of age shall be eligible for membership in the Junior Division of this corporation when sponsored by a member of this corporation and elected pursuant to Section 2 of this Article III.

SECTION 15. **Charges Against Member:** Any member in good standing may prefer charges against any member. The charges shall be in writing, clearly stating the facts relied upon, and accompanied by all affidavits or exhibits, which are to be used in support thereof. Such charges shall be filed with the Secretary of this corporation, who will immediately notify the President, unless the President is involved. In such case the Secretary will notify the President and the Vice-President, and the President will recuse himself. The President or Vice-President if the President is recused shall call a special meeting of the Board of Directors at which meeting the accusing member and the accused member may appear. Notice of this special meeting shall be given pursuant to the provisions of these BY-LAWS to the accusing member and the accused member and shall include a true copy of the charges and of the supporting affidavits and exhibits. If the Secretary is involved in the charges, the written charges will be filed with the President or Vice-President in the absence of the President.

SECTION 16. Appeal to the Membership: Any member suspended or expelled by the Board of Directors may appeal to the full membership of this corporation. Such appeal shall be made in writing to the Secretary, who will notify the President. The President shall then call a special meeting of this corporation for the purpose of acting on the appeal. The Secretary shall give notice as set forth in Article IV, Section 4, to all members of this corporation in good standing stating the date, time, place and reason for such special meeting. At the meeting of the members of this corporation, the Secretary shall read the original charges, the supporting affidavits and shall read or display the accompanying exhibits, and shall read the minutes of the special meeting of the Board of Directors at which the charges were heard and action taken. A full hearing will be given the accused member and the accusing member. A vote will be taken by ballot of the members in good standing present and a two-thirds majority shall be required to reverse the action of the Board of Directors.

SECTION 17. Expulsion by the National Rifle Association: Any member of this corporation who has been suspended or expelled for cause by the National Rifle Association of America shall automatically stand suspended or expelled from this corporation immediately upon receipt of official notice thereof from the National Rifle Association. The National Rifle Association shall be given a complete report whenever a member of this corporation is suspended or expelled for cause, showing charges and action taken.

SECTION 18. Refund of Fees: Any unused portion of the annual membership fee shall be refunded to any member whose membership has been terminated pursuant to the provisions of this Article III.

ARTICLE IV

MEETINGS OF MEMBERS

SECTION 1. Annual Meeting: An annual meeting of the membership shall be held on the second Saturday in the month of September in each year, beginning with the year 1997 at the hour of 3:00 o'clock P.M., for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Arizona, such meeting shall be held on the next succeeding Saturday. If the election of officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be held.

SECTION 2. Special Meetings: the President, the Board of Directors, or not less than one-tenth of the members having voting rights may call a special meeting of the members. Special meetings take precedence over all other Club meetings.

SECTION 3. Place of Meeting: The Board of Directors may designate any place, either within or without the State of Arizona, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Arizona, but if all of the members shall meet at any time and place either within or without the State of Arizona, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 4. Notice of Meetings: Written notice stating the place, day, and hour of any meeting of members shall be accomplished not less than ten nor more than fifty days before the date of such meeting by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. Such notice will be by a minimum of **three** of the following methods.

A. U.S. Mail: If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail, and addressed to the member at his/her address as it appears on the records of the corporation, with the postage thereon prepaid.

B. Computerized E-Mail: If E-Mailed, the notice of a meeting shall be deemed delivered when sent to members E-Mail address on record with the corporation.

C. Postings: If posted, the notice must be posted at a minimum, but not limited to the Main Range, Pistol Bays, the High Power Range, the Small Bore Range, and the Activity Center.

D. Website: The notice of the meeting may be posted on the official Web Site. In case of a special meeting or when required by statute or by these BY-LAWS, the purpose or purposes for which the meeting is called shall be stated in the notice.

SECTION 5. Informal Action by Members: Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. Quorum: The members holding one percent (1%) of the votes, which may be cast at any meeting, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 7. Proxies: At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 8. Manner of Acting: A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these BY-LAWS.

SECTION 9. **Voting:** Where Directors or officers are to be elected by members, such election may be conducted in such manner as the Board of Directors shall determine. A plurality of votes shall elect.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. **General Powers:** The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Arizona, but must be members of this corporation in good standing. Directors must also be members of the National Rifle Association of America. Executive Board Officers will present proof of membership at the annual election of officers. Division Chairmen will present proof of membership at the first meeting of the Board of Directors they attend. Failure to provide proof of membership in the NRA will invalidate their election. Each member of the Board of Directors shall have only one vote, regardless of the position or positions held, unless that member also has a valid written proxy from another member of the Board.

SECTION 2. **Number, Tenure and Qualifications:** The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Executive Officer, Chief Instructor, and the Chairman of each division elected as provided in Article VI, Section 3 of these BY-LAWS. Each Director elected at the annual meeting of members shall hold office until the next annual meeting of members and until his/her successor shall have been elected and qualified.

SECTION 3. **Regular Meetings:** A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Arizona, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4. **Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Arizona, as the place for holding any special meeting of the Board called by them. Special meetings take precedence over all other Board activities.

SECTION 5. **Notice:** Providing notice to the Board of Directors of a special meeting shall be the responsibility of the Director(s) calling for such a meeting. Notice of any special meeting of the Board of Directors shall be given at least two days previously. Notice of the meeting will be in accordance with Article IV, Section 4A and 4B, above, or by telephone. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall

constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of such meeting unless specifically required by law or by these BY-LAWS.

SECTION 6. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Vacant positions will not be counted toward determining a quorum. Proxies do not count toward determining a quorum.

SECTION 7. Manner of Acting: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these BY-LAWS.

SECTION 8. Vacancies: Any vacancy occurring in the Board of Directors consisting of the President, Vice-President, Secretary, Treasurer, Executive Officer, Chief Instructor and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the un-expired term of his/her predecessor in office. If the vacancy consists of one of the chairman elected from a division of this corporation, that division shall then elect a new Director to fill the vacancy on the Board of Directors.

SECTION 9. Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum for the expenses related to attendance, if any, may be allowed for each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore. However, no paid employee may serve as a voting member on the Board of Directors.

SECTION 10. Informal Action by Directors: Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Consent may be given individually by directors using computerized E-Mail. Any action taken will be recorded at the next Board of Directors' meeting.

ARTICLE VI

OFFICERS

SECTION 1. **Officers:** The officers of the corporation shall be, in order of precedence, a President, Vice-President, Secretary, Treasurer, Executive Officer, Chief Instructor, and thereafter any such other officers as may be elected in accordance with the provision of these BY-LAWS. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. No such elected or appointed officer will serve past the next general election of officers. No officer shall serve for more than four (4) consecutive terms in the same office. No relative of any of the Officers may be employed by the Club.

SECTION 2. **Election and Term of Office:** The officers of the corporation shall be elected annually by the members at the Regular Annual Meeting of the members in accordance with Article V, Section 2. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the members. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

SECTION 3. **Division Chairman:** A Division Chairman shall represent each of the divisions established by the Board of Directors and shall be a member of the Board of Directors. A Division Chairman shall be elected annually by a majority vote of each division and shall hold office until his/her successor shall have been duly elected and shall have qualified. Division Chairmen so elected will notify the Board of Directors in writing of the results of the election. In the event a Division Chairman is unavailable to attend any meeting of the Board of Directors where business is conducted, he or she may appoint in writing any member as his/her representative. The designated representative shall have full Board rights, including voting in all matters. Such a delegation is not considered a proxy, but a full delegation and is in effect until rescinded by the Division Chairman. An individual having such a delegation will count toward a quorum as if the Division Chairman was actually present. No relative of any member of the Board of Directors may be employed by the Club.

SECTION 4. **Removal:** Any officer elected by the members or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any action to remove any officer for cause will be done at a meeting of the Board of Directors. The involved officer will be entitled to at least one week's written notice in accordance with Mike

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05/02/2006 Article IV, Section 4, given by the President or Vice-President, if the President is involved. A 2/3rds majority vote of the Directors present will determine the result. Any Board Member who is removed for cause will no longer be eligible to serve on the Board for a period of three years. Any Division Director who misses three meetings of the Board of Directors in one

election year regardless of whether the meetings are regularly scheduled or special meetings without providing for substitute representation by delegation or by proxy shall be removed for failure to participate in the duties of the club. Any position vacated by such a removal will not be used to determine a quorum. In any situation where a Division Director is removed, a Division has 30 days to elect a new Division Director. Any Division not represented at three or more meetings during a twelve-month period shall lose its Division status for an ensuing twelve month period, and must petition for admittance to the Board.

SECTION 5. Vacancies: A vacancy in any Executive Board office because of death, resignation, removal, disqualification or otherwise to be refilled will be done so by a vote of the Board of Directors for the unexpired portion of the term.

SECTION 6. President: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these BY-LAWS or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. He shall be an ex-officio member of all regular and special committees. The President will be the designated statutory agent of the club.

SECTION 7. Vice President: In the absence of the President or in event of his/her inability or refusal to act the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Secretary: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these BY-LAWS or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these BY-LAWS; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Secretary shall provide advice and guidance on administrative matters to the Club and to the Range Office. The Secretary is also responsible for ensuring all necessary reports are filed with the Arizona Corporation Commission, and ensuring any changes in the Statutory Agent for the Club are filed with the commission.

SECTION 9. **Treasurer:** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provision of Article VIII of these BY-LAWS; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 10. **Assistant Treasurers and Assistant Secretaries:** Assistant Treasurers and Assistant Secretaries must be approved by a majority of the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or Board of Directors. In the absence of the Treasurer or Secretary, the Assistant will be entitled to vote. Assistants will not be eligible to chair meetings.

SECTION 11. **Executive Officer:** The Executive Officer shall have responsibility for advising the President, Executive Board, Board of Directors and any employees of the Club on the acquisition, remodeling, construction, maintenance and operations of all ranges and facilities on, or pertaining to, said ranges. He may contract for goods and services as may be reasonably necessary for the normal operation of the ranges. He will be responsible for preparing and maintaining the Five-Year Plan, and for developing requests for project grants, and in general shall perform all the duties incident to the office, including identifying problems associated with the operations and maintenance of the range, and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. He shall have the authority to appoint such assistants as he deems necessary for the normal operation of the ranges, subject to the approval of the Board of Directors. The Executive Officer will not sign checks for contract work performed he or she has inspected or signed off on as complete or for any goods or services for the range.

SECTION 12. **Chief Instructor:** The Chief Instructor shall have charge of all small arms instruction with authority to appoint assistants. He shall be a certified instructor in good standing with the National Rifle Association.

SECTION 13. **Executive Board:** An Executive Board shall also be established and shall consist of the President, Vice-President, Secretary, Treasurer, Executive Officer, and Chief Instructor. The purpose of the Executive Board is to provide oversight to the range, range operations and facilities. The Executive Board shall have the authority to spend such funds as deemed necessary in daily operations and to meet emergency situations. However, all policy matters and expenditure of expenses exceeding \$1000 must be referred to the entire Board of Directors for resolution. The Executive Board will meet at the call of the President (or Vice

President in the absence of the President). Executive Board matters will be decided by majority vote; however, tie votes shall be submitted to the entire board for resolution. The Executive Board is also responsible for bringing to the attention of the Board of Directors all items affecting both significant operating matters, and all matters affecting range policy.

ARTICLE VII

DIVISIONS

SECTION 1. Existing Divisions: The divisions of this corporation shall consist of the following:

1. Black Powder
2. Cowboy Action Shooting
3. Full Auto
4. High Power Rifle
5. High Power Rifle Silhouette
6. Junior
7. Pistol Silhouette
8. Practical Pistol
9. Small Bore Rifle Silhouette
10. Three Position Small Bore
11. Tuesday Night Steel

SECTION 2. Additional Divisions: The Board of Directors, by resolution adopted at a meeting at which a quorum is present, shall have the authority to create an additional division or divisions of this corporation upon application of at least ten (10) members of this corporation who compete together on a regular basis. However, the number of divisions shall not exceed fifteen. When so created, the new division shall have all the rights, privileges and duties of the divisions set forth in Section 1 of this article, including the right to representation on the Board of Directors pursuant to Article VI, Section 3 of these BY-LAWS. All Divisions agree to abide by all the rules, regulations, policies, and procedures of the corporation. Failure to do so may result in loss of range privileges. Pursuant to Article VI, Section 4, Divisions not having representation on the Board of Directors will cease being a Division of the Rio Salado Sportsman's Club with its attendant privileges until a Director is elected and seated on the Board.

ARTICLE VIII

COMMITTEES

SECTION 1. Committees of Directors: The Board of Directors by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the BY-LAWS; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

SECTION 2. Other Committees: Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

SECTION 3. Term of Office: Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his/her successor is appointed, unless the committee shall be sooner terminated or unless such member ceases to qualify as a member thereof.

SECTION 4. Chairman: The Chairman of a committee shall be appointed by the President with the majority concurrence of the Board of Directors.

SECTION 5. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. **Quorum:** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. **Rules:** Each committee may adopt rules for its own government not inconsistent with these BY-LAWS or with rules adopted by the Board of Directors.

SECTION 8. **Other Board Appointees:** Range Masters, Match Directors and other personnel may be appointed by the Board of Directors or by a committee of directors to provide a secure facility and to conduct club activities. Said appointees shall have a duty to enforce safety and environmental protection measures and to promote an atmosphere conducive to safe and educational, competitive events and to represent the club and shooting community in an appropriate fashion. Such appointees shall have the authority to deny a person's participation in any activity for which the appointee is responsible, if the appointee has just cause to do so. Just cause includes actual words or deeds demonstrating a potential for unsafe or unreasonable behavior under the actual circumstances.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. **Contracts:** The Board of Directors may authorize any officer, or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such contracting authority may be general or confined to specific instances.

SECTION 2. **Checks, Drafts, etc:** 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 signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer or by the President or Vice President of the corporation, whose signatures are authorized.

SECTION 3. **Deposits:** All funds of the corporation shall be deposited from time to time to the credit of the corporation, in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation. No member of the Board of Directors may accept any individual gift or gratuity from any source that might create the appearance of a conflict of interest, nor may any board member engage in any conduct that would result in a conflict of interest.

SECTION 5. Audit of Corporate Books: A qualified firm of accountants shall be designated as auditors by the Board of Directors prior to the corporation's close of business for each fiscal year, to audit and examine the books of account of the corporation and to certify and report in writing to the Board of Directors and Members the annual balances and condition of such books as prepared at the close of the fiscal year, under the direction of the Treasurer. No directors or officer of the company and no firm or corporation of whom any Officer or Director of the corporation is a member, shall be eligible to serve as auditor. The compensation of the auditors shall be determined by agreement between the Board of Directors and the auditing firm at the time of its employment and the terms of the employment, including compensation, reduced to writing.

SECTION 6. Monthly Report: The Board of Directors shall cause a monthly report and financial statement to be prepared by the firm of accountants retained pursuant to Section 5 hereof not later than fifteen (15) days following the last day of each month. This report shall include a balance sheet and statement of income and expense for the previous month, prepared from and in accordance with the books of the corporation.

ARTICLE X

CERTIFICATES OF MEMBERSHIP

SECTION 1. Certificates of Membership: The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Membership certificates will be signed by the President shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors determine. Membership badges may be used in lieu of membership certificates. Membership badges need not be signed by the President. Membership badges will be numbered uniquely.

SECTION 2. Issuance of Certificates Memberships: A certificate membership is considered issued when a membership badge is either handed to a member or his/her representative, or when mailed to the address provided by the member to the Secretary.

ARTICLE XI

BOOKS AND RECORDS

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 committees having any of the authority of the 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/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XIII

MEMBERSHIP FEES

SECTION 1. Fees: The Board of Directors may determine from time to time the type and amount of fees, payable to the corporation by each member.

SECTION 2. Payment of Fees: The membership year shall be for twelve months from the end of the issuing month.

SECTION 3. Default and Termination of Membership: When any member is in default in the payment of dues, his/her membership shall terminate.

ARTICLE XIV

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words A Corporate Seal.

ARTICLE XV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Arizona Non-Profit Corporation Act or under the provisions of the articles of incorporation or the BY-LAWS of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI

COMPETITION RULES

All competitive contests sponsored or hosted by this corporation shall be governed by the Rules and Regulations laid down by one or more of the following organizations:

1. The National Rifle Association of America
2. Corporation for the Promotion of Rifle Practice and Firearms Safety
3. The Secretary of the Army
4. The International Shooting Union
5. The International Practical Shooting Confederation
6. The United States Practical Shooting Association
7. The World Speed Shooting Association
8. The International Handgun Metallic Silhouette Association
9. The Single Action Shooting Society.
10. The National Muzzle Loading Rifle Association
11. Any other recognized governing body approved by the Board of Directors.

ARTICLE XVII

AMENDMENTS TO BY-LAWS

These BY-LAWS may be altered, amended or repealed and new BY-LAWS may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least thirty days written notice is given of intention to alter, amend or repeal or to adopt new BY-LAWS at such meeting. Such notice must include proposed changes for the Board of Directors to review. Members shall be notified of a proposal to change the BY-LAWS in accordance with Article IV, Section 4. Any proposed changes to the BY-LAWS will be maintained by the Office so members may review the proposed changes.

ARTICLE XVIII

PARLIAMENTARY AUTHORITY

The current Robert's Rules of Order shall be the Parliamentary Authority for these BY-LAWS.

The foregoing BY-LAWS were duly adopted the 19 day of April, 2006

RIO SALADO SPORTSMAN'S CLUB, INC.

BY: Terry Abbott
President