

BY-LAWS  
OF  
THE ALLIANCE RIFLE CLUB

SECTION 1  
OFFICERS

1. NUMBER AND QUALIFICATION: The officers of the Corporation shall be a President, one or more Vice Presidents (as the members shall determine), a Secretary, a Treasurer, and such other officers, match directors, project directors, and agents as may be deemed necessary by the members.
2. ELECTION AND TENURE: The officers of the Corporation shall be elected by the members at its annual meeting. Each officer shall hold office for a term of one year, unless otherwise specified, or until his or her successor shall have been duly elected and shall have become qualified, unless his or her service is terminated sooner because of death, resignation, or otherwise.
3. VACANCIES: Vacancies occurring in any office by reason of death, resignation, or otherwise may be filled by the Executive Committee at any meeting.

SECTION 2  
DUTIES AND AUTHORITY OF OFFICERS

1. PRESIDENT: The President shall be the principal executive officer of the Corporation and, subject to the control of the members, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the members and of the Executive Committee. The President may sign, with the Secretary or any other proper officer of the Corporation therein authorized by the members, deeds, mortgages, bonds, contracts, or other instruments which the members have authorized to be executed. The President in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the members from time to time.
2. VICE PRESIDENT: In the absence of the President, 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 may sign and shall perform such other duties as from time to time may be assigned by the President or by the members.
3. SECRETARY: The Secretary shall attend and keep minutes of the meetings of the members and of the Executive Committee 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 the custodian of the corporate records, keep a register of the post office address of each member which shall be furnished to the Secretary by such member, have general charge of the corporate minute books of the

Corporation, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the members.

4. **TREASURER:** The treasurer will have charge and custody and be responsible for all funds and securities of the Corporation, receive and give receipts for all securities and monies due and payable to the Corporation from any source whatsoever, deposit all such monies in the name of the Corporation in such banks, trust companies, or in other depositories as shall be collected in accordance with the provisions 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 by the President or by the members. The Treasurer shall provide a financial report at every annual meeting and upon request of the President shall provide a financial report at any other meeting.
5. **EXECUTIVE OFFICER:** An Executive Officer shall be elected at the annual meeting and shall be responsible for handling special projects or club business as directed by the President or Executive Committee.

### SECTION 3 BOARDS AND COMMITTEES

1. **BOARD OF DIRECTORS:** The Board of Directors shall consist of all Officers listed in Section 2 plus all match directors, project directors and agents as may be deemed necessary by the members or the President. The Board of Directors shall meet monthly and conduct the business of the Corporation between annual meetings except those duties reserved for the Executive Committee.
2. **BOARD OF TRUSTEES:** The Board of Trustees shall consist of as many individuals as members present at the annual meeting designate. The Board of Trustees shall serve as auditors to the corporate finances and present a report at the annual meeting. The Board may request a review of all finances at any time and the Treasurer will then provide all necessary financial statements for their review. Members elected to the Board of Trustees shall hold office for three years.
3. **EXECUTIVE COMMITTEE:** The Executive Committee shall consist of all Officers listed in Section 2. One additional member may be appointed by the President. The Executive Committee shall elect replacements to any vacancies which occur between annual meetings. The Executive Committee must approve all land acquisitions or sales which need to occur between annual meetings. At the President's request, the Executive Committee shall interpret the Constitution and By-Laws between annual meetings. The Executive Committee shall perform all such duties as outlined in Section 8 of these By-Laws.

### SECTION 4 BANK ACCOUNT

The funds of the Corporation shall be deposited in such banks, trust funds, or depositories as the members may designate and shall be withdrawn upon the signatures of the President or Treasurer.

#### SECTION 5 WAIVER OF NOTICE

Whenever any notice is required to be given to any member of the Corporation under the provisions of the Articles of Incorporation, Constitution, By-Laws or the Nebraska Business Corporation Act, 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 equivalent to the giving of such notice.

#### SECTION 6 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he acted in good faith, and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal actual or proceeding had no reasonable cause to believe his or her conduct was unlawful.

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she 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, or other enterprise or as a trustee, officer employee, or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

To the extent permitted by law, the Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

The indemnity provided for by this Section 6 shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the

provisions of this Article be deemed to prohibit the Corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provisions in the By-Laws.

#### SECTION 7

#### PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, officer, or employee of or member of a committee or person connected with the Corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the Corporation; PROVIDED, HOWEVER, this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the members, and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon the dissolution of the Corporation.

#### SECTION 8

#### SUSPENSION OR EXPULSION

1. Any officer, match director, or project director may be removed by a two-thirds vote of the members in good standing present at any special meeting called for this purpose. No vote on suspension or removal may be taken unless at least ten days notice in writing shall have been given the officer, match director, or project director of the reasons for his or her removal, and at the time and place of the special meeting at which such ballot on his or her removal is to be taken. At such special meeting the officer, match director, or project director shall be given a full hearing.
2. Any member may be suspended or expelled from the organization by the Executive Committee by a two-thirds affirmative vote of the members of the Executive Committee present at any regular or special meeting. No vote on suspension or expulsion may be taken unless at least ten 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 Executive Committee at which such charges will be considered. At such meeting the member under charges will be accorded a full hearing.
3. Charges against any officer, match director, project director, or member may be preferred by any member in good standing. They shall be in writing clearly stating the facts relied upon and accompanied by all affidavits or exhibits which are to be used in their support. Such charges shall be filed with the Secretary, who will immediately notify the President. The President will call a meeting of the Executive Committee to hear the charges. The Secretary will give at least ten days notice of the meeting to each member of the Executive Committee and to the accuser and to the accused, which notice shall be in writing and will include a true copy of the charges and of the supporting affidavits and exhibits.

4. Any officer, match director, project director, or member suspended or expelled by the Executive Committee may appeal to the full membership of the organization. Such appeal shall be made in writing to the Secretary who will notify the President. The President will call a special meeting of the organization for the purpose of acting on the appeal. The secretary shall give at least ten days notice in writing to all members of the organization in good standing stating the date time, place, and reason for such special meeting. At the meeting of the full club the Secretary will read the original charges, the supporting affidavits, and will read or display the accompanying exhibits, and will read the minutes of the special meeting of the Executive Committee at which the charges were heard and action taken. A full hearing will be given the accuser and the accused. A vote will be taken by ballot of the members in good standing present and a two-thirds vote shall be required to reverse the action of the Executive Committee.

#### SECTION 9 AMENDING THE BY-LAWS

1. These By-Laws may be amended by a two thirds majority at the annual meeting or special meeting, a quorum being present. Prior notice to the annual meeting of any amendments is not required.

The above By-Laws were adopted by the Alliance Rifle Club on January 12, 2008.

Guy Hielscher  
President, Alliance Rifle Club