



PALMETTO GUN CLUB

BYLAWS

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AMENDED AND RESTATED
BYLAWS OF THE PALMETTO GUN CLUB
AFFILIATED WITH THE NATIONAL RIFLE ASSOCIATION
August 22, 2013

1. **NAME.** The name of this organization shall be the PALMETTO GUN CLUB (sometimes referred to as "PGC"). The PGC is a not-for-profit public benefit corporation. The club is affiliated with the National Rifle Association.

2. **PURPOSE.** The purpose of the Palmetto Gun Club is to promote, legal, safe, responsible, and organized rifle, pistol and shotgun shooting among residents in our community with a view towards enhancing knowledge and skills of safe handling and proper care of firearms as well as improved marksmanship. It shall be the Palmetto Gun Club's further objective and purpose to forward the development of those characteristics of honesty, good fellowship, self-discipline, team-play and self-reliance which are the essentials of good sportsmanship and the foundation of true patriotism.

3. PGC MEMBERS

3.1. Memberships

3.1.1. Qualifications for New Members

- 3.1.1.1. Any person who is EIGHTEEN (18) years old, and can legally own and possess firearms/ammunition in South Carolina.

- 3.1.1.2. A member of the National Rifle Association.

- 3.1.1.3. Candidates for membership shall be proposed by one sponsor, who shall be a PGC member in good standing, upon such form and requiring such information as required by the Executive Committee (EC).

- 3.1.1.4. Proposals for membership shall be signed by the candidate acknowledging the candidate's desire to become a PGC member.

- 3.1.1.5. The name of a candidate for membership must be read and approved at a regular meeting of the PGC Members, posted in the Palmetto Gun Club's monthly newsletter and subjected to and approved by a two-thirds vote of PGC Members present at a subsequent regular meeting.

- 3.1.1.6. All Candidates shall attend club orientation and demonstrate safe and prudent handling of fire arms to the Chief Instructor or designee prior to candidate's second vote.

3.1.1.7. All candidates must be present at PGC meeting for at least one of their two votes for membership.

3.1.1.8. All candidates shall pay such initiation fees, assessments and dues as are set by the Palmetto Gun Club.

3.1.2. **PGC Members.** The total number of PGC Members shall not exceed 800, except as noted below. The 800 member limit is a temporary total for a period of three years and the sunset for this temporary 800 member total will be as of April 2022, at which time the total number of PGC members shall not exceed 600 if the temporary limit is not voted to be renewed by electronic vote of the membership in the period of the six months leading up to the sunset. If the 800 total is approved to continue by the general membership prior to its sunset, the 800 total will continue for another three years and the same process will apply for continuing three year extensions as long as it continues to be approved by the general membership. The transition from 800 to 600 will be reached through attrition beginning in April of the sunset year if the 800 total is not approved by the general membership to continue until 600 is reached, at which time the total number of PGC members shall not exceed 600, except as noted below. The Palmetto Gun Club shall have the following types of memberships:

3.1.2.1. **PGC Members [PGC1]** are members in good standing. PGC Members shall pay such initiation fees, assessments, and dues as are set annually by the Palmetto Gun Club, unless otherwise specified in these bylaws.

3.1.2.2. **PGC Spousal Members [PGC2].** A spouse of a current member in Good Standing and who meets the requirements of 3.1.1; can apply for a spousal membership. This membership would pay all dues, assessments and workday fees but would not pay an additional initiation fee. This membership has all the rights and obligations of a PGC membership.

3.1.2.3. **Life PGC Members [PGC3].** PGC Members who are Life PGC Members enjoy the status of PGC Members without paying dues or assessments. Upon recommendation of the Executive Committee, after notice in the monthly newsletter at least ten (10) days prior to the meeting of the PGC Members and approval of the PGC Members at a regular or special meeting, the Palmetto Gun Club may grant Life PGC Member status to a PGC Member.

3.1.2.4. **DELETED.**

3.1.2.5. **PGC Members and Immediate Family Use of Palmetto Gun Club Ranges and Facilities.** PGC Members have the right to use the Palmetto Gun Club's ranges and facilities. The immediate family of PGC Members may also use the Palmetto Gun Club ranges and facilities; provided that the PGC Member must be present. The PGC Member is responsible for guests and must supervise guests while shooting.

3.2. Initiation Fees, Dues and Special Assessments

- 3.2.1. **Initiation Fees.** Initiation Fees are fees paid by a new PGC Member in connection with such person becoming a PGC Member. A new member may elect to pay the total fee upon initiation into the club. Otherwise, half of the initiation fee is due at the time of the second vote, and the other half is due one year from becoming a member. The Treasurer shall invoice the member for the second half payment, one month prior to the due date.
- 3.2.2. **Dues.** The annual dues are due on the first day of May each year.
- 3.2.3. **Special Assessments.** The Palmetto Gun Club may levy special assessments to be paid by PGC Members to make capital purchases and other expenditures that the Palmetto Gun Club determines should be paid in full in a limited number of years and thus should not be included in annual dues. Properly approved special assessments are payable on such dates as are set by the Executive Committee.
- 3.2.4. **Increase or Changes in Dues or Initiation Fees; Levying Assessments.** Increases or changes of dues or initiation fees and levying of special assessments may be implemented only upon complying with the following procedure:
- 3.2.4.1. The recommendation for the increase or change of dues or initiation fees or levying of a special assessment shall be presented to and approved by the Executive Committee at a regular monthly meeting of the Executive Committee.
- 3.2.4.2. The recommendation for the increase or change of dues or initiation fees or levying of a special assessment which has been approved by the EC shall be posted conspicuously in the Palmetto Gun Club's monthly newsletter which shall be mailed or e-mailed at least ten (10) days prior to the next regular meeting of PGC Members, and in order to be implemented, must be subjected to and approved by a two-thirds vote of PGC Members present at the next regular meeting of PGC Members.
- 3.2.5. **New PGC Members.** Annual dues for a new PGC Member shall be pro-rated from the date of acceptance.
- 3.2.6. **Dues or Assessments in Arrears.** Any PGC Member not paying the annual dues or the assessment by the date of the Palmetto Gun Club's regular monthly meeting following the due date is in arrears. Any PGC member not paying their initiation fee installment by the due date described in 3.2.1 is in arrears.
- 3.2.6.1. Any PGC Member in arrears shall pay a late charge of twenty-five dollars (\$25) with the amount unpaid to become current and a PGC Member in good standing.
- 3.2.6.2. The PGC Secretary and Treasurer shall remind PGC Members about the arrears process by notices in the club newsletter as well as individual dues and fees invoices.

3.2.6.3. PGC Memberships in arrears shall be terminated as follows:

- Annual Dues in arrears shall be terminated on July 31st of that year
- Initiation fees in arrears shall be terminated 30 days after being declared in arrears

3.2.6.4. No PGC Member in arrears for the payment of annual dues, initiation fees, or an assessment shall be eligible to vote or to enjoy any other of the privileges or benefits offered by the Palmetto Gun Club.

3.2.7. **Request for Leave of Absence of PGC Membership.** Subject to any current documented commitments to absent PGC Members, any PGC Member in good standing who moves out of the four-county area as a result of being transferred for work-related or other legitimate reasons, may apply to the EC for a leave of absence. Upon approval of the EC, the Palmetto Gun Club shall suspend the PGC Member's membership for the period of absence. Upon return, the PGC Member may request that the EC reinstate his PGC membership. Upon verification by the Treasurer and the EC that the PGC Member is in good standing, the PGC Member shall be reinstated (placed at top of waiting list if required) and shall resume paying initiation fees, assessments and any other applicable payments (subject to any increases or additional assessments implemented in his absence) as though he had never left. Leave of Absence of Membership shall not exceed 5 years.

3.3. **Matters Reserved for PGC Members.** The following matters are reserved for and must be approved by the PGC Members at a regular or special meeting:

3.3.1. Expenditures or contracts exceeding two thousand dollars (\$2,000) in value or expenditure.

3.3.2. The sale or other transfer of all or substantially all of the assets or of any major asset (\$1,500 of value or more) of the Palmetto Gun Club, notice of which shall be given in the monthly newsletter at least ten (10) days prior to the meeting at which the vote is to be taken.

3.4. **Annual Meeting.** The Palmetto Gun Club shall have an annual meeting. The annual meeting of the PGC Members shall be held in the third week of March, in each year, at the hour of seven o'clock p.m. or at such other time on such other day within such month as shall be fixed by the Executive Committee, for the purpose of electing PGC Members to the Executive Committee, electing officers, voting on amendments to the Bylaws and for the transaction of such other business as may come before the meeting. If the election of members of the Executive Committee and the officers shall not be held on the day designated herein for any annual meeting of the PGC Members, or at any subsequent continuation after adjournment thereof, the Executive Committee shall cause the election to be held at a special meeting of the PGC Members as soon thereafter as convenient. If no annual meeting is held, the Executive

Committee shall continue to serve until their resignation or removal or until their successors shall be elected and qualified.

3.5. **Monthly Meeting.** Monthly meeting of the PGC shall be held during the third week of each month, on a day and time as designated by EC.

3.6. **Special Meetings.** Special meetings of the PGC Members, for any purpose or purposes, described in the meeting notice, may be called by the president, or by the Executive Committee, and shall be called by the president at the request of not less than twenty-five PGC Members in good standing.

3.7. **Place of Meeting.** The Executive Committee shall designate any place within Charleston, Berkeley, Colleton, or Dorchester Counties as the place of meeting for any annual, monthly or special meeting of the PGC Members.

3.8. **Notice of Meeting.**

3.8.1. **Required Notice.** Written notice stating the place, day and hour of any annual or special PGC Member meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by mail, e-mail, or in the Palmetto Gun Club's monthly newsletter by or at the direction of the President, the Executive Committee or other persons calling the meeting, to each PGC Member entitled to vote at such meeting and to any other PGC Member entitled to receive notice of the meeting. Notice shall be deemed to be effective at the earlier of:

3.8.1.1. When deposited in the United States mail, addressed to the PGC Member at the PGC Member's address as it appears on the records of the Palmetto Gun Club, with postage thereon prepaid,

3.8.1.2. On the date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee,

3.8.1.3. When received,

3.8.1.4. When e-mailed, sent to the PGC Member's e-mail address as it appears on the records of the Palmetto Gun Club, or

3.8.1.5. Five (5) days after deposit in the United States mail, if mailed postpaid and correctly addressed to an address other than that shown in the Palmetto Gun Club's current record of PGC Members.

3.8.2. **Adjourned Meeting.** If any PGC Member meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time or place, if the new date, time and place is announced at the meeting before adjournment.

3.8.3. **Waiver of Notice.**

3.8.3.1. The PGC Member may waive notice of the meeting (or any notice required by law, articles of incorporation, or bylaws), by a writing signed by the PGC Member entitled to the notice, which is delivered to the Palmetto Gun Club (either before or after the date and time stated in the notice) for inclusion in the minutes or filing with the Palmetto Gun Club's records.

3.8.3.2. A PGC Member's attendance at a meeting:

3.8.3.2.1. Waives objection to lack of notice or defective notice of the meeting, unless the PGC Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

3.8.3.2.2. Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the PGC Member objects to considering the matter when it is presented.

3.8.4. **Contents of Notice.** The notice of each **Special** PGC Member meeting shall include a description of the purpose or purposes for which the meeting is called. Except as provided in this **Section** 3.8.4, or otherwise by law, the notice of an annual monthly meeting need not include a description of the purpose or purposes for which the meeting is called.

3.8.4.1. If a purpose of any PGC Member meeting is to consider either:

3.8.4.1.1. A proposed amendment to the articles of incorporation (including any restated articles requiring PGC Member approval);

3.8.4.1.2. The sale, lease, exchange or other disposition of all, or substantially all of the Palmetto Gun Club's property;

3.8.4.1.3. The adoption, amendment or repeal of a bylaw;

3.8.4.1.4. Dissolution of the Palmetto Gun Club; or

3.8.4.1.5. Removal of a member of the Executive Committee

3.8.4.2. The notice must so state and be accompanied by respectively a copy or summary of the:

3.8.4.2.1. Articles of amendment;

3.8.4.2.2. Transaction for disposition of all the Palmetto Gun Club's property; or

3.8.4.2.3. Bylaw proposal.

3.8.4.3. If the Palmetto Gun Club indemnifies or advances expenses to a member of the Executive Committee (as defined in SC Code Ann. Section 33-16-210, as amended), this shall be reported to all the PGC Members before or at the next PGC Member's meeting.

3.9. **Fixing of Record Date.**

3.9.1. For the purpose of determining PGC Members entitled to notice of or to vote at any meeting of PGC Members or in order to make a determination of PGC Members for any other proper purpose, the Executive Committee may fix in advance a date as the record date. Such record date shall not be more than thirty days prior to the date on which the particular action, requiring such determination of PGC Members, is to be taken. If no record date is so fixed by the EC for the determination of PGC Members entitled to notice of, or to vote at a meeting of PGC Members, the record date for determination of such PGC Members shall be at the close of business on:

3.9.1.1. With respect to an annual PGC Member meeting or any special PGC Member meeting called by the Executive Committee or any person specifically authorized by the EC or these bylaws to call a meeting, the day before the first notice is delivered to PGC Members; and

3.9.1.2. With respect to a special PGC Member's meeting demanded by the PGC Members, the date the first PGC Member signs the demand.

3.9.2. When a determination of PGC Members entitled to vote at any meeting of PGC Members has been made as provided in this section, such determination shall apply to any adjournment thereof unless the EC fixes a new record date which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

3.10. **PGC Member List.** The officer having charge of the PGC Member List of the Palmetto Gun Club shall make a complete record of the PGC Members entitled to vote at each meeting of PGC Members thereof, arranged in alphabetical order. The PGC Member's list must be available for inspection by any PGC Member, beginning on the date on which notice of the meeting is given for which the list was prepared and continuing through the meeting. The list shall be available at a place identified in the meeting notice in the county where the meeting is to be held. A PGC Member is entitled on written demand to inspect, and subject to the requirements of this Section 3.10, to copy the list at his expense during regular business hours, and during the period it is available for inspection. The Palmetto Gun Club shall maintain the PGC Member list and make it available within a reasonable time. Any PGC Member obtaining a copy of the list of PGC Members, agrees by obtaining such copy that the PGC Member is obtaining the List of PGC Members to communicate with the PGC Members about a matter solely relating to the Palmetto Gun Club and not to any other purpose, and all PGC Members agree that use of the PGC Member List for a purpose other than as set forth herein shall be grounds for the expulsion of a PGC Member from the Palmetto Gun Club.

3.11. ***Quorum and Voting Requirements.***

3.11.1. Unless the articles of incorporation, a bylaw, or applicable law provide otherwise, ten percent (10%) of the PGC Members with the right to vote constitutes a quorum for the transaction of business at monthly PGC Member meetings. Except, at a scheduled meeting, new candidates can be voted into the club if five percent (5%) of voting members are present.

3.11.2. Unless the articles of incorporation, a bylaw, or applicable law provide otherwise, twenty percent (20%) of the PGC Members with the right to vote constitutes a quorum for the amendment of the articles of incorporation or the bylaws.

3.11.3. Once a PGC Member is present for any purpose at a meeting, the PGC Member is deemed present for quorum purposes.

3.11.4. If a quorum exists, action on a matter (other than the election of Executive Committee Members) is approved if the votes cast favoring the action are two thirds of the votes present at the meeting and making up the quorum, unless the articles of incorporation, a bylaw properly adopted, or applicable law require a greater number of affirmative votes; provided ***however***, if more than one third (1/3) of the PGC Members are present at a meeting, action on a matter (other than the election of Executive Committee Members) is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the articles of incorporation, a bylaw properly adopted, or applicable law require a greater number of affirmative votes.

3.12. ***No Voting by Proxies.*** At all meetings of PGC Members, a PGC Member may vote in person only, and not by proxy.

3.12.1. PGC members may authorize an alternative electronic voting system where votes may be taken electronically outside of meetings. Ample notice and time shall be given for members to vote. Quorum requirements are met when the number of votes taken is greater than the minimum number for a quorum. Votes shall be tallied and reported after the voting period as approved by the membership.

3.13. ***Voting of PGC Members.***

3.13.1. Subject to the cumulative voting provisions of Section 3.15, each PGC Member entitled to vote shall be entitled to one vote upon each matter submitted to a vote to PGC Members.

3.13.2. PGC Members who are *not* in good standing shall not be entitled to vote until such PGC Member has taken such action (to the extent permitted by these Bylaws and action of the Executive Committee) to cause such PGC Member to become a PGC Member in good standing.

3.14. ***Palmetto Gun Club's Acceptance of Votes***

3.14.1. If the name signed on a vote, consent, or waiver corresponds to the name of a PGC Member, the Palmetto Gun Club if acting in good faith is entitled to accept the vote, consent, or waiver and give it effect as the act of the PGC Member.

3.14.2. The Palmetto Gun Club is entitled to reject a vote, consent, or waiver if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it.

3.14.3. The Palmetto Gun Club and its officer or agent who accepts or rejects a vote, consent, or waiver in good faith and in accordance with the standards of this section are not liable in damages to the PGC Member for the consequences of the acceptance or rejection.

3.14.4. Corporate action based on the acceptance or rejection of a vote, consent, or waiver under this section is valid unless a court of competent jurisdiction determines otherwise.

3.15. ***Voting for At-Large Executive Committee Members.***

3.15.1. ***General Provision.*** At each election for the At-Large Executive Committee Member, every PGC Member entitled to vote at such election shall have the right to vote, in person, the number of votes he is entitled to cast for as many persons as there are Executive Committee Members to be elected and for whose election he has a right to vote, and to cumulate his votes.

3.15.2. ***Plurality Requirement.*** Executive Committee Members are elected by a plurality of the votes cast by the PGC Members entitled to vote in the election at a meeting at which a quorum is present. That is, the number candidates corresponding to the number of positions then open for Executive Committee Members receiving the greatest number of votes; provided that in the event of a tie for the one or more positions receiving the least number of votes, those candidates who are tied (and no others) shall be subject to a run-off election for the positions for which the vote was tied.

3.16. ***PGC Member's Rights to Inspect Corporate Records.***

3.16.1. ***Minutes and Accounting Records.*** The Palmetto Gun Club shall keep as permanent records minutes of all meetings of its PGC Members and Executive Committee a record of all actions taken by the PGC Members or Executive Committee without a meeting, and a record of all actions taken by a committee of the Executive Committee in place of the Executive Committee on behalf of the Palmetto Gun Club. The Palmetto Gun Club shall maintain appropriate accounting records.

3.16.2. ***Inspection Rights of Corporate Records Required .*** If a PGC Member gives the Palmetto Gun Club written notice of his demand at least five business days before the date

on which he wishes to inspect and copy, a PGC Member has the right to inspect and copy specified corporate records, during regular business hours.

3.16.3. **Copy Cost.** The right to copy records includes, if reasonable, the right to receive copies made by photograph, xerographic, or other means. The Palmetto Gun Club may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the PGC Member. The charge may not exceed the estimated cost of production or reproduction of the records.

3.17. ***Financial Statements Shall be Furnished to the PGC Members.***

3.17.1. At the July monthly meeting, the Palmetto Gun Club shall make available to the PGC Members current financial statements that include a balance sheet and an income statement for the fiscal year to date. Financial statements shall be prepared for the Palmetto Gun Club on the basis of generally accepted accounting principles.

3.17.2. The annual financial statements as approved by the EC shall be reported by the treasurer.

3.17.3. At the Annual Meeting, the EC will present an Operational Budget to the membership for vote for the next fiscal year.

3.18. ***Suspension, Expulsion or Other Lesser Disciplinary Actions.*** The provisions of the following subsection apply to PGC Members. The Executive Committee shall have the right and power to deny any non-member access to the Palmetto Gun Club's ranges.

3.18.1. ***PGC Member.*** Any PGC Member may be suspended for a definite period of time or expelled from the Palmetto Gun Club for any cause deemed sufficient by the Executive Committee by an affirmative vote of two-thirds of the Executive Committee Members at a special meeting of the Executive Committee called for the purpose of considering the suspension or expulsion. No vote on expulsion or suspension may be taken unless written notice of the reasons for the proposed suspension or expulsion shall have been given to the PGC Member at least fifteen (15) days prior to the time of the Executive Committee meeting at which such charges will be considered. At such meeting, the PGC Member whose suspension or expulsion has been proposed shall be given an opportunity to hear and question all witnesses against him, to review all evidence against him and to present a defense on his behalf with or without assistance. The President or another Executive Committee Member appointed by the President shall preside over the special meeting.

3.18.2. ***Proposal for Action Against a PGC Member.*** Any PGC Member in good standing may propose that any other PGC Member be disciplined by the Executive Committee. The reasons for the proposed disciplinary action shall be provided confidentially to the Secretary and shall be in writing clearly stating the facts providing the basis for the proposed disciplinary action and shall be accompanied by affidavits or exhibits which are to be used to support the proposed disciplinary action. The Secretary shall immediately

notify the President and the President shall appoint two officers (the "Initial Review Subcommittee"), one of whom may be the President, to review the written submissions. If the Initial Review Subcommittee believes the written submissions, if believed, could be the basis for disciplinary action of the accused PGC Member, the President shall set a date for the special meeting and the Secretary shall give at least fifteen (15) days' notice of the meeting to each Executive Committee Member, to the PGC Member who seeks the disciplinary action and to the accused PGC Member, which notice shall be in writing and will include a true copy of the written submissions provided to the Secretary by the PGC Member who seeks the disciplinary action.

3.18.3. **Appeal.** A PGC Member who has disciplinary action by the Executive Committee may appeal to the full membership of the Palmetto Gun Club. Such appeal shall be made in writing within 90 days of the previous disciplinary action by the Executive Committee to the Secretary who will notify the President. The President will call a special meeting of the Palmetto Gun Club for the sole purpose of acting on the appeal action against him or her. The Secretary shall give at least fifteen (15) days' notice in writing to all PGC Members in good standing stating the time, date, place, and reason for the special meeting. At the meeting, a full hearing de novo will be conducted in the same fashion as with the Executive Committee hearing. The PGC Members shall not have the right to ask questions, but simply to vote after the conclusion of the hearing. A vote will be taken by ballot of the PGC Members in good standing present and a vote of the PGC Members may overturn the action of the Executive Committee.

3.18.4. **Suspension or Expulsion by the NRA.** Any official or PGC Member who has been suspended or expelled by the National Rifle Association of America shall automatically be suspended or expelled from the Palmetto Gun Club immediately upon receipt of official notice by the Secretary of the Palmetto Gun Club from the Secretary of the National Rifle Association.

3.18.4.1. Each PGC Member must maintain the PGC Member's membership in the National Rifle Association.

3.18.5. **Report to NRA.** The National Rifle Association shall be given a complete report whenever a PGC Member is suspended or expelled, showing charges and actions taken.

3.18.6. **Acceptance and Waiver.** Each PGC Member agrees for himself, his family and guests that the procedures set forth in this section on disciplinary action, suspension or expulsion are fair, reasonable and sufficient to provide the PGC Member an opportunity to be heard and that no PGC Member shall have any right of action or suit against the Palmetto Gun Club, its PGC Members, Officers or Executive Committee Members for any action taken by any of them in good faith and without actual personal knowledge of the conclusive falsity of the matter being considered.

3.19. **Club Service & Working Days.** All PGC Members are required to participate in a minimum of 2 service days to the club. Club Service may be accrued either by work days at

the range or other club service as authorized by Executive Committee. Working days shall be scheduled by the Executive Range Officer at least three (3) times per year. Working Days will be posted on the club calendar. The Executive Committee shall have the discretion to give credit to PGC Members for Committee and other service work for the Palmetto Gun Club. The Executive Committee shall set and collect an assessment for PGC Members not participating in Club Service.

3.20. **Rules of Procedure.** The PGC Bylaws and applicable South Carolina law govern the procedure to be followed in the conduct of PGC Members and EC meetings.

3.20.1. Motions for action by the PGC Members shall be reduced to writing and read to the PGC Members present at the meeting at which the motion is to be considered.

3.20.2. For a motion made by a PGC Member to be voted upon by the PGC Members, it must receive a second by another PGC Member.

3.20.3. Each PGC Member present at a meeting at which a motion is to be voted upon by the PGC Members shall have the right to speak for or against the motion for up to five (5) minutes; provided however, the President otherwise shall have the right to limit (to not less than 5 minutes) or expand the amount of time a PGC Member may speak on a matter.

3.20.4. The president shall chair the meetings of the PGC Members, shall maintain order and shall address motions in the order made. The president shall have the authority to postpone any motion to the next regular meeting of the PGC Members in order to give proper notice to all members. In addition, any motion which has been made, seconded and discussed may be postponed by a majority vote of the PGC Members present, in order to give proper notice to all members. Proper notice is defined as notice by e-mail or letter.

3.20.5. No complex set of procedural rules such as Robert's Rules of Order govern meetings.

4. Executive Committee

4.1. **General Powers.** Subject to the other provisions of these Bylaws and applicable South Carolina law, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Palmetto Gun Club shall be managed under the direction of the Executive Committee.

4.2. **Number, Tenure and Qualifications of the Executive Committee Members.** The number of Executive Committee members ("Executive Committee Members") of the Palmetto Gun Club shall be three (3), Executive Committee Members At Large *plus* the number of Officers of the Palmetto Gun Club who shall be ex officio voting Executive Committee Members. Each At Large Executive Committee Member shall hold office until the next annual meeting of PGC Members, until such At Large Executive Committee Member resigns or until such At Large Executive Committee Member is removed. However, if an At Large Executive Committee

Member's term expires, the At Large Executive Committee Member shall continue to service until the At Large Executive Committee Member's successor shall have been elected and qualified. All Executive Committee Members must be PGC Members.

- 4.3. ***PGC Members May Attend Meetings.*** PGC Members may attend Executive Committee meetings; provided that any PGC Member desiring to attend an Executive Committee meeting shall give the president prior notice to allow the president to arrange for room to accommodate the PGC Members desiring to attend. PGC Members attending Executive Committee meetings may participate in the Executive Committee meeting only at the pleasure of the Executive Committee.
- 4.4. ***Regular Meetings.*** The Executive Committee shall provide, by resolution, the time and place for the holding of regular monthly meetings without other notice than such resolution. (If so permitted by these Bylaws, any such regular meeting may be held by telephone and any Executive Committee Member may participate in a meeting by telephone).
- 4.5. ***Special Meetings.*** Special meetings of the Executive Committee may be called by or at the request of the president or any three Executive Committee Members. The person authorized to call special meetings of the Executive Committee may fix the place for holding any special meeting of the Executive Committee, or if permitted by these Bylaws, such meeting may be held by telephone and any Executive Committee Member may participate in a meeting by telephone.
- 4.6. ***Notice of Special [EC] Meeting.*** The attendance of an Executive Committee Member at a meeting shall constitute a waiver of notice of such meeting, except where an Executive Committee Member attends a meeting for the express purpose of objecting to the transaction of any business and at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting. Notice of any special meeting shall be given at least two days previously thereto by e-mail. Any Executive Committee Member may waive notice of any meeting. Except as provided in the next sentence, the waiver must be in writing, signed by the Executive Committee Member entitled to the notice and filed with the minutes. The attendance of an Executive Committee Member at a meeting shall constitute a waiver of notice of such meeting, except where a Executive Committee Member attends a meeting for the express purpose of objecting to the transaction of any business and at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.
- 4.7. ***Executive Committee Quorum.*** A majority of the number of Executive Committee Members in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

4.8. ***Manner of Acting.***

- 4.8.1. ***Required Vote*** The act of the majority of the Executive Committee Members present at a meeting at which a quorum is present when the vote is taken shall be the act of the Executive Committee.
- 4.8.2. ***Telephone Meeting*** Any or all Executive Committee Members may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Executive Committee Members participating may simultaneously hear each other during the meeting. An Executive Committee Member participating in a meeting by this means is deemed to be present in person at the meeting.
- 4.8.3. ***Failure to Object to Action.*** An Executive Committee Member who is present at a meeting of the Executive Committee or a committee of the Executive Committee when corporate action is taken is deemed to have assented to the action taken unless:
- 4.8.3.1. He objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting; or
- 4.8.3.2. His dissent or abstention from the action taken is entered in the minutes of the meeting; or
- 4.8.3.3. He delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the Palmetto Gun Club immediately after adjournment of the meeting.

The right of dissent or abstention is not available to an Executive Committee Member who votes in favor of the action taken.

4.9. ***Action Without a Meeting.***

- 4.9.1. Action required to be taken at an Executive Committee meeting may be taken without a meeting if the action is assented to by all Executive Committee Members in writing and documented in minutes.
- 4.10. ***Removal of an Executive Committee Member*** By a 2/3 majority vote, of those members present, the PGC Members may remove one or more Executive Committee Members at a meeting called for that purpose if notice has been given that a purpose of the meeting is such removal. The removal may be with or without cause.

4.11. ***Vacancies.***

- 4.11.1. If a vacancy occurs in an Executive Committee position, including a vacancy resulting from an increase in the number of Executive Committee Members, the PGC Members may

fill the vacancy. During such time that the PGC Members fail or are unable to fill such vacancies then and until the PGC Members act:

4.11.1.1. The Executive Committee may fill the vacancy; or

4.11.1.2. If the Executive Committee Members remaining in office constitute fewer than a quorum of the Executive Committee, they may fill the vacancy by the affirmative vote of a majority of all the Executive Committee Members remaining in office.

4.11.2. A vacancy that will occur at a special later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs, but the new Executive Committee Member may not take office until the vacancy occurs.

4.11.3. The term of an Executive Committee Member elected to fill a vacancy expires at the next PGC Members' meeting at which Executive Committee Members are elected. However, if his term expires, he shall continue to serve until his successor is elected and qualifies or until there is a decrease in the number of Executive Committee Members.

4.12. **Compensation.** By resolution of the PGC Members Executive Committee Members shall not be paid expenses of attendance at meetings of the Executive Committee or any compensation as an Executive Committee Member.

4.13. **Committees & Other Appointed PGC Officials.**

4.13.1. The Executive Committee may annually appoint from among the PGC Members other officials as needed, such as: Webmaster, Newsletter Editor, Youth Director, etc.

4.13.2. **Creation of Committees.** The Executive Committee may create one or more committees and appoint Executive Committee Members and PGC Members to serve on them. Each committee may have one or more Executive Committee Members serve and may have other PGC Members serve on the committee.

4.13.3. **Selection of PGC Members.** The creation of a committee and appointment of PGC Members to it must be approved by a majority of all the Executive Committee Members in office.

4.13.4. **Required Procedures.** Section 4.3, 4.4, 4.5, 4.6, 4.7, 4.8 and 4.9, which govern meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Executive Committee, apply to committees and their members.

4.13.5. **Authority.** Each committee may exercise those aspects of the authority of the Executive Committee which the Executive Committee confers upon such committee.

4.13.6. **Standing Committees.** The following standing committees shall be permanent committees that shall be appointed annually by the Executive Committee and shall

exercise the powers and responsibilities designated by the Executive Committee from time to time subject to the provisions of this Section 4.12 and applicable law:

4.13.6.1. **Long Range Planning Committee.** The Long Range Planning Committee shall consist of the officers and PGC Members appointed by the Executive Committee. The Long Range Planning Committee's duties shall include, without limitation, developing long range plans to insure the continued viability of the Palmetto Gun Club's activities including, but not limited to:

4.13.6.1.1. Planning for the financing and acquisition of additional real property to which the Palmetto Gun Club's ranges can be relocated in the future as the properties adjacent to the Palmetto Gun Club's ranges are developed.

4.13.6.1.2. Developing and proposing to the Executive Committee plans for the further development of the Palmetto Gun Club's ranges.

4.13.6.2. **Range Management Committee.** The Range Management Committee shall consist of the Executive Range Officer who shall be its chairman and such other PGC Members as the Executive Committee shall from time to time determine and shall be responsible for overseeing the development and maintenance of the Palmetto Gun Club's ranges including, but not limited to, upkeep and maintenance of the range facilities and grounds,

4.13.6.2.1. Organizing and supervising PGC Member work days,

4.13.6.2.2. Conducting an inspection and review of the Palmetto Gun Club's non-financial records and properties and reporting to the PGC Members at least annually at the regular monthly meeting preceding the annual meeting concerning the state thereof, and

4.13.6.3. **Range Safety Committee.** The Range Safety Committee shall consist of the Chief Instructor who shall be its chairman, Executive Range Officer who shall be its vice chairman and such other PGC Members, including at least 2 match directors, as the Executive Committee shall from time to time determine and shall be responsible for overseeing safety at the Palmetto Gun Club's ranges including but not limited to,

4.13.6.3.1. Coordinate with each discipline the appointment of range safety officers,

4.13.6.3.2. Development and recommendation to the Executive Committee implementation of safety rules, procedures, and training programs for range officers, existing PGC Members and new PGC Members.

4.13.6.4. **Activities Committee.** The Activities Committee shall be chaired by the President or the Vice President and consist of; the Youth Director, Match Directors,

Course Directors, and Program Directors (or their designated representatives). The Activities Committee's duties shall include, without limitation,

- 4.13.6.4.1. Coordinating scheduling matches, courses and program events including, but not limited to recommending to the EC closing of ranges for matches for up to, but for no more than four (4) consecutive days, provided that closure of the ranges for more than four (4) consecutive days (for other than safety reasons) shall be subject to vote of PGC members at a regular meeting after at least ten (10) days' notice in the PGC monthly newsletter,
- 4.13.6.4.2. Reviewing and recommending for approval by the Executive Committee from time to time budgets for matches,
- 4.13.6.4.3. Developing and implementing programs to involve youths in the shooting disciplines and existing matches and developing specific youth oriented shooting programs,
- 4.13.6.4.4. Collecting and accounting to the Palmetto Gun Club for all fees, other funds, property and other consideration paid for participating in or in connection with a match at Palmetto Gun Club ranges and assist as requested by the Treasurer, from time to time, in fulfilling such duties,
- 4.13.6.4.5. Accounting for and maintaining the Palmetto Gun Club's match and related equipment thru the appointed match director,
- 4.13.6.4.6. Developing and recommending to the Executive Committee of new shooting disciplines and matches, and
- 4.13.6.4.7. Assuring that all money and property derived from whatever source from or related to the use of Palmetto Gun Club facilities, name or good will is the property of the Palmetto Gun Club and shall be turned over to the treasurer with full accounting for such money and property immediately upon receipt with all documentation and receipts and that all disbursements of Palmetto Gun Club money or property is made by or at the express direction of the Executive Committee or the Treasurer.
- 4.13.6.4.8. Maintain all paperwork for each match, class or event and turn in required paperwork to the appropriate club official in a timely manner.

5. Officers

5.1 Number. The officers of the Palmetto Gun club shall be a:

- 5.1.1. President,
- 5.1.2. Vice President
- 5.1.3. Secretary,
- 5.1.4. Treasurer,
- 5.1.5. Executive Range Officer,
- 5.1.6. Chief Instructor,

Each of whom shall be elected by the PGC Members at the Annual meeting, per 5.3.1.

5.2. No PGC Member may serve as an officer until the PGC Member has been a PGC Member at least two (2) years.

5.3. **Appointment and Term of Office.** The officers of the Palmetto Gun Club shall be appointed by the PGC Members for a term of two years.

5.3.1. The election of officers will be divided as follows:

- 5.3.1.1. President, Secretary, & Executive Range Officer will be nominated and voted for on Even Years.
- 5.3.1.2. Vice President, Treasurer, & Chief Instructor will be nominated and voted for on Odd Years.

5.3.2. Officers are elected by a plurality of the votes cast by the PGC Members entitled to vote in the election at a meeting at which a quorum is present.

- 5.3.2.1. In the event of a tie for an office, those candidates who are tied (and no others) shall be subject to a run-off election for the office for which the vote was tied.
- 5.3.2.2. Officers shall hold office until they resign, die, are removed or until their successor is elected and qualified.

5.4. **Removal.** Any officer or agent may be removed by the PGC Members at any time, with or without cause. If a motion is made to remove an officer or agent, the vote on the removal shall automatically be postponed and notice of the motion given to the PGC Members in the monthly

newsletter and the motion subjected to a vote at the next regular meeting of the PGC members. Any officer or agent appointed by the PGC Members may be removed by the PGC Members with or without cause. Appointment of an officer or agent shall not of itself create contract rights.

5.5. **President.** The president shall be the principal executive officer of the Palmetto Gun Club and, subject to the control of the Executive Committee, shall in general supervise and control all of the business and affairs of the Palmetto Gun Club. He shall, when present, preside at all meetings of the PGC Members and of the Executive Committee. The president shall have full authority to execute on the Palmetto Gun Club's behalf any and all contracts, agreements, notes, bonds, deeds, mortgages, certificates, instruments, and other documents except as may be specifically limited by these Bylaws or resolution of the PGC Members or the Executive Committee. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the PGC Members or the Executive Committee from time to time.

5.6. **The Vice President.** If elected or appointed, in the absence of the president or in the event of his death, 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. (If there is no vice-president, then the secretary shall perform such duties of the president). The vice-president shall perform such duties as from time to time may be assigned to him by the president or by the Executive Committee.

5.7. **The Secretary.** The secretary shall:

5.7.1. Conduct all official correspondence pertaining to the proper preparation and forwarding of all reports required of the club by the National Rifle Association and by the director of Civilian Marksmanship;

5.7.2. Be responsible for affiliating the club annually with the National Rifle Associations;

5.7.3. Keep the minutes of the proceedings of the PGC Members and of the Executive Committee.

5.7.4. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

5.7.5. Be custodian of:

5.7.5.1. The corporate records and of any Seal of the Palmetto Gun Club and if there is a seal of the Palmetto Gun Club, see that it is affixed to all documents the execution of which on behalf of the Palmetto Gun Club under its seal is duly authorized;

5.7.5.2. Its articles or restated articles of incorporation and all amendments to them currently in effect;

- 5.7.5.3. Its bylaws or restated bylaws and all amendments to them currently in effect;
 - 5.7.5.4. The minutes of all PGC Members' meetings, and records of all action taken by PGC Members without a meeting, for the past three (3) years to the extent that the minutes and records exist;
 - 5.7.5.5. All written communications to PGC Members generally within the past three (3) years, including the financial statement furnished for the past three years to the PGC Members;
 - 5.7.5.6. A list of the names and contact information of its current Executive Committee Members and Officers;
 - 5.7.5.7. A copy of its federal and state income tax returns for the last three years.
 - 5.7.5.8. Excerpts from minutes of any meeting of the Executive Committee, records of any action of a committee of the Executive Committee on behalf of the Palmetto Gun Club, minutes of any meeting of the PGC Members, and records of action taken by the PGC Members or Executive Committee without a meeting, to the extent not subject to inspection under Section 3.16.2.
 - 5.7.5.9. Accounting records of the Palmetto Gun Club; and
 - 5.7.5.10. The record of PGC Members (compiled on earlier than the date of the PGC Member's demand)
- 5.7.6. When requested or required, authenticate any records of the Palmetto Gun Club;
- 5.7.7. Keep a register of the post office address of each PGC Member which shall be furnished to the secretary by such PGC Member, and
- 5.7.8. 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 Executive Committee.

5.8. *The Treasurer.*

5.8.1. The treasurer shall:

- 5.8.1.1. Have charge and custody of and be responsible for all funds and securities of the Palmetto Gun Club;
- 5.8.1.2. Receive and give receipts for monies due and payable to the Palmetto Gun Club from any source whatsoever, and deposit all such monies in the name of the Palmetto Gun club in such banks, trust companies or other depositaries as shall be selected by the Executive Committee;

5.8.1.3. Withdraw funds only by check signed by the Treasurer and for the payment of such bills as shall have been approved by the Executive Committee;

5.8.1.4. Keep an accurate account of all his transactions and have present at all meetings of the Executive Committee and Palmetto Gun Club meetings a detailed report of all transactions completed since the last report to that body;

5.8.1.5. Cause an annual review of the PGC books by a certified public accountant to be approved by the EC and provide to the EC the report and recommendation of the certified public accountant. As a less expensive alternative coordinate a review team of at least three volunteer PGC members to review the PGC books for the prior fiscal year and provide a report to the EC and Membership. The annual review shall commence no later than three (3) months after the PGC yearly accounting close out. In either case, the annual review may be waived by a vote of the general membership for any given year.

5.8.1.6. In general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Executive Committee.

5.8.2. If required by the Executive Committee, the treasurer shall give a bond at Palmetto Gun Club expense for the faithful discharge of his duties in such sum and with such surety or sureties' as the Executive Committee shall determine.

5.8.3. The books of the Treasurer shall be open to any PGC Member in good standing for inspection upon request to the Treasurer.

5.9. **Executive Range Officer.** The Executive Range Officer shall:

5.9.1. Be in charge of range maintenance, work day efforts and recommending to the Executive Committee maintenance and improvements necessary or appropriate to maintain safe and useful range facilities, and

5.9.2. Chair the range development committee and carry out the duties attendant thereto.

5.10. **Chief Instructor.** The Chief Instructor shall coordinate training of the PGC Members

5.10.1. Provide safety briefing and training of new PGC Members prior to their certification for use of various PGC facilities; provided that the EC may from time to time require special certification for shooting at certain facilities or in certain matches or disciplines, and

5.10.2. Chair the Range Safety Committee and carry out the duties attendant thereto.

5.11. **Salaries.** No officer shall receive any salary for the performance of such officers' duties hereunder.

6. Match Rules.

All matches held by the Palmetto Gun Club will be governed by the affiliated body under which the match is being held. Any changes or deviations to those rules will be pointed out to all participants of the match immediately prior to the commencement of the match. Safety rules adopted by the PGC will take precedence over the safety rules of the match authority.

7. Disposition of Palmetto Gun Club Property upon Dissolution.

In the event of the dissolution of the Palmetto Gun Club, all properties and assets of the Palmetto Gun Club will be donated to the National Rifle Association.

8. Indemnification of Executive Committee Members, Officers, Agents, and Employees.

8.1. Executive Committee members, Match Directors, Course & Junior Instructors, Club Volunteers shall be indemnified, defended and held harmless by the Palmetto Gun Club from and against all liabilities, expenses of investigation, attorneys' fees, courts costs, judgements and amounts paid in settlement which may be imposed upon or reasonably incurred or paid by the Executive Committee members, Match Directors, Course & Junior Instructors, and Club Volunteers in connection with or resulting from any claim made against him or her, or any action, suit, proceeding or investigation in which he or she may be involved by reason of him or her being or having been an executive committee member, match director, instructor or club volunteer for the Palmetto Gun Club, whether or not he or she continues to be, an executive committee member, match director, instructor or club volunteer at the time of the claim, action, suit, proceeding or investigation.

8.2. The indemnification shall not extend to any of the following:

8.2.1. Any liability or cost with respect to any matter as to which any aforementioned individual is finally found to be guilty of bad faith or actual malice or willful and wanton misconduct, recklessness or gross negligence in the performance of his or her duties, or the course and scope of his or her responsibilities.

8.2.2. Any payment, expense or cost arising out of a settlement of any claim, action, suit or proceeding, unless:

8.2.2.1. The settlement shall be approved by the court having jurisdiction over the claim, action, suit or proceeding, with express knowledge of the existence of the indemnification provided hereby; or

8.2.2.2. The settlement shall have been made upon the written opinion of independent legal counsel selected by the Council, to the effect that there is no reasonable ground for any finding of bad faith, or of actual malice or willful or wanton misconduct or recklessness, or gross negligence on the part of any of the aforementioned

individuals and that an anticipated cost of the settlement will not substantially exceed the estimated cost and expense of defending the claim, action, suit or proceeding to a final conclusion.

8.2.3. Any liability or judgment paid by the Palmetto Gun Club itself;

8.2.4. The cost of independent legal representation in any action, suit or proceeding if the Palmetto Gun Club offers or otherwise indicates its willingness to provide a legal defense with respect to the claim, action, suit, proceeding or investigation.

8.2.5. Any attorney's fees, expenses or costs incurred by any of the aforementioned individuals in any action, suit, proceeding or investigation instituted by any of the aforementioned individuals against the Palmetto Gun Club.

8.3. In the event any aforementioned individual shall prevail in any action, suit or proceeding against him or her; any award of attorneys' fees, costs or expenses in favor of that individual shall be surrendered and assigned to the Palmetto Gun Club.

9. Corporate Seal

The Executive Committee may provide a corporate seal which may be circular in form and have inscribed thereon any designation including the name of the Palmetto Gun Club, South Carolina as the state of incorporation, and the words "Corporate Seal".

10. Bylaws Change Process.

10.1. Only PGC Members may amend or repeal any of the Palmetto Gun Club's bylaws.

10.2. Proposed amendments to the bylaws can be adopted only through the substantial compliance with the following process for studying, drafting, presenting and considering the amendment and restatement of the club's bylaws:

10.2.1. The Executive Committee shall publish in the monthly newsletter a notice that the Executive Committee is forming a Bylaws Subcommittee to study and make recommendations for amendments to the Palmetto Gun Club's bylaws and requests that PGC Members with the knowledge and expertise to assist in the process volunteer their time to serve on the Bylaws Subcommittee.

10.2.2. The Executive Committee shall thereafter appoint a Bylaws Subcommittee of PGC Members willing to serve on the Bylaws Subcommittee making sure to include such persons with the knowledge and expertise to provide guidance to the Palmetto Gun Club and a cross section of PGC Members with varying interests.

- 10.2.3. The Bylaws Subcommittee shall hold such meetings, communicate with each other, undertake such research and draft proposed revisions to the bylaws in the form of proposed amendments or amended and restated bylaws.
- 10.2.4. The Bylaws Subcommittee shall present to the Executive Committee the proposed amendments or amended and restated bylaws along with alternative provisions for items, if any, to which the members of the Bylaws Subcommittee do not agree.
- 10.2.5. The Executive Committee study the proposed amended and restated bylaws and make any revisions thereto the Executive Committee deems appropriate.
- 10.2.6. The Executive Committee, with the assistance of the Bylaws Subcommittee, and after notice in the monthly newsletter that the proposed amendments or amended and restated bylaws will be considered at the next monthly meeting, thereafter present and explain the proposed amendments or amended and restated bylaws to the membership at the next regularly scheduled monthly meeting, providing each PGC Member with a copy of the proposed amendments or amended and restated bylaws showing the changes from the existing bylaws.
- 10.2.7. At the following monthly meeting, after the PGC Members have had an opportunity to review and study the proposed amendments or amended and restated bylaws, the Executive Committee and the Bylaws Subcommittee shall again explain and answer any questions posed by the PGC Members.
- 10.2.8. The Executive Committee and the Bylaws Subcommittee shall hold a joint meeting and working session to discuss the comments and questions from the PGC members, make any changes the Executive Committee deems appropriate to the proposed amendments or amended and restated bylaws, and provide copies thereof to the PGC Members with a notice that the version of the amendments or amended and restated bylaws provided to the PGC Members will be presented to the PGC Members for a vote at the next monthly meeting.
- 10.2.9. At the next monthly meeting, the proposed amendments or amended and restated bylaws are presented for a vote by the PGC Members.

Secretary of the Palmetto Gun Club,

Aline Greene, PGC Secretary

Executed *August 22, 2013*, to be effective as of *August 22, 2013*.

Revised August 16, 2016
Brian Kirby, PGC Secretary

Revised January 15, 2019
Brian Kirby, PGC Secretary

Revised March 20, 2018
Brian Kirby, PGC Secretary