

BY-LAWS
Of the
SYRACUSE PISTOL CLUB, INC.

Statement of Purpose:

It shall be the purpose of the Syracuse Pistol Club, Inc. to encourage individual and organized pistol-shooting activities for its members and guests, add to members' knowledge concerning the safe handling and proper care of firearms, improve marksmanship skills, host shooting matches for the benefit, enjoyment, and instruction of its members and other shooters as approved under the provisions of these By-Laws, provide for upkeep of the Club's physical plant, and offer and promote entertainment, lectures, social affairs, celebrations, exhibition games, and amusements of any and all descriptions for the general enjoyment and instruction of the members.

A. Members

1. Dues paying members of the Syracuse Pistol Club, Inc. will pay dues annually on a due date to be prescribed by the Board of Directors. All such dues-paying members shall be Full Members, Associate Members and Senior Citizen Members.
2. Members of the Syracuse Pistol Club, Inc. shall have the use of all facilities of the club, except at times or parts restricted by the Board of Directors.
3. If more than one member of the same family residing in the same household joins the Syracuse Pistol Club, Inc., the dues for those Associate Members will be paid concurrently with the annual dues of the full members. They shall be herein referred to as Associate Members.
4. Only Full Members will have voting privileges (Note partial exception A-15 & T-5).
5. A person on the property of The Syracuse Pistol Club must possess a current membership card, and present it to any officer or member asking to see it when on club property.
6. The fees for members and others participating in League Shooting will be set by the Board of Directors as prescribed under D-8 and D-11 of the By-Laws.
7. One-third (1/3) of the members with voting privileges may, at any time, by a signed petition, request a membership meeting and vote on any matter.
8. All new members can obtain access to the hard-copy or electronic form of the current By-Laws at the convenience of the new member.
9. Candidates for elective office must be at least twenty-one (21) years of age and be a Full Member or Senior Citizen Member in good standing of the Syracuse Pistol

Club, Inc. for one (1) full year prior to the annual meeting. (note sections A-15, A-16)

10. Membership meetings will be held at the discretion of the President.
11. Annual meetings will be held on the last Monday in November.
12. All guest shooters must be personally supervised by a *qualified shooter who is a member of the Syracuse Pistol Club, Inc.*
13. The membership may at any time pass a motion to communicate to the Board of Directors that they wish to spend certain monies for a specific project. The Board must report its decision regarding the expenditure to the membership no later than the second meeting, or second month following passage of the motion.
14. Full membership constitutes ownership in the Syracuse Pistol Club, Inc. as stated in Section T of the By-Laws, (Note also Sect A-15 and T-5).
Associate member privileges are limited to only having full use of the Syracuse Pistol Club, Inc. They are excluded from any other benefits or privileges of the Syracuse Pistol Club, Inc.
Senior Citizen Member privileges are defined in section A-15.
Life Members shall be considered Full Members.

14.1 Junior Members - Only permitted at the club under supervision of Junior League Personnel for shooting purposes.
15. Any person of age 65 or older and who holds a valid New York State Pistol Permit may apply to the Syracuse Pistol Club, Inc. for a Senior Citizens Membership at such annual dues as prescribed by the Board of Directors. Such Senior Citizens Members will be accorded all privileges of the club, including holding a position of elected office, except; 1. The accumulation of shares ownership (past Full Member will retain their accumulated shares); 2. Past Full Members (who transferred their membership to Senior Citizen Membership) with accumulated shares may act under Section T as it pertains to the sale of Syracuse Pistol Club, Inc. property; purchase of replacement property; and/or dissolution of the Syracuse Pistol Club, Inc. assets.
16. Each member of the Syracuse Pistol Club, Inc. must be at least twenty-one years old (21) and must possess a valid New York State pistol permit. Law enforcement officers who legally possess handguns on their shield and do not hold a New York State pistol permit will be treated the same as members who hold a valid New York State pistol permit.
17. The words He, Him and His as used in these By-Laws are not gender specific and are intended to indicate both male and female persons.

B. League Shooters

1. The Board of Directors will set the Range Rules, Fees and Expenditure for Awards for League Shooters (both member and non-member) as prescribed under D-8 and D-11 of the By-Laws.

C. Directors

1. The maximum number of members who may serve on the Board of Directors shall be twenty-five (25) (to conform to the club's Corporate Papers) and no fewer than eight (8). A term of service on the Board of Directors shall be three years. The Board of Directors shall make a recommendation for increasing the number of members serving on the Board in excess of eight (8). Thereafter the size of the Board of Directors may be raised no more than two (2) per year as prescribed under S-1 of the By-Laws. This number may be raised from time to time as the Board sees fit to recommend, but at no time may the size of the Board of Directors exceed twenty-five (25) although to conform to current non-profit recommendations it would be best to keep the board to 15 or less.
2. At each Annual Meeting, as the terms of members expire, Directors shall be elected (or re-elected) for a three year term to fill any vacated offices.
3. The President of the Syracuse Pistol Club, Inc., while acting under section D-1 and H-2 of these by-laws, will also serve as Chairman of the Board of Directors, but he or she will not be identified as having any voting power of a Director. He or she will have no voting power except as might be specifically bestowed in certain cases elsewhere in these By-Laws.
4. In the event a Director's chair is vacated for any reason and the uncompleted term exceeds six months, the President of the Syracuse Pistol Club, Inc. will call a special meeting of the membership to elect a replacement Director for the balance of the uncompleted term. Such special meetings will be called within thirty (30) days after the President is notified by the Board of Directors that a Director's chair has been vacated, as prescribed under section I-5 of these By-Laws.
5. In the event a Director's chair is vacated for any reason, and the uncompleted term is less than six months, the President of the Syracuse Pistol Club, Inc. will appoint a temporary Director to serve for the balance of the term. Such appointment must be made within thirty (30) days after the Board of Directors has been notified that a Director's chair has been vacated as prescribed under I-5 and D-20 of the By-Laws.
6. If a Director desires to run for an Executive Office, he must first resign his Director's Chair.
7. No Executive Officer can also serve as a Director either by election or appointment.
8. Directors who are elected by the membership or who hold office by appointment will be eligible for re-election without limitation.

9. Directors will take office on January 1st following their election at the annual meeting.
10. Five (5) Directors will constitute a quorum after a proper call. A majority vote will be required to carry any matter. The Chairman of the Board will not have a vote in any matter except to break a tie, after two (2) successive votes have been taken on the same matter with a tie in each vote.
11. When an Executive Officer or member of the Board of Directors misses three (3) consecutive meetings or a total of five (5) meetings in one (1) fiscal year or lapses his membership dues for a period of six (6) months without an acceptable excuse to the Board of Directors his term of office shall be terminated by written notice to the delinquent Officer or Director and a nominating committee of one Director, one Officer and one member at large shall select a replacement candidate for the remainder of the terminated Officer or Directors term. The candidates name will be posted on the bulletin board at least fifteen (15) days before the next Board/Membership meeting and will be voted on at that meeting. Any member may also propose, no later than five (5) days before the meeting a candidate, so the nominating committee has time to confirm that candidate's willingness to serve. If there is one candidate, the secretary will cast one unanimous vote. If there is a contest, then voting will be secret and the person receiving the largest number of votes will be elected.

D. Duties of the Directors

1. Directors will serve under the Chairman of the Board, who also holds the office of President of the Syracuse Pistol Club elected by the membership.
2. The Secretary will act as recording secretary to the Board of Directors.
3. They will meet at the call of the Chairman of the Board, the usual meeting time being the first Monday or Tuesday of the month.
4. A special meeting may be called only after any four (4) Directors request such a special meeting and after all members of the Board of Directors have been properly notified
5. The Directors will be provided with current reports of all committees and current financial reports of the club.
6. The Directors will advise the members and/or the Executive Officers of the Syracuse Pistol Club, Inc. in such matters as they deem necessary in the best interests of the club.
7. All financial expenditures are relegated to the Board of Directors. They will authorize expenditures and approve payment of all authorized bills incurred by the

Syracuse Pistol Club, Inc. They shall not, however, indebt the Syracuse Pistol Club, Inc. greater than four thousand dollars (\$4,000) without approval of the membership on vote of ownership shares. The minutes of the Board of Directors showing a resolution to indebt the Syracuse Pistol Club, Inc. in excess of four thousand dollars (\$4,000) shall also show current liabilities to date (excluding current land mortgage) but including promissory notes, or other evidence of indebtedness, and current bills payable, and the current balance in the treasury, as prescribed under T-11 of the By-Laws.

8. The Directors shall set all dues, salaries, and fees for the Syracuse Pistol Club, Inc.
9. They shall authorize the handling of any special funds by the Treasurer.
10. They shall set the Range Rules, Fees, and Expenditures for Awards for League Shooters (both members and non-members) as prescribed under B-1 of the ByLaws.
11. They will notify the President of the Syracuse Pistol Club, Inc. immediately if a Director's chair is vacated and the President shall then act as prescribed under I-5 of the By-Laws.
12. The Directors will set the rules of conduct of the club; hear all charges against members, Executive Officers, or Directors, the latter as prescribed under D-14 of the By-Laws **and** absolve or prescribe such disciplinary action as they deem just. At any hearing of charges against any member of the Syracuse Pistol Club, Inc., both the accuser (s) and the accused (s) must be present. If the accused does not present himself before the Board after a proper call, or advise his inability to be present at that time, it shall be deemed an automatic plea of guilty to the charge.
13. In the event charges are brought against a Director by a member, the Director against whom charges are brought shall have no vote in the proceeding. The Chair of the Board will chair such hearings where charges are brought against a member or Director unless he or she chooses to excuse him or herself. Then the Board will elect its chairman for the hearing. The chairman presiding over this meeting will have no vote. But if a vote is taken twice in succession and is a tie in each case, the chairman will vote to break the tie, on a third vote of the Board. All voting ballots will be secret. See also R-3.
14. Any hearing of charges against any member, Executive Officer, or Director, will be held in closed session.
15. Any amendment to the By-Laws as prescribed under Q-1 shall be checked by the Board of Directors for clarification and continuity with other articles of the Bylaws, and the author of the amendment advised of either its approval for presentation to the membership or if other changes in the By-Laws are required.

16. The Directors shall accept the services of independent contractors whom they deem most qualified for such work as plowing, grounds maintenance, league statistical records keeper, other maintenance, etc. and shall have a written contract with such parties stipulating the work to be done by them and the price to be paid, but in no case shall the Board enter into an employer-employee relationship with them.
17. If any Executive Officer refuses or neglects to carry out any duties of his office as prescribed in these By-Laws, then the Board of Directors shall act to carry out those duties.
18. The Directors shall have the right to hold a secret ballot vote on Life Membership after approval of the Executive Committee (See E.4). Such member(s) receiving Life Membership are excluded from paying annual dues and shall have all rights and privileges of Full Members.
19. The Directors shall approve interim officer appointments of the President as prescribed under I-2 of the By-Laws.

E. The Executive Officers

1. The Executive Officers shall be the President; Vice President; Secretary; Treasurer and Executive Range Officer.
2. Executive Officers will take office January 1st.
3. If an Executive Officer desires to run for a Director's Chair he or she must first resign their Executive Office.
4. The Executive Committee will have the right to bestow Life Membership

F. The Vice President

1. The Vice President will be elected for a Two-Year Term by the membership at the Annual Meeting, to run concurrently with the term of the President.

G. Duties of the Vice President

1. It will be the duty of the Vice President to assist the President in any way the President may prescribe.
2. To assume the duties of the President during his absence or inability to function as President, or upon the resignation of the President.
3. To attend Board of Director meetings with the right of communication, but no vote.

H. The President

1. The President will be elected for a two-year term by the membership starting at the Annual Meeting of November 1975 and take office on January 1, 1976. Elections for President at subsequent alternate annual meetings of the Syracuse Pistol Club shall also be for two-year terms of service. Should the office of President become vacant, the Board must schedule a special meeting of the membership to elect a new President to serve the remainder of the Presidential term. Pending that election, the Vice President will assume the responsibilities of the President.
2. The President will also serve as Chairman of the Board of Directors. He will have no voting power except as might be specifically bestowed upon Him in certain cases elsewhere in these By-Laws.
3. His term of office will be two years.
4. He will be eligible for re-election without limitation.

I. Duties of the President

1. It shall be the duty of the President to preside over all regular and special meetings of the membership, and act as Chairman of the Board of Directors.
2. If the office of Vice President; Secretary; Treasurer; or Executive Range Officer is vacated for any reason the President shall within 30 days call a special meeting of the membership to fill the vacated office. The President may appoint an interim officer with the approval of the Board of Directors to fill the office until the election is held.
3. It shall be the duty of the President to appoint such committee as he deems necessary from time to time.
4. It shall be the duty of the President to see that he is provided with current committee and financial reports at every regularly called meeting for the benefit of the membership.
5. In the event a Director's chair is vacated during his term of office it shall be the duty of the President to act within thirty (30) days as prescribed under C-4 or C-5 of the By-Laws whichever applies. Note also D-20.
6. The President will appoint a nomination committee sixty (60) days before the annual meeting, whose duty it will be to choose one (1) candidate for each elective office to be voted at the annual meeting. Duties of this committee and rules regarding nominations are set forth under S-1 of the By-Laws.
7. The President has the option to appoint a Trophy committee for League whose duty will be to select the trophies and advise the Board of Directors of the trophies to be

purchased; their cost; and to secure authorization from the Board of Directors to purchase them.

8. Any duties or powers not relegated or restricted by these By-Laws shall be delegated to the President of the Syracuse Pistol Club subject to such restraints as the Board of Directors or the Membership shall see fit to impose.
9. The President will call and preside over all Membership, Board, or Joint Meetings, but have no vote in the proceedings unless such vote is specifically authorized to the President elsewhere in these By-Laws.

J. The Club Secretary

1. The club Secretary shall be elected by the membership at the annual meeting for a three-year term, or, if for an unexpired term, then for the remainder of that unexpired term.
2. The club Secretary may run for re-election without limitation.

K. Duties of the Club Secretary

1. The Club Secretary shall handle such other varied duties that fall outside the scope of and do not conflict with the specified duties of other club officers.
2. The club Secretary shall coordinate affairs of the club and officers and provide the President/Chairman of the Board of Directors with an outline agenda for any forthcoming meeting.
3. The club Secretary will act as recording secretary to the Board of Directors.

L. The Club Treasurer

1. The club Treasurer shall be elected by the membership at the annual meeting for a three-year term, or, if for an unexpired term, then for that unexpired term.
2. The club Treasurer may run for re-election without limitation.
3. The club Treasurer will be bonded at the club expense for an amount agreed upon by the Board of Directors.

LI. Duties of the club Treasurer

1. The club Treasurer shall keep records of all club funds and be prepared to give a current report to the President or the Board of Directors at their request.
2. The club Treasurer shall pay all bills authorized by the Board of Directors as prescribed under D-7 of the By-Laws.
3. The club Treasurer shall report and be responsible directly to the Board of Directors.
4. At the discretion of the Board of Directors and subject to the election at the annual meeting, the offices of Secretary and Treasurer may be held concurrently by one person.

LII. The Executive Range Officer

1. The Executive Range Officer shall be elected for two (2) years
2. The Executive Range Officer may run for re-election without limitation.

LIII. Duties of the Executive Range Officer

1. The Executive Range Officer shall be present at all regular meetings, see that order is maintained and remove, or have removed, anyone not conducting themselves in a polite and orderly manner.
2. The Executive Range Officer shall at any other time have the power to remove or have removed anyone not authorized to be on club property, or not conducting themselves in a polite and orderly manner.
3. The Executive Range Officer shall enforce the directives of the President/Chairman of the Board of Directors; or the Vice President when acting in the President's absence.
4. The Executive Range Officer shall be in charge of the range and appoint Assistant Range Officers. He or she shall enforce the range rules. He or she shall see to or appoint others to see to the repair of targets, upkeep of the ranges, and advise the President on the need of supplies, maintenance required on the ranges, and any other problems encountered on the ranges.
5. The Executive Range Officer or his committee shall familiarize all persons, applying for membership in the Syracuse Pistol Club. He will also instruct those persons in the safe handling of guns on the line and club grounds and provisionally approve the applicant's membership when satisfied with the applicant's proficiency. The Executive Range Officer

in conjunction with the membership committee will set the safety standards and requirements.

P. The Annual Meeting

1. The annual meeting will be held on the last Monday in November.
2. All members will be advised of the annual meeting in writing at least two weeks in advance of the meeting date, and as a notice posted in a conspicuous place in the clubhouse.
3. A slate of candidates for elective offices will be presented to the membership as prescribed under I-6 and S-1 of the By-Laws. If there is more than one candidate for an office, voting will be by secret ballot as prescribed under S-1 of the ByLaws. If there is only one candidate for an office, it shall be moved that the recording secretary cast one unanimous vote for that candidate.
4. At the annual meeting, the membership will elect persons to fill those offices whose terms have expired or are being held by appointment under C-5 or I-2 of the By-Laws. Election to the office of an unexpired term of an Officer or Director shall be for that Officer's or Director's unexpired term. One or two (no more than two) additional Directors may be elected for a term of three years if recommended by the Board of Directors as prescribed under C-1 and S-1 of the By-Laws.
5. (Reserved)
6. A reading of all committee and financial reports will be given to the membership.
7. The membership will act on any business properly brought before the meeting.

Q. Amendments to the By-Laws

1. Any member offering an amendment to these By-Laws shall present the amendment to the President in writing. The President will turn over the proposed amendment to the Board of Directors, who will check it for clarity and continuity with the existing articles of the By-Laws. The Board of Directors will inform the member who proposes to amend the By-Laws of its analysis of the proposed amendment and the Board's opinion as to the amendment's suitability for presentation to the membership. Specifically, the analysis shall highlight any changes that would be required in the amendment or in the By-Laws to ensure compatibility between the proposed amendment and the existing By-Laws. Or should there be a conflict between text in the proposed amendment and the existing By-Laws, the Board is charged with clarifying the substantive change(s) that the amendment would make to the version of the By-Laws currently in force. Following such an analysis, reconciliation, and any revision of the text of the proposed amendment, the President shall read the proposed amendment at the next regular meeting of the membership. The proposed amendment shall then be posted in a conspicuous place

in the clubhouse (if presented in the winter season) or in a conspicuous place in the outdoor range house (if presented in the summer season). The posting shall include an announcement that the amendment will be voted on at the next regular meeting of the membership and the date of that meeting.

2. A two-thirds (2/3) majority vote of the membership present will be required for approval of the amendment, with the exception of Section T where Section T-13 will take precedence.

R. Miscellaneous

1. Any person or persons authorized to handle funds of the Syracuse Pistol Club, Inc. shall, at the discretion of the Board of Directors, be bonded at the expense of the Syracuse Pistol Club, Inc.
2. An independent annual audit will be made of the Syracuse Pistol Club, Inc. financial records within thirty (30) days prior to the annual meeting.
3. Any member, against whom disciplinary action is prescribed by the Board of Directors, may demand the President of the Syracuse Pistol Club, Inc. call a special meeting of the membership at which time the charges against him will be read, the evidence presented, and at which time he may offer his defense. Both accuser (s) and accused (s) must be present and identified. Members may direct such questions as they feel pertinent. Upon completion of the hearing a secret vote will be taken of the membership present to uphold the disciplinary action prescribed by the Board of Directors or to dismiss the charges. See D-13; 14 and 15 of the By-Laws.
4. Lifetime membership can be revoked at any time if it shown that the receiving member has shown themselves to be detrimental to the Club, defaming the reputation of the Club, or if the member has had their NYS Pistol Permit revoked.

S. Nominations, Voting and Election

1. The President of the Syracuse Pistol Club, Inc. will appoint a nominating committee sixty (60) days before the annual meeting as prescribed under I-6 of the By-Laws. No later than forty-five (45) days before the date of the annual meeting the nominating committee shall notify the President in writing of the names of the candidates for the various offices. Independent nominations for various offices may be made by any Full Member or Senior Citizen Member of the Syracuse Pistol Club, Inc. by notification to the President in writing not less than fourteen (14) days prior to the annual meeting. If there is only one candidate for an office, it shall be moved that the recording secretary cast one unanimous vote for that candidate. In the case where there is more than one candidate for an office the candidate receiving the most votes will be declared elected to that office.
2. Newly elected Directors and Executive Officers will take office on January first as prescribed under C-9 and E-2 of the By-Laws.

T. The purpose of this section shall be to establish ownership of the Syracuse Pistol Club Inc. by an equitable distribution of shares. Since this is a non-profit shooting club, established for the recreation and pleasure of its members, the voting of shares shall be allowed only under special conditions which are not specifically stated in these By-Laws.

1. Section T of the By-Laws was made retroactive to November 27, 1967 by amendment effective July 28, 1969 excepting subsection T-11 and any later amendments.
2. Beginning November 27, 1967 (date of the first annual meeting under the new By-Laws) any person joining the Syracuse Pistol Club, Inc. as a full member through November 25, 1968 (date of the second annual meeting) was credited with one voting-ownership share in the Syracuse Pistol Club, Inc commencing the date of the second annual meeting November 25, 1968 and each annual meeting

thereafter each member who maintains continual paid full membership shall be credited with one voting-ownership share in the Syracuse Pistol Club, Inc. prior to the commencement of business on the agenda of the annual meeting.

3. If a member neglects to pay his dues in continuity for a period of one year prior to the annual meeting his accumulated shares shall be void.
4. Voting-Ownership shares are not transferable.
5. Life Members will be given shares in continuity from the date life membership is bestowed plus any shares owned previously and have club full membership voting privileges. Past full members who have transferred membership to Senior Citizens Membership will have restricted club voting privileges which will allow only voting of their shares as stated in Sect. A-15 of the By-Laws.
6. In the event of the proposed sale of the property of the Syracuse Pistol Club, Inc., the Board of Directors will arrange the terms, price, etc. of such sale and then bring it before the membership, each member having the number of votes his ownership shares entitle him to. A majority vote rules. Voting will be by members present; absentee votes (received in writing over members signature) and by Board of Directors voting those shares not otherwise instructed according to its (the Boards) majority recommendation to the membership. Nothing in this section, however, shall be held to deprive the Board of Directors of the right to mortgage, rent, sell, or take such other action it deems proper to clear an unresolved obligation(s) of the Syracuse Pistol Club, Inc. as stated in D-7; T-10; and T-11; of the By-Laws to which the Board of Directors has pledged the Syracuse Pistol Club, Inc. by their signatures.
7. In the event of the sale of the land, buildings(s) etc. owned by the Syracuse Pistol Club, Inc., whereby membership no longer has facilities for enjoying the sport of shooting as previous to the sale, then the Board of Directors shall within one (1)

year from the sale of the property find another suitable location for the establishment of the shooting facilities previously enjoyed by the membership and present its findings to a properly called meeting of the membership. The membership shall be given a two-week period to inspect the property and another meeting shall be called to vote on purchase of the property. This vote shall be on a one vote per share basis. Majority vote rules. Voting will be by members present; absentee votes; (received in writing over members signature); and by Board of Directors voting those shares not otherwise instructed according to its majority recommendation to the membership. If vote is negative, the Board of Directors may call a second meeting within a two-week period for another vote on the same property. If vote is again negative the Board of Directors shall seek other property.

8. At the end of one (1) year from the date of the final sale of the Syracuse Pistol Club, Inc. property, as stated in T-7 of the By-Laws, if no replacement property has yet been purchased, a meeting of the membership shall be called and a vote of the members by shares-ownership shall be taken to decide whether to grant the Board of Directors an extension of time to secure other property. Voting will be by members present and absentee votes (received in writing over members signature). Uncommitted shares will not be voted by the Board of Directors.
9. If the membership decides against an extension of time, per T-8 of the By-Laws then all bills, taxes, and other indebtedness against the Syracuse Pistol Club, Inc. shall be paid and the balance then in the treasury shall be pro-rated among its members according to the number of shares owned by each, and the club (corporation) dissolved.
10. In the event that the Syracuse Pistol Club, Inc. is at any time unable to meet any of its obligations to which the Board of Directors has guaranteed said obligation(s) per D-7; T-6 and T-11; of the By-Laws and no other means of relief is offered the Board of Directors by the membership, then four weeks from the date the Board of Directors has notified the membership in writing of the unresolved obligation(s), the Board of Directors shall have the right to mortgage, rent, sell, or take such other steps as it deems necessary to resolve the obligation(s). In the event of sale of the Syracuse Pistol Club, Inc. land, building(s) and/or such other property owned by the Syracuse Pistol Club, Inc. individually or collectively, to settle any unresolved obligation(s), then all bills, taxes, and other indebtedness against the Syracuse Pistol Club, Inc. shall be paid and any balance in the Treasury shall be used to purchase new property or divided among the membership per sub-sections T-6; T-7; T-8; and T-9 of the By-Laws of the Syracuse Pistol Club, Inc.
11. The Board of Directors shall not indebt the Syracuse Pistol Club, Inc. excluding present land mortgage, greater than four thousand dollars (\$4,000) without approval of the membership on vote of ownership shares. The minutes of the Board of Directors showing a resolution to indebt the Syracuse Pistol Club, Inc. in excess of four thousand (\$4,000) shall also show current liabilities to date (excluding current land mortgage) but including promissory notes, or other evidence of indebtedness,

and current bills payable, and the current balance in the Treasury, as prescribed under D-7 of the By-Laws.

12. A shares-ownership book shall be maintained and displayed at each annual meeting showing the number of shares credited to each member as of the annual meeting
13. Section T of the By-Laws shall not be further amended, added to, or deleted from, without a two-thirds (2/3) approval of members voting their shares ownership. Voting will be by members present and absentee vote (received in writing over member signature). Uncommitted shares will not be voted by the Board of Directors. In the event the By-Laws of the club/corporation should be rewritten at a future time, Section T in its entirety, and without change, must be incorporated in those new By-Laws. Eligible, shares voting members, must have been notified at least thirty (30) days prior to a meeting in which there is to be a vote of shares ownership.

U. Conflict of Interest Policy

1. Purpose

The purpose of the Conflict-of-Interest Policy is to protect this tax-exempt organization's (herein "Syracuse Pistol Club" or "SPC") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or board member of SPC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions

A. Interested Person.

Any board member, principal officer, or member of a committee with general board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1) An ownership or investment interest in any entity with which SPC has a transaction or arrangement,
- 2) A compensation arrangement with SPC or with any entity or individual with which SPC has a transaction or arrangement, or
- 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which SPC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial. A financial interest is not necessarily a conflict of interest. Under Section 2B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures

A. Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed or voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest.

1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2) The chairperson of the governing board or committee shall, if appropriate appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3) After exercising due diligence, the governing board or committee shall determine whether SPC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in SPC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

A. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

B. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. Record of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee decisions as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6. Compensation

A. A voting member of the governing board who receives compensation, directly or indirectly, from SPC for services is precluded from voting on matters pertaining to that member's compensation.

B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SPC for services is precluded from voting on matters pertaining to that member's compensation.

C. A voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SPC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

7. Annual Statements

Each board member, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

Has received a copy of the conflicts of interest policy, and

A. Has read and understands the policy,

B. Has agreed to comply with the policy, and

- C. Understands that in order for SPC to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

8. Periodic Reviews

To ensure SPC operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to SPC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

9. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 8, SPC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

7/7/2015

End