

BYLAWS OF

McHenry Illinois Defensive Pistol Association, Inc.

An Illinois Not-for-Profit Corporation

ARTICLE 1 - NAME AND LOCATION

1.1 Name

The name of this corporation, which is a not-for-profit corporation organized under the General Not for Profit Corporation Act of the State of Illinois, is McHenry Illinois Defensive Pistol Association, Inc. (hereinafter "Corporation" or "Club"). The business of the Corporation may be conducted as McHenry IDPA or McIDPA. It shall be in existence in perpetuity or until formally dissolved by action of competent authority.

1.2 Location

The principal office of this corporation shall be situated in the State of Illinois at such specific location as the Board of Directors shall determine from time to time. The Corporation may also have such other offices as the Board of Directors determines from time to time.

ARTICLE 2 - PURPOSE

2.1 General Purpose

The Corporation is organized and operated for the following general purposes:

- (a) Exclusively as a social club organized and operated for the pleasure and recreation of its members within the meaning of §501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law.
- (b) To exercise such of the rights, powers, duties, and authority of a not-for-profit corporation organized under the General Not for Profit Corporation Act of the State of Illinois which are consistent with the preceding paragraph.
- (c) The Corporation shall not engage in the business of making its social and recreational facilities available to the general public. Further, the Corporation shall not make any solicitation of the general public to utilize club facilities.

2.2 Specific Purposes

- (a) To support and promote safety, training, education, marksmanship, and competition in the sport of practical and defensive shooting;
- (b) To support the individual right of every person to keep, bear, and use arms, as guaranteed by the Second Amendment of the United States Constitution.
- (c) The Corporation may affiliate with any organizations that share with the Corporation these interests.
- (d) The Corporation may revise these purposes as necessary from time to time by resolution of the Board of Directors.

ARTICLE 3 - MEMBERSHIP

3.1 Qualifications for Membership

The Corporation is a private club. The Board of Directors reserves the right to refuse, revoke, suspend, or deny membership at any time if it deems that the individual's membership may not be in the best interests of the Corporation.

Any citizen or legal permanent resident of the United States who may legally own firearms or use them under the supervision of an adult and who has never been convicted of a crime of violence may apply to become a member of the Corporation after meeting the requirements below.

The members of the Corporation shall consist of such persons as:

1. Apply for membership on a form approved by the Board of Directors;
2. Agree to support the purposes and goals of the Corporation;
3. Agree to abide by the Bylaws and all Rules and Regulations of the Corporation as amended from time to time; and
4. Execute a waiver of liability, release, indemnification, and hold-harmless agreement in a form acceptable to the Corporation.

Membership shall not be denied because of race, color, gender, religion, national origin, sexual orientation, veteran status, age, physical disability, or any other status or condition protected by law.

3.2 Classes of Members

The membership of the Corporation shall be divided into two classes, regular members and junior members.

- (a) Regular members. Regular members are members who are twenty-one (21) years of age or older and whose current annual dues have been paid.
- (b) Junior members. Individuals under the age of twenty-one (21) may become junior members with the written permission of a parent or legal guardian in a form approved by the Corporation. They may participate in Corporation activities under the supervision of a parent or legal guardian. They must be sponsored by a Regular member of the Corporation. Junior members automatically become Regular members upon attaining the age of twenty-one (21) years.

The Board of Directors shall have the authority to establish and define additional non-voting categories of membership.

3.3 Voting Rights

Each Regular member in good standing shall be entitled to cast one vote with respect to matters submitted to the members for action or approval.

3.4 Dues

Annual membership dues will be determined by the Board of Directors and reflected in the Corporation's Rules and Regulations. There shall be no initiation fee.

3.5 Term of Membership

The membership term shall be July first to June thirtieth, regardless of the date that membership dues were paid.

3.6 Membership Cards

The Board of Directors may provide for the issuance of cards, certificates, or other instruments that serve as evidence of membership rights or voting rights (hereinafter referred to as "cards"), which shall be in such form as may be determined by the Board of Directors. Such cards shall be issued by a member of the Board of Directors and numbered. A record shall be kept of each card issued.

3.7 Resignation and Termination

Any member may resign by filing a written resignation with the Secretary.

The Board of Directors may expel any member by a simple majority vote, said vote to be taken by secret ballot. Due notice and an opportunity for defense shall be provided, with a minimum of 30 days prior notice. The Executive Committee may waive this notification period in the event that an urgent decision must be made. The decision of the Board of Directors shall be final.

3.8 Arrests and Court Orders

Any member who becomes ineligible, temporarily or permanently, to own or possess a firearm, whether by court order, conviction, or other legal action, or is arrested for a felony or other offense that may impair the member's ability to own or possess firearms, shall inform the President within forty-eight (48) hours and provide details of the situation, including a copy of any relevant court order, charges, and/or other legal documentation. The member's privilege to participate in Corporation shooting activities shall be then suspended. This suspension may be removed by action of the Board of Directors if the member provides sufficient documentation that the member's eligibility to own and possess firearms has been fully restored. Failure to abide by these requirements will incur immediate and permanent expulsion.

3.9 Confidentiality

The names, addresses, telephone numbers, and email addresses of Corporation members comprise information that is strictly confidential and for exclusive use by the Board of Directors. This information shall not be sold, leased, loaned, or otherwise provided to any other individual, group, or organization for any reason. No person not authorized by the Board of Directors may use this confidential information to solicit, advertise, inform, or conduct in an open forum discussions regarding the Corporation, its Directors, Officers, or members. Any violation will be grounds for immediate and permanent revocation of membership.

ARTICLE 4 - DIRECTORS AND OFFICERS

4.1 Powers

The business, property, and affairs of the Corporation shall be managed and controlled by the Board of Directors. Subject to restrictions imposed by the law of the State of Illinois, where the Corporation is organized, by the Articles of Incorporation, or by these Bylaws, the Board of Directors shall exercise all of the powers allowable by state law.

4.2 Number of Directors

The number of Directors shall not be less than 3 nor more than 9. The exact number of Directors may be fixed from time to time by resolution of the Board of Directors.

4.3 Term of Directors and Officers

Each Officer or Director shall serve for a term of one year or until his or her successor is elected.

4.4 Qualifications

- (a) Only Regular members are eligible to serve as a Director or Officer.
- (b) All Directors and Officers shall be twenty-one (21) years of age or older.
- (c) Directors and Officers shall maintain individual membership in the International Defensive Pistol Association (IDPA) for the duration of their term of office. They are strongly encouraged to be members of the National Rifle Association.
- (d) Directors and Officers are strongly encouraged to maintain or obtain certification as a NRA Firearms Instructor, IDPA Safety Officer, and/or USPSA Range Officer (L1), if classes are available.

4.5 President

The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the members and Board of Directors. The President shall be an ex-officio member of all committees. The President, subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Corporation. The President shall have other duties and responsibilities and may exercise such other powers as are usually incident to this office or as from time to time may be assigned by these Bylaws or the Board of Directors.

4.6 Secretary

The Secretary shall keep custody of the official seal of the Corporation, legal documents of the Corporation, membership records containing names and addresses of each member, minutes of all meetings, and all Corporation funds. The Secretary shall have other duties and responsibilities and may exercise such other powers as are usually incident to this office or as from time to time may be assigned by these Bylaws or the Board of Directors.

4.7 Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation, and inventory of assets, and a record of all liabilities. The Treasurer shall deposit all money and other securities in such depositories as may be designated by the Board of Directors, disburse the funds of the Corporation as ordered by the President or Board of Directors, and prepare all statements and reports required by law, by the President, or by the Board of Directors. The Treasurer shall have other duties and responsibilities and may exercise such other powers as are usually incident to this office or as from time to time may be assigned by these Bylaws or the Board of Directors.

4.8 Chief Safety Officer

The Chief Safety Officer (CSO) shall oversee the activities of the Safety Officers and is responsible for establishing appropriate policies and procedures related to range and match safety. The Chief Safety Officer must be a Safety Officer certified by the International Defensive Pistol Association. The Chief Safety Officer shall have other duties and responsibilities and may exercise such other powers as are usually incident to this office or as from time to time may be assigned by these Bylaws or the Board of Directors.

4.9 Chief Match Director

The Chief Match Director shall supervise the coordination of matches and is responsible for the acquisition, maintenance, and disposal of equipment and supplies used in Corporation activities. The Chief Match Director must be a Safety Officer certified by the International Defensive Pistol Association. The Chief Match Director shall have other duties and responsibilities and may exercise such other powers as are usually incident to this office or as from time to time may be assigned by these Bylaws or the Board of Directors.

4.10 Director-at-Large

Directors-at-Large shall have duties and responsibilities and may exercise such other powers as from time to time may be assigned by these Bylaws or the Board of Directors.

4.11 Executive Committee

The Executive Committee shall be elected by the Board of Directors. All members of the Executive Committee must be serving Directors. The Executive Committee is empowered to exercise the powers of the full Board of Directors with respect to any matter that, as determined by the President, should not be postponed until the next scheduled meeting of the full Board. It shall not have the power or authority to act on behalf of the Board of Directors with respect to the following matters:

- (a) adopting, amending, or repealing the Articles of Incorporation or the Bylaws of the Corporation;
- (b) amending the Corporation's purpose;
- (c) electing, appointing, or removing Officers or Directors;
- (d) changing the membership of, or filling vacancies in, the Executive Committee;
- (e) approving dissolution, merger/sale, or transfer of assets of the Corporation;
- (f) obligating the Corporation to new debt; and
- (g) amending or repealing any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

The Executive Committee shall maintain minutes of meetings and regularly report to the Board of Directors on Executive Committee findings, recommendations and actions, and any other matters the Executive Committee deems appropriate or the Board requests.

4.12 Meetings

The Board of Directors shall have a minimum of one meeting in each fiscal year at times and places fixed by the Board of Directors. Board meetings shall be held upon two weeks' notice by first-class mail, electronic mail, or facsimile transmission, or one week's notice when delivered personally or by telephone.

4.13 Quorum

At any meeting of the Board of Directors, a minimum of half the total number of directors, rounded down to the nearest whole number, plus one, shall constitute a quorum.

4.14 Resignation and Termination

Any Officer or Director of the Corporation may resign by filing a written notice of resignation with the Secretary/Treasurer.

Any Officer or Director may be removed by the Board of Directors upon a two-thirds (2/3) majority vote of the entire Board of Directors, conducted by secret ballot.

4.15 Vacancies

If any vacancies occur in the Board of Directors, a meeting of the remaining members of the Board of Directors, though they may be less than a quorum, shall be called within 60 days. By simple majority vote, the Board of Directors shall appoint a member to the vacant office. In the event that this vacancy cannot be filled, the President or Secretary may call a special meeting of the members to elect a member to fill the vacancy.

4.16 Compensation

Corporation Directors and Officers shall not receive any salary or compensation for their services. Reimbursement of business expenses incurred in the performance of Director or Officer duties shall be made upon submission of all pertinent receipts to the Treasurer for payment, subject to review by the President.

4.17 Conflicts of Interest

The Board of Directors shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when contemplating any transaction or arrangement which may benefit any Director, Officer, employee, affiliate, or member of a committee with Board-delegated powers.

ARTICLE 5 - MEETINGS OF MEMBERS

5.1 Annual Meetings

The annual meeting of the members shall take place in the month of May, June or July, with the specific date, time, and location designated by the President. At the annual meeting, the members shall elect Directors, receive reports on the activities of the Corporation, and determine the direction of the Corporation for the upcoming year.

5.2 Special Meetings

Special meetings may be called by the President or a simple majority vote of the Board of Directors. A petition signed by five percent of the voting members may also call a special meeting.

5.3 Notice of Meetings

Notice of each meeting shall be sent to each voting member by electronic mail not less than two weeks prior to the meeting.

5.4 Quorum

The members present at any properly announced meeting shall constitute a quorum.

5.5 Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

5.6 Proxy Votes

Any voting member may appoint a proxy to vote on the behalf of the voting member. The appointment is effective upon receipt by the President by electronic mail or in written form. The appointment may specify a general authorization to vote at the discretion of the proxy, or specify votes on specific issues. The appointment must specify a duration, with a maximum of 30 days, and is renewable. The appointment is revocable upon receipt by the President by electronic mail or in written form.

ARTICLE 6 – STATEMENT OF NON-DISCRIMINATION

In the conduct of all aspects of its activities, the Corporation shall not discriminate on the grounds of race, color, gender, religion, national origin, sexual orientation, veteran status, age, physical disability, or any other status or condition protected by law.

ARTICLE 7 - PROHIBITED ACTIVITIES

7.1 Actions Jeopardizing Tax Status

The Corporation shall not carry out any activities not permitted to an organization exempt from Federal income taxes under §501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

7.2 Lobbying and Political Activities

The Corporation shall not endorse, support, or contribute to any specific political candidate or political party, whether local, state, or Federal. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation.

7.3 Private Inurement

No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, or members. Specifically, club revenue generated from nonmembers shall not be used to the personal advantage of the members. However, the Corporation is authorized to pay reasonable compensation to employees for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.

7.4 Litigation

The Corporation shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

ARTICLE 8 - OTHER FINANCIAL MATTERS

8.1 Property of the Corporation

The title to all property of the Corporation, both real and personal, shall be vested in the Corporation.

8.2 Disposition Upon Dissolution

Upon dissolution of the Corporation, all properties of every kind shall be liquidated or assigned a fair market value. After all debts and obligations have been satisfied or otherwise provided for, the resulting monies shall be distributed to other not-for-profit charities, agencies, or scholarships as deemed proper by the membership.

8.3 Contracts

The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it pecuniarily liable for any purpose or amount. When the execution of any contract or instrument has been authorized by the Board of Directors, the President may execute the same in the name of, and on behalf of, the Corporation and may affix the corporate seal of the Corporation thereto.

8.4 Financial Accounts

The Corporation may establish one or more checking accounts, savings accounts, or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage, or disburse any funds for Corporation purposes. All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer(s) or agent(s) of the Corporation, and in such manner, as is determined by the Board of Directors from time to time.

8.5 Limitations of Debt

No debt shall be incurred by the Corporation beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by the Board of Directors.

8.6 Liability of Directors and Officers

No director or officer of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment.

8.7 Liability of Members

No members of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment.

8.8 Fiscal Year

The fiscal year of the Corporation shall commence on July first and terminate on June thirtieth of each year.

ARTICLE 9 - COMMITTEES

The President may create and appoint committees as needed. The President serves as an *ex-officio* member of all committees. Any member of the Corporation may be appointed to serve on a committee.

ARTICLE 10 - INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified Officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer, Director, or employee under this Article shall apply to such Officer, Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 11 - AMENDMENTS TO BYLAWS

These Bylaws may be amended, revised, or repealed by a two-thirds (2/3) majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

ARTICLE 12 - SEVERABILITY AND INDEPENDENCE

Any portion of these Bylaws which are held to be improper or unenforceable shall not affect the remainder, which shall remain in full force and effect. Each portion is intended to be followed and enforced fully, independent of any other portion.

CERTIFICATION OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of the McHenry Defensive Pistol Association, Inc., were approved by the Board of Directors on June 7, 2014 and amended March 23, 2016 and December 13, 2017. They constitute a complete copy of the Bylaws of the Corporation.

William Ching