(10162025 DRAFT #6)

BYLAWS OF RIO SALADO SPORTSMAN'S CLUB (RSSC) 501(C)(4) CORPORATION

PREAMBLE:

The Rio Salado Sportsman's Club continuously maintains its Principal Office located at 3960 N. Usery Pass Road in Mesa, AZ 85207. The First Principle of the RSSC is to provide a safe and enjoyable venue for the law-abiding citizens of the State of Arizona and their guests to exercise their Federal and State Constitutional Rights to Keep and Bear Arms. To that end, it is the mission of the RSSC to promote education in the manual of arms, marksmanship, safety, maintenance, competitive shooting, hunter safety, wildlife conservation, sportsmanship and civic responsibility in all firearms disciplines. Affordable firearms range facilities will be made available to all law-abiding citizens and their guests with an emphasis on the importance of providing timely education to the youth in our community to help ensure they become healthy and productive members of the Republic.

BOARD OF DIRECTORS

General Powers/Books/Records

1. The business and affairs of the Rio Salado Sportsman's Club 501(C)(4) Corporation (hereafter RSSC and/or the Corporation) will be managed by or under the direction of the RSSC Board of Directors. RSSC shall keep correct and complete books and records of account as well as the minutes of proceedings of its meetings, resolutions, and membership at large. All books and records of the corporation may be inspected by any member in good standing, or their agent, for any proper purpose allowed by law or these Bylaws at any reasonable time.

Number, Tenure, Quorum and Qualifications

2. The Board of Directors will consist of the Executive Board and the Division Directors. The Executive Board is comprised of the Executive Officer, President, Vice President, Secretary, Treasurer, and the Chief Firearms Instructor. Each Division shall be

represented by one (1) Division Director. Executive Board Members and Division Directors will hold office for a two-year term or until that Board member's earlier resignation or removal. Any Board of Director may resign at any time upon notice given in writing or by electronic transmission to the Corporation. To transact business at a meeting of the Board of Directors, a quorum of the Board of Directors eligible to vote is required. A majority of the Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. A majority decision by the Board of Directors present at a meeting at which a quorum is present will be the Act of the Board of Directors. All members of the Board of Directors must be 18 years of age when they assume office. All members of the Board of Directors shall be dues paying RSSC members in good standing. All members of the Board of Directors must be members of the National Rifle Association.

Regular Meetings/Quorum

3. Regular meetings of the Board will be held monthly within the State of Arizona. An annual meeting of the membership shall be held in January each year for the purpose of announcing the results of the election of members of the Executive Board of Directors as well as Division Directors. The annual meeting and the regularly monthly meeting can be held at the same date and time with Board of Directors' approval. Unless otherwise directed by the Board of Directors, all regular meetings will be held at 3960 N. Usery Pass Road, Mesa, AZ 85207. A majority of the Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. Neither vacant positions nor proxies count towards determining if a quorum is present.

Special Meetings/Quorum

4. Special meetings of the Board of Directors may be called by or at the request of the President, or by two (2) members of the Board of Directors, or by one-tenth (1/10th) of the Membership at Large. The person or persons calling that special meeting of the Board may fix any date, time or place, within the State of Arizona, to be the date, time and place for holding that special meeting. Unless otherwise directed by the Board of Directors, all

special meetings will be held at 3960 N. Usery Pass Road, Mesa, AZ 85207. A majority of the Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. Neither vacant positions nor proxies' count towards determining if a quorum is present.

Notice

5. Written notice of the date, time, and place of a regular meeting, annual meeting and/or a special meeting of the Board of Directors will be given at least ten days (10) prior to the date set for that meeting. The written notice to members of the Board of Directors can be given personally, by mail, by private carrier, by telegraph, by telephone facsimile, by email, or by any other manner as permitted by the General Corporation Laws of Arizona. Notice to the membership at large shall be made by no less than three (3) of the following methods: USPS Mail; Computerized Electronic Mail; Postings at the Main Range, the Practical Bays, the High-Power Range, Small Bore Range and the Activity Center; and the RSSC website. The notice will be made by the Secretary or one of the persons authorized to convene a meeting of the Board of Directors. Any notice shall state the reason for the meeting.

6. If written notice is mailed, correctly addressed to a Board of Director's address as provided in the Corporation's current records, the notice will be deemed to have been given to that Board of Director at the time of mailing. If written notice is sent by private carrier or if the written notice is sent by United States mail, postage prepaid and by registered or certified mail, return receipt requested, the notice will be deemed to have been given to a Board of Director on the date shown on the return receipt. Otherwise, notice is effective when received by a Board of Director.

7. Notice of any Board of Directors' meeting may be waived by a Board of Director before or after the date and time of the meeting. The waiver must be in writing, must be signed by a Board of Director, and must be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The attendance of a Board of Director at a meeting of the Board will constitute a waiver of notice of that meeting except where a Board of

Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

Action by Directors Without a Meeting

8. Any action to be taken at any meeting of the Board or of any committee of the Board may be taken without a meeting if all members of the Board or committee, as the case may be, consent to it in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee. This filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

Remote Communication Meetings

9. Remote communication means any electronic communication including conference telephone, video conference, or any other method or forum currently available or developed in the future by which Directors in different locations may simultaneously communicate with each other.

10. A meeting of the Board may be held by any means of remote communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person is afforded a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting.

Vacancies and Newly Created Directorships

11. When vacancies or newly created directorships resulting from any increase in the authorized number of Directors occur, a majority of the Directors then in office, although less than a quorum, or a sole remaining Director will have the power to appoint new Directors to fill this vacancy or vacancies. Each new Director so chosen will hold office until the next annual meeting of the Board.

12. When one or more Directors resign from the Board and the resignation is to become effective

at a future date, a majority of the Directors then in office, including those who have so resigned, will have the power to appoint new Directors to fill this vacancy or vacancies. The appointments of these new Directors will take effect when the resignation or resignations are to become effective, and each new Director so chosen will hold office until the next annual meeting of the Board.

Removal

13. Any Division Director may be removed, for good cause, by 2/3 vote of the Board of Directors then entitled to vote at an election of Directors during a special meeting of the Board of Directors properly noticed and called for that purpose. A Director subject to a removal proceeding for good cause by the Board of Directors shall not have a vote in the removed Director's replacement.

Meeting Organization

14. Meetings of the Board of Directors will be presided over by the President, or in the President's absence by the Vice President. The Secretary will act as secretary of the meeting, but in the absence of the Secretary, the person presiding at the meeting may appoint any person to act as secretary of the meeting. An agenda shall be published and distributed to the Board of Directors before each meeting. Board meetings are open to the Board of Directors, the membership at large and their guests.

Chair of the Board

15. The Chair of the Board is the President. The Chair of the Board will preside at all meetings of the Board of Directors, and exercise and perform any other authorities and duties as may be from time to time delegated by the Board of Directors and/or these Bylaws. The Chair of the Board shall implement and abide by ***Robert's Rules of Order*** for all meetings.

Compensation

16. The Board of Directors serve at the pleasure of the membership and shall not receive compensation for their services.

Presumption of Assent

17. A Board of Director of the Corporation who is present at a meeting of the Board will be presumed to have assented to an action taken on any corporate matter at the meeting unless:

a. The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting.

b. The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

c. The Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before the adjournment of the meeting or to the Corporation within a reasonable time after adjournment of the meeting.

18. Any right to dissent or abstain from the action will not apply to a Director who voted in favor of that action.

COMMITTEES

19. The President and/or Board of Directors may designate one or more committees, each committee to consist of one or more of the Directors of the Corporation and/or members of the RSSC. The President and/or the Board of Directors may designate one or more Directors and/or members of the RSSC as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

20. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether that member or members constitute a quorum, may unanimously appoint another member of the Board of Directors and/or membership of RSSC to act at the meeting in the place of any absent or

disqualified member subject to the approval of the Board of Directors.

21. The committee or committees, to the extent provided in the resolution of the President and/or the Board of Directors will have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. However, no such committee will have the power or authority in reference to the following matters:

a. Adopting, amending or repealing any Bylaw of the Corporation.

b. Remove a Board of Director for good cause.

c. Restrict, suspend or expel a member for good cause.

d. Amending the Articles of Incorporation.

e. Merging RSSC with any other corporation and/or entity.

f. Authorizing the sale, lease, exchange and/or mortgage of any RSSC property and/or assets.

g. Amending, altering, or repealing any Board of Director Resolutions.

Tenure

22. Each member of a committee will serve at the pleasure of the Board of Directors.

Meetings and Notice

23. The method by which Board of Directors' meetings may be called and the notice requirements for these meetings as set out in these Bylaws will apply to any committee designated by the Board of Directors as appropriate.

Quorum

24. The requirements for a quorum for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Action Without a Meeting

25. The requirements and procedures for actions without a meeting for the Board of Directors as set out in these Bylaws will apply to any committee designated by the Board of Directors as appropriate.

Resignation and Removal

26. Any member of a committee may be removed at any time, with or without cause, by a resolution adopted by a majority of the full Board of Directors. Any member of a committee may resign from the committee at any time by giving written notice to the President or the acting Chair of the Board of Directors, and unless otherwise specified in the notice, the acceptance of this resignation will not be necessary to make it effective.

Vacancies

27. Any vacancy in a committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Committee Rules of Procedure

28. A committee will elect a presiding officer from its members and may fix its own rules of procedure provided they are not inconsistent with these Bylaws. A committee will keep regular minutes of its proceedings, and report those minutes to the Board at the first subsequent meeting of the Board.

Range Masters, Match Directors, Range Officers

29. The Board of Directors may authorize an Executive Major Match Sub Committee, operating under one of the established Divisions, the Public Shotgun Range, the Public Main Range or a qualified Commercial User Group, to retain qualified personnel to ensure that Major Match Competitions and/or Legacy Match Competition are conducted in a safe, secure, and enjoyable

manner during the pendency of any given match. Range Masters, Match Directors and Range Officers shall have the obligation, duty, and authority to enforce range safety rules, environmental protection rules, and good sportsmanship rules consistent with RSSC rules as well as applicable Match Rules during the pendency of a Major Match Competition and/or Legacy Match Competition. Any competitor and/or guest violating RSSC and/or Major Match Rules may be denied further participation in the competition by a Range Master, Match Director and/or Range Officers without formal review by the Board of Directors as normally required by these Bylaws. Any proactive measures taken by Range Masters, Match Directors and Range Officers shall not constitute a bar to subsequent discipline by the Board of Directors and/or the Membership at Large consistent with these Bylaws.

EXECUTIVE OFFICERS

Election of Officers

30. The officers of the Corporation will consist of the Executive Officer, the President, the Vice President, the Treasurer, the Secretary, the Chief Firearms Instructor, and any other Officers and/or assistant officers as determined in these Bylaws or the Articles of Incorporation or by the Board of Directors.

31. The Executive Officer, the President, the Vice President, the Secretary, the Treasurer, and the Chief Firearms Instructor shall be elected by the RSSC membership at large. Each Division Director shall be elected by the Division Membership as set forth in the Bylaw's Election Guidelines.

Term of Office

32. Each Executive Officer and each Division Director will hold office until a successor is duly appointed and qualified or until the Officer's/Director's death or until the Officer/Division

resigns or is removed as provided in these Bylaws. Executive Board members are term limited to four (4) consecutive terms in the same office. To maintain continuity of governance, the Executive Officers shall run for election in staggered terms. The offices of the President, the Treasurer and the Executive Officer shall be held one year apart from the elections of the offices of the Vice President, the Secretary and the Chief Instructor.

Removal Procedures

33. Any Officer, Director, or Agent appointed by the Board of Directors may be removed by two-thirds (2/3rds) vote of the Board of Directors at any meeting at any time for good cause. Ten days' notice shall be given by the President to the involved officer in compliance with these Bylaws' Notification process. If the President is the involved officer, the Vice President shall provide timely notice to the President. Any officer, director, or agent removed for cause will no longer be eligible to serve on the Board of Directors for a period of three (3) years from the date of removal.

Vacancies

34. The Board of Directors may fill a vacancy in any office because of death, resignation, removal, disqualification, or failure to perform the duties of the office of an Executive Board Member. The Board of Directors may fill a vacancy of any Division Director office because of death, resignation, disqualification and/or failure to perform the duties of the office of a Division Director. In the event of removal by the Board of Directors, a Division has 30 days to hold a special election to replace the removed Division Director.

Executive Officer

35. The powers and duties of the Executive Officer will be:

a. To advise the Board of Directors and RSSC Employees on the acquisition, remodeling, construction, maintenance and operations of all ranges and facilities.

b. To contract for goods and services as may be necessary for the operation of the facility.

c. To prepare and maintain a Five-Year Plan for facility improvements.

d. To implement special assignments assigned by the President from time to time; and

e. To appointment an assistant, when necessary, subject to the approval of the Board of Directors, to assist with facility improvements.

President

36. The powers and duties of the President will be:

a. To preside over all meetings of the Board of Directors and its membership.

b. To conduct and control all principle executive business affairs of the RSSC.

c. To co-sign with the Secretary all legal documents not expressly reserved by the Board of Directors for the operation of the RSSC.

d. To represent the RSSC as prescribed by the Board of Directors.

e. To serve as an ex-officio member of any sub-committees.

f. To serve as the RSSC Corporate Agent; and

g. To assign duties to the other members of the Executive Board of Directors as necessary.

Vice President

37. If the President is unavailable, is incapacitated or refuses to act, the Vice President will assume the duties, powers and restrictions of the President. The Vice President will perform any other duties as from time to time may be delegated to the Vice President by the President or by the Board of Directors and may include:

a. To assume the duties, powers, and restrictions of the President when the President is absent, unable, and/or unwilling to perform the powers and duties of the Presidency; and

b. To perform such other duties as assigned by the President from time to time.

Treasurer

38. The powers and duties of the Treasurer will be:

a. To keep accurate financial records for the RSSC.

b. To have charge, care and custody of all funds and securities of the RSSC.

c. To receive and provide receipts for all money due and payable to the RSSC and deposit all money in the name of the RSSC in such secured FDIC secured lending institutions approved by the Board of Directors.

d. To perform and conduct audits.

e. To supervise an Assistant Treasurer with the advice and consent of the Board of Directors.

f. To perform such other financial duties as assigned by the President from time to time.

g. Prepare or cause to be prepared monthly fiscal statements using a qualified firm of accountants authorized by the Board of Directors.

h. Prepare or cause to be prepared an annual audit of the corporate books by a qualified firm of accountants authorized by the Board of Directors.

Secretary

39. The Secretary will perform the following duties:

a. To keep and preserve the minutes of all monthly meetings for future reference.

b. To provide all timely notices in accordance with the bylaws and state law to the Board of Directors and the RSSC membership.

c. To serve as the custodian of records for the RSSC's seal and records.

d. To affix the RSSC seal to all official documents.

e. To keep the postal address of each member of the RSSC secure and confidential unless required by official business and/or state law.

f. To co-sign with the President all legal documents not expressly reserved by the Board of Directors for the operation of the RSSC.

g. To provide advice and consent on administrative matters to the Board of Directors and the RSSC Range Office.

h. To file all necessary reports with the Arizona Corporation Commission and ensure the Statutory Agent's identity is updated as required by law.

i. To perform duties from time to time assigned by the President; and

j. To supervise an Assistant Secretary with the advice and consent of the Board of Directors.

Chief Firearms Instructor

40. Subject to the control and authority of the Board of Directors the Chief Firearms Instructor will perform the following duties:

a. To qualify and serve as a National Firearms Association certified Firearms Instructor for RSSC.

b. To have sole authority to approve organizations to use RSSC facilities for training Purposes.

c. To maintain all training records.

e. To cause to investigate, prepare and maintain all incident reports.

f. To preside over all RSSC sponsored small arms instruction. To appoint assistant firearms instructors as necessary.

Delegation of Authority, Executive Board, Board of Directors, Membership and Discipline

41. The Board of Directors reserves the authority to delegate the powers of any Officer to any other Officer or agent, notwithstanding any provision in these Bylaws.

42. The purpose of the Executive Board is to provide oversight to the range, range operations, and range facilities consistent with the first principles set forth in the Bylaw's Preamble. The Executive Board shall retain and set the compensation for one qualified RSSC Range Manager. The Executive Board shall have the authority to allocate the necessary funding to finance the daily operations of the RSSC facility including maintenance and repairs.

The Executive Board shall have the authority to allocate the necessary funding to finance remedial measures in the event of an emergency at the RSSC facility. The President shall calendar regular meetings of the Executive Board to fulfill its obligations. Executive Board matters will be resolved by majority vote. Matters unresolved by majority vote shall be submitted to the Board of Directors for resolution.

43. The purpose of the Board of Directors is to further, protect and defend the first principles set forth in the Bylaws Preamble. To that end, the Board of Directors shall meet monthly and establish up to fourteen (14) Divisions with each Division Chaired by a Division Director. The current Divisions include Air Gun, Black Powder, Bullseye, Cowboy Fast Draw, Full Auto, Rifle Silhouette, Practical Pistol, Multi Gun, High Power, Tuesday Night Steel, Cowboy, Lever Action, Junior and .22 Pistol.

a. The Board of Directors has the sole authority to approve the expenditure of funds in excess of $1,000.00 for Capital Improvements, Scholarships, Grants, Donations, and Sponsorships.

b. The Board of Directors shall offer advice and consent on posted range rules; facility operation hours; membership fee increases, incidental fee increases, proposed Bylaw Amendments; election guidelines; formal policy and procedures; and substantial subsequent remedial measures that do not constitute an immediate emergency.

c. The Board of Directors shall vote to approve new membership applications.

d. The Board of Directors has the authority to discipline members who violate range safety rules, engage in egregious unsportsmanlike behavior, conduct themselves in a manner inimical to the corporation's interests, and/or bring disrepute upon RSSC.

e. Any member of the Board of Directors may timely petition the Board of Directors for Club Action which shall be made in writing forwarded to the attention of the Secretary who shall include the written call for action in the next Regular Meeting Agenda. Matters presented to the Board of

Directors for action shall be decided by the majority of votes entitled to be cast by the members present at a regular meeting at which a quorum is present unless a greater proportion is required by law or by these Bylaws.

f. Designate and retain a qualified firm of accountants to audit and examine the books of the corporation and to certify and report in writing to the Board of Directors and the Membership at Large the annual balances and condition of such books as prepared at the close of the fiscal year.
g. Cause a monthly report to be prepared by a qualified auditing firm or the Treasurer within 15 days of the end of the previous month including a balance sheet and statement of income and expenses for the previous month based on the books of the corporation.

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

i. A majority of the Board of Directors present may vote to adjourn a Regular or Special Meeting.

Divisions

44. Once constituted, a Division has all the rights and privileges appertaining thereunto. All Divisions are subject to the RSSC's range rules, regulations, policies, procedures and bylaws. Every Division Director shall attend monthly and special meetings. A Division Director may appoint a proxy to attend a meeting or a special meeting. Failure to comply with all such rules may result in the loss of range privileges. The Board of Directors has the authority to create, fold, merge, combine, divide, suspend, and/or terminate a Division for good cause. The creation of a new Division requires an application signed by ten (10) RSSC members and approval of the Board of Directors. Any motion to terminate a Division requires two thirds (2/3) vote of the Board of Directors. Any Division who fails to represent itself at four (4) Board of Director's Meetings during a twelve (12) month period shall be deactivated from all activities for the ensuing twelve

(12) month period and must petition the Board of Directors for reactivation as a new division.

Membership at Large

45. RSSC Members in good standing must be eighteen (18) years of age; complete a RSSC application containing the RSSC affirmation of good citizenship and timely pay an annual membership fee as set from time to time by the Board of Directors. Members in good standing are qualified to vote in annual elections for the Executive Board of Directors. Each member in good standing shall be entitled to one vote. Family Memberships in good standing are qualified to cast two (2) votes. Annual elections ballots for the Executive Board may be cast electronically and/or in person at the RSSC Office. Members qualified to vote at a Special Meeting must do so in person. No proxies shall issue to a member at large. One percent (1%) of eligible Members at Large constitutes a quorum at any Appeal to the Membership. RSSC Membership is not transferable or assignable.

Discipline and Due Process

46. Members who engage in egregious unsportsmanlike conduct, unsafe range misconduct, act in a manner inimical to the corporate interest, and/or bring disrepute upon the RSSC are subject to the loss of range privileges, suspension, and/or revocation of RSSC Membership. Such allegations shall be documented in a written incident report and delivered to the Range Manager in a timely manner. The Range Manager shall determine if any corroborating evidence is in the possession of the RSSC and preserve that evidence for future review. The Range Manager shall then notify the President, the Secretary and the Chief Firearms Instructor of the written complaint. The Chief Firearms Instructor shall conduct a complete and thorough inquiry and document the facts in a written incident report. The President shall provide notice and call for a Special Meeting of the Board of Directors. The involved members shall be invited to attend the Special Meeting, review any

written incident reports, view any material evidence, and provide voluntary testimony to the Board of Directors. The Board of Directors shall then vote to affirm the allegation or decline to affirm the allegation. If the allegation is affirmed by two-thirds (2/3rds) of the Board of Directors present at any properly constituted meeting, the Board of Directors may restrict 0a member's range privileges, suspend the member, or expel the member.

Discipline Appeal

47. Any member suspended or expelled by the Board of Directors may appeal in writing to the Membership at Large within 30 days of the Board of Director's decision. The written appeal shall be filed with the Secretary. The Secretary shall notify the President who shall ensure proper notice and call for a Special Meeting of the Membership at Large. At the Special Meeting, the Secretary shall read the written allegation, present supporting evidence, display material exhibits and present the findings of the of the Board of Directors from the Special Meeting's minutes. The involved members may address the Membership at Large. At the conclusion of the appeal, the members in good standing physically present at the hearing may cast one vote to affirm or one vote to overturn the Board of Directors' decision. A Board of Director's discipline decision requires two-thirds (2/3) vote to overturn. If the Board of Director's decision is upheld, the member may appeal this decision to Arizona Game and Fish Department.

Fee Refund

48. Any member expelled from the RSSC shall have their annual membership dues refunded on a prorated manner.

Conflicts of Interest

49. Any member of the Board of Directors and/or the Executive Board shall be recused from their duties if they have a conflict of interest in a member discipline

proceeding.

Membership Classes

50. There are four (4) classifications of Memberships: Daily, Individual, Family, and Special. The Fees for all four Memberships Classifications and their guests shall be set by from time to time by the Board of Directors.

Range Fees

51. All members and guests shall pay additional Range Fees as determined and set from time to time by the Board of Directors.

Certificates of Membership

52. RSSC shall issue Certificates of Membership to all qualifying classes of membership. The memberships shall be consecutively numbered. The name and address of each member shall be entered on the records of the corporation. A certificate of membership is considered issued when a membership badge is either hand delivered to a member or their representative, or when mailed to the address provided by the member.

LOANS, CHECKS, DEPOSITS, CONTRACTS

Loans

53. Without authorization by a resolution of the Board of Directors, the RSSC is prohibited from making or accepting loans in its name or issuing evidence of indebtedness in its name. The authorization of the Board of Directors for the Corporation to perform these acts can be general or specific.

Checks, Drafts, Notes

54. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the RSSC must be signed by a designated Officer or

Officers, agent or agents of the Corporation and in a manner as will from time to time be determined by resolution of the Board of Directors or as set forth in the bylaws.

Deposits

55. All funds of the Corporation not otherwise used will be deposited to the credit of the Corporation in FDIC insured banks, trust companies, or other depositories designated by the Board of Directors with the advice and consent of the Treasurer.

Fiscal Year End

56. The fiscal year end of the Corporation is June 30th.

Voting Securities Held by the Corporation

57. An Officer or agent designated by the Board of Directors will, with full power and authority attend, act, and vote, on behalf of the Corporation, at any meeting of security holders or interest holders of other corporations or entities in which the Corporation may hold securities or interests. At that meeting, the delegated agent will have and execute any and all rights and powers incidental to the ownership of the securities or interests that the Corporation holds.

Contracts

58. The Board of Directors may give authority to any Executive Officer or agent, to make any contract or execute and deliver any instrument in the name of the RSSC and on its behalf, and that authority may be general or specific.

Loans to Employees/Officers/Gifts

59. The RSSC may not lend money to, or guaranty any obligation of, or otherwise assist, any Executive Officer or employee of the Corporation or of any subsidiary of the Corporation, including any Board of Director or employee who is a member of the Corporation or any subsidiary of the Corporation.

60. No member of the Board of Directors may accept any individual gift or gratuity from any source that might create a conflict of interest, nor may any Board member engage in any conduct that would result in a conflict of interest. Any gifts and/or donations to the RSSC shall be made in accordance with State and Federal laws through appropriate nongovernmental organization approved by the Arizona Game and Fish Department. All such gifts and/or donations should be disclosed to the Board of Directors for review and follow up before any such gift and/or donation is accepted.

CONFLICTS OF INTEREST

61. The purpose of the conflict-of-interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an Executive Officer or Board of Director of the Corporation 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.

Definitions

62. Any Board of Director, Executive Officer, or member of a committee with governing Board of Director delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

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

a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement.

b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as

gifts or favors that are not insubstantial.

A Financial Interest is not necessarily a conflict of interest. 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.

Duty to Disclose

64. 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 Board of Directors and members of committees with governing Board of Directors' delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists

65. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the governing Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

66. An Interested Person may make a presentation at the governing Board or committee meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The Chair of the governing Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing Board of Directors or committee shall determine whether the Corporation 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.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board of Directors or committee shall determine by a majority vote of the disinterested Board of Directors whether the transaction or arrangement is in the RSSC'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 the transaction or arrangement.

Violations of the Conflicts of Interest Policy

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

Records of Proceedings

68. The minutes of the governing Board and all committees with Board of Directors 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 of Directors' or committee's decision 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.

Compensation

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

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

71. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

72. Members of the Board of Directors shall not receive any compensation for their service to the RSSC. The Board of Directors may authorize a fixed sum for reimbursement expenses incurred on behalf of a member of the Board of Directors. A member of the Board of Directors or the Executive Board may serve as a Match Director, Assistant Match Director, Match Range Officer and/or Match Chief Range Officer so long as such service does not create a conflict of interest or violate the Bylaws.

73. Executive Officers may not appoint, retain, hire or advocate for the appointment of any spouse or relative to any employment position inside the RSSC. Executive Officers may not serve on the Board of Directors with a spouse or a relative.

74. No Executive Officer, Division Director, or any accounting firm associated with any such member of the Board of Directors shall be eligible to serve as an auditor for RSSC.

Annual Statements

75. Each Board of Director, Executive Officer and member of a committee with governing Board of Directors delegated powers shall sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy.

b. Has read and understands the policy.

c. Has agreed to comply with the policy; and

d. Understands the Corporation is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

76. To ensure the Corporation 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 the Corporation'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.

Use of Outside Experts

77. When conducting the periodic reviews, the Corporation may, but need not, use outside Experts to advise the Board of Directors as desired. If outside experts are used, their use shall not relieve the governing Board of Directors of its responsibility for ensuring periodic reviews are conducted.

Bylaw Amendments:

78. These Bylaws may be altered, amended, or repealed by the Board of Directors at any meeting if thirty (30) days' notice is given of the intention to alter, amend, repeal and/or adopt new Bylaws. Such written notice shall include copies of the proposed changes. Notice to the Membership at Large shall comply with the Bylaw's

notification process. A copy of the proposed changes shall be posted by the Main Office for membership review.

The Bylaws have been duly adopted by the Corporation on this _____ day of _____, _____.

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_____ (Director)

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APPENDIX

GLOSSARY