

**BY-LAWS OF
MIDWEST GUN COLLECTORS ASSOCIATION**

Prior Revisions Dates - Not Available

Revised: 11/01/03

Revised: 03/06/05

Revised: 01/11/07

Revised: 05/02/09

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Revised: 01/04/12

Revised: 05/02/12

Revised: 10/14/12

Revised: 11/07/12

Revised: 05/06/15

Revised: 07/01/15

Revised: 09/06/17

**ARTICLE I
PURPOSES**

The purpose of this corporation as stated in its certificate of incorporation on 5/26/2015 are: "To foster and encourage the collection and preservation of modern and antique firearms and to promote safety and proper use of firearms. (01/04/12)(05/06/15) To provide a range where youth and adults can learn the safe and proper handling of firearms. Also, this range is to be used by association members to sight in their guns and become proficient with their arms. (03/06/05)(01/04/12)(05/06/15) This Association is established to help preserve one of our constitutional rights - the right of every citizen in this Republic to own and bear arms. Through this Association we intend to prove to society in general that there is nothing abnormal or subnormal in having an honest interest in hunting, fishing, and gun collecting. There should be no stigma attached to our hobby any more than there is to the hobbies of collecting stamps, coins, antique automobiles, or what not. A mutual fear of registration of firearms and future consequence possible from such registration is also a reason for our group organization. Our Association stands completely against the misuse of firearms and is just as much against the misuse of any article. We are law-abiding citizens who wish to cooperate with decent law enforcement. Any and all gender references in this document include both the male and female genders even though the actual wording may be written in the male gender. (01/11/07) The corporation also has such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

ARTICLE II
REGISTERED OFFICE/REGISTERED AGENT

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the board of directors may from time to time determine. (01/11/07)

ARTICLE III
MEMBERS

SECTION 1. CLASSES OF MEMBERS. The corporation shall have one class of members; annual dues paying members, and all members shall pay the same amount of annual dues. (03/06/05) Exceptions to the payment rule include the following: a) members of the Board of Directors while serving on the Board; b) NRA Certified Instructors who actively participate as staff on periodically offered NRA Basic Firearm Safety Classes; c) Henry, Lacon, and Marshall County Law Enforcement Personnel; and d) other specifically selected members as annually approved by the Board of Directors. (01/11/07) Range privileges may be temporarily limited to such number of members and/or times as in the opinion of the Directors, the available facilities will accommodate. (03/06/05) Range privileges of any member may be revoked by the Board of Directors for violation of range rules or regulations, for conduct dangerous or detrimental to such member or others or for other good cause.

SECTION 2. APPROVAL OF MEMBERS. The Board of Directors may deny membership and/or refund any current fees paid for usage of club facilities to any person or persons who promote and/or cause dissention to the point of interfering with the rights, comfort and enjoyment or the safety of others. The membership director shall keep a list of terminated members. (05/02/12)

SECTION 3. VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to a vote of the members. No proxy voting will be permitted.

SECTION 4. TERMINATION OF MEMBERSHIP. The Board of Directors by affirmative vote of two-thirds* of the members of the board present at any regularly constituted meeting may suspend or expel a member for cause after an appropriate hearing, and may by majority vote of those present at any regularly constituted meeting, terminate the membership, or suspend or expel any member who shall be in default in payment of dues for the period fixed in Article XII of these by-laws. (05/02/12)

SECTION 5. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 6. REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may by the affirmative vote of two-thirds* of the members of the Board reinstate such former member to membership to such terms as the Board of Directors may deem appropriate.

SECTION 7. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.* A two-thirds majority of Directors, for voting purposes, consists of the following: 3 of 5, 4 of 6, 5 of 7, 5 of 8, and 6 of 9. (09/16/09)

ARTICLE IV MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held on the 1 Wednesday of May in each year beginning with the year 2012, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. (9/07/11) If the election of the directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called either by the President, the Board of Directors, or not less than one-tenth of the members having voting rights. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. The notice of the meeting shall be deemed delivered when electronically transmitted or deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. Any member who receives any notice of any meeting electronically (e-mail) must formally, in writing, notify the Association that written/mailed notification is no longer required. (10/14/12)

SECTION 3. DATES AND PLACE OF MEETINGS. Meetings of the members shall be held on the 1 Wednesday of the following months: January, March, May, July, September, and November of each year. The meeting will be held at the MGCA clubhouse/ maintenance building starting at 6:30 pm. (9/07/11) The Board of Directors may designate any place within the State of Illinois, as a place of meeting for any annual meeting or for any special meeting called by the Board of Directors. (10/14/12)(11/7/12)

SECTION 4. NOTICE OF MEETINGS. Written, electronic (e-mail) notification, or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, electronically (e-mail) notified, or by mail, to each member entitled to vote at such meeting, not less than five nor more than forty days before the date of such meeting, by or at

the direction of the President, or the Secretary or the Officers, or persons calling the meeting. Any member who receives any notice of any meeting electronically (e-mail) must formally, in writing, notify the Association that written/mailed notification is no longer required. (03/06/05)

SECTION 5. QUORUM. A total of 5 members present shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting without further notice. (01/11/07) (10/14/12)

SECTION 6. PROXIES. Voting may not be by proxy but voting by members, including elections may be conducted by mail, at the direction of the Board of Directors.

SECTION 7. VOTING. When voting by mail is approved, all ballots received by the time stated for the meeting shall be opened and counted at the time of counting ballots cast in person. The majority vote/decision of all valid ballots cast, either by mail or in person, shall determine the official results of any issue, including any election, being voted upon. (03/06/05)

SECTION 8. VOTING SPECIFICS. (11/02/11) A copy of the voter's membership card clearly showing the member's name and membership number must accompany votes received by mail. If a ballot is received without a copy of the membership card the ballot will be voided. Members who vote in person will show their membership card to the voting officials on the designated voting day between 4:30 pm and 6:30 pm. All ballots will be verified for eligibility of the voter by the membership list that is current on the voting day. A person selected by the board shall receive the only key to the club's PO Box and collect the ballots. (11/02/11)

ARTICLE V BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of Directors shall be not less than five or more than nine. Each Director shall hold office for six years and until his successors shall have been elected and qualified. In order to be a candidate to run for the election of the Board of Directors, the candidate must be a dues paying member of the Midwest Gun Collector's Association (05/02/09). One third of the Directors shall be elected every other year. After election, the newly elected Directors will assume office no later than eight (8) weeks after election, in order to provide an orderly transfer of duties and responsibilities. Departing Directors should assist in the orderly transition. (03/06/05)(10/14/12)

SECTION 3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this by-law at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place, within the State of Illinois, for the holding of additional regular meetings of the board without other notice than such resolution. (10/14/12)

SECTION 4. SPECIAL MEETINGS. Special or periodic meetings of the Board of Directors may be called by or at the request of the President or any 3 Directors. The person or persons authorized to call special meetings of the Board may fix any place within the State of Illinois, as the place for holding any special or periodic meeting of the Board called by them. (03/06/05) (10/14/12)

SECTION 5. NOTICE. Notice of any special or periodic meeting of the Board of Directors shall be given at least five days previously thereto by electronic (e-mail) notification, written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If electronic (e-mail) notification is used, such notice shall be deemed to be delivered if the electronic message is not returned to the sender as undeliverable to the designated recipient. Any Director may waive notice of any meeting. Any Director who receives any notice of any meeting electronically (e-mail) must formally, in writing, notify the Association that written/mailed notification is no longer required. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special or periodic meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws. (03/06/05)

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors may adjourn the meeting without further notice.

SECTION 7. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A Director appointed or elected to fill the vacancy shall be appointed or

elected and be able to serve the entire remaining term of the individual Director being replaced. (01/11/07)

SECTION 9. COMPENSATION. Directors as such shall not receive any stated stipends for their services, but by resolution of the Board of Director. A fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore. (03/06/05) (10/14/12)

* A two-thirds majority of Directors, for voting purposes, consists of the following: 3 of 5, 4 of 6, 5 of 7, 5 of 8, and 6 of 9. (09/16/09)

ARTICLE VI OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the office of President. (03/06/05)

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. (After election, newly elected officers will assume office no later than eight (8) weeks after election, in order to provide an orderly transfer of duties and responsibilities. Departing officers should assist in the transition. (03/06/05)

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors appointed or elected

until the next regularly scheduled election at which time said individual will stand for election for the remaining term of office of the individual previously replaced. (03/06/05)

SECTION 5. PRESIDENT. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. (10/14/12)

SECTION 6. VICE PRESIDENT. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President (or in the event there be more than one vice president, the vice presidents, in the order designated, or in the absence of any designation, then the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to the Vice-President by the President or by the Board of Directors. (10/14/12)

SECTION 7. TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. (10/14/12)

SECTION 8. SECRETARY. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records, (09/06/17-references to corporate seal removed) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and the assistant secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VII COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, and non-directors as determined to be needed by the Board, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or a director by law. (01/11/07)

SECTION 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

SECTION 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRMAN. One member of each committee shall be appointed chairman.

SECTION 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee may constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. RULES. Each committee may adopt rules for its own government not inconsistent with these by-laws or with the rules adopted by the Board of Directors.

ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the corporation and such authority may be general or confined to specific instances.

- A) **LOAN ESTIMATES:** Detailed plans, including all cost estimates, time schedules, etc., must be made available to the Board of Directors for review before any loan motion may be made. (01/11/07)
- B) **LOANS:** All directors voting for any loan shall be required to willingly sign for any loan obtained by the corporation at the institution from which the loan is to be obtained. Refusal to be willing to sign for said loan shall be grounds for consideration that said Director was opposed to the proposed loan irrespective of that individual's vote regarding the loan. (01/11/07)
- C) **FINANCIAL INSTITUTIONS:** Any financial institution being considered for a obtaining a loan from shall be provided a letter stating the wording of (B - ABOVE) and the names of the Directors voting for the loan when the Board of Directors is considering any loan application. (01/11/07)

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or assistant treasurer and countersigned by the President or a Vice-President of the corporation

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies and other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX
CERTIFICATES OF MEMBERSHIP

SECTION 1. CERTIFICATE OF MEMBERSHIP. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the board. (10/14/12) The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate should become lost, mutilated or destroyed a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

SECTION 2. ISSUANCE OF CERTIFICATES. When a member has been approved for membership and paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in the member's name by the Membership Director, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article. (10/14/12)

ARTICLE X
BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Except for executive minutes, any member, or his agent or attorney may inspect all books and records of the corporation for any proper purpose at any reasonable time. (01/11/07)

ARTICLE XI
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII
DUES

SECTION 1. ANNUAL DUES. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

SECTION 2. PAYMENT OF DUES. Dues shall be payable on or before the first day of January in each year.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP. Any member will be in default after January 1 of each year if payment of dues is not received in time to receive the membership card with the new combination for that year. The membership is terminated until the membership dues is paid for that year. (07/01/15) All membership fees postmarked after February 15th of each year will include the appropriate initiation fee. (10/14/12)

ARTICLE XIII

SEAL

(09/06/17 - Entire section referencing corporate seal removed.)

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall deemed equivalent to giving of such notice.

ARTICLE XV

AMENDMENTS TO BY-LAWS

SECTION 1. These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, provided that at least 5 days written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

SECTION 2. Any and all changes (amendments) to these by-laws shall be annotated to show the date that the specific changed amendment was approved by the Board of Directors. (11/01/03)

ARTICLE XVI

RULES OF ORDER

Roberts Rules of Order shall apply when existing by-laws do not specifically address the procedure(s) in question or there is an absence of any direction relating to any procedure(s) in these by-laws. (11/01/03)