

**FUSILIER COMPLEX, INC.  
BY-LAWS**

**Article 1 - Name**

The name of this organization shall be FUSILIER COMPLEX, INC., chartered under the laws of the State of Louisiana and affiliated with the National Rifle Association of America.

**Article 2 - Objectives**

**Section 2-01.** The objectives of this organization shall be as follows:

- A. To encourage organized rifle, shotgun, pistol and archery shooting among citizens of these United States.
- B. To develop and constantly seek to improve the view toward a better knowledge on the part of such citizens of the safe handling and proper care of firearms.
- C. To sponsor the management of target shooting ranges, competitive events and other organized shooting activities.
- D. To develop among its members the highest qualities and characteristics of leadership, loyalty, cooperation, honesty, good fellowship, self-discipline, and self-reliance, which are the essentials of good sportsmanship and the foundation of true patriotism.

**Article 3 - Membership**

**Section 3-01.** Any citizen of the United States of America over 18 years of age may become a member of this organization on majority vote of the Executive Committee; and subject to the following pledge and on payment of the usual initiation fees and dues.

**The NRA Pledge**

I certify that I am a citizen of the United States of America and that I am not a member of any organization or group which has as any part of its program the attempt to overthrow the Government of the United States or any of its subdivisions by force or violence; that I have never been convicted of a crime of violence; and if admitted to membership, I will faithfully endeavor to fulfill the obligations of good sportsmanship and good citizenship.

**Section 3-02.** No member of the club in arrears shall be eligible to vote or to enjoy any of the other privileges or benefits offered by this club.

**Section 3-03.** Club members paid up and in good standing shall have the right to vote upon issues which may come before the general membership for decisions. No member may cast the vote of another member.

## **Article 4 - Dues and Fees**

**Section 4-01.** A member's annual dues to this club shall be \$150, payable August 1 of each year.

- A. The dues of a member attaining the age of 70 years during the year beginning January 1 of each year shall be \$100.
- B. Dues which are not paid within 31 days of the due date will be subject to an initiation fee of \$100.
- C. New members will be subject to an initiation fee of \$100.
- D. Members who have allowed their membership to lapse by not renewing for the previous year will be treated as new members and subject to an initiation fee of \$100.

**Section 4-02.** Merits may be earned by club members

- A. Merits shall be granted at the discretion of the Executive Committee. Merits shall be worth \$10.00 each and shall be deducted from the following years dues.
- B. No member may claim more than ten (10) merits per year.
- C. All elected and appointed officers shall not be eligible for merits.

**Section 4-03.** All officers shall be exempt from paying their dues for the following year.

**Section 4-04.** The President, upon completion of a five-year term shall become a life member and be exempt from all dues, fees and assessments.

## **Article 5 - Meetings**

**Section 5-01. Annual Meeting**

The annual election of the club officers, who serve a five (5) years term, shall be held in the month of August each year. If the annual meeting shall not take place within a reasonable time thereafter, the officer shall hold over until their successors shall have been elected. The new officers shall assume their officer's duties 60 days after their election.

**Section 5-02. Regular Meeting**

The regular business meeting of the club for the transaction of ordinary business shall be held quarterly. Time and Place shall be fixed by the Executive Committee.

**Section 5-03. Special Meeting**

A special meeting of the club may be held at any time upon the call of the President or upon the call of the Executive Committee, or upon demand in writing, stating the object of the proposed meeting and signed by not less than 20% of the members entitled to vote. Notice of the time, place, and object of the proposed special meeting shall be given to all officers and members in good standing in writing by the United States Postal Service, mailed no less than seven (7) days prior to the date fixed for the holding of the meeting. The place of such special meetings shall be fixed by the Executive Committee.

## **Article 6 - Officers**

### **Section 6-01. The officers of the corporation shall be:**

President  
Vice President  
Secretary  
Treasurer  
Ordinance Officer  
Training Officer  
Range Officer

A quorum of officers, acting together, shall constitute the Executive Committee.

### **Section 6-02. Powers**

All corporate powers, general supervision, management, and control of the activities of Fusilier Complex, Inc., shall be exercised by, or under the authority of, the Executive Committee, except as otherwise provided by law.

### **Section 6-03. Compensation for Officers Services**

Officers shall receive no compensation for carrying out their duties as officers. The committee may adopt policies providing reasonable reimbursement of officers' expenses incurred in conjunction with carrying out committee responsibilities, duties and expenditures incurred for the benefit of the corporation.

### **Section 6-04. Compensation for Professional Services by Officers**

Officers are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the corporation Conflict of Interest Policy, state law, and IRS regulations.

### **Section 6-05. Meetings of the Executive Committee**

- A. Meetings of the Executive Committee shall be held regularly at such time and place as the Executive Committee may determine.
- B. Special meetings may be held at any time on the call of the President, or on demand, in writing to the Secretary, by three (3) members of the committee.
- C. Participation - Except as required otherwise by law, the Articles of Incorporation, or these By-Laws, officers may participate in a regular or special meeting through use of any means of communication by which all participating officers may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

### **Section 6-06. Quorum**

- A. Five (5) members of the Executive Committee shall constitute a quorum and majority vote shall decide any question to come before the Committee.

- B. No officer shall have veto power over the vote of the majority of the Executive Committee on any question to come before the Committee. The majority vote controls.

#### **Section 6-07. Election of officers**

- A. The officers shall be elected by anonymous ballot of the members in good standing and present at the Annual Membership Meeting of the corporation. A member seeking office does not have to be present at the Annual Membership Meeting to be elected.
- B. There are to be no runoff elections. The winner is determined by a simple majority of votes cast. The candidate receiving the most votes for an office is the winner of the election even if the candidate does not receive a majority of the votes of the members present.
- C. Officers shall be elected to serve a five-year term or until their successors are elected.
- D. The Term of office shall be considered to begin on October 1 and end on September 30 of the year in which elections are held at the Annual Membership Meeting.
- E. Officers may serve the terms in succession.
- F. In order to be eligible to stand for election to the Executive Committee, and to service as an officer, the member must be:
  - 1. A member in good standing
  - 2. A member for at least three (3) years
  - 3. 21 years of age on the day of election
- G. Members wanting to stand for election:
  - 1. Must declare his/her candidacy to the Executive Committee by June 1st of an election year and
  - 2. Must declare his/her candidacy for which office.
- H. A member may be a candidate for only one position at any election.

#### **Section 6-08. Balloting Process**

- A. The Executive Committee shall provide to the members, through Annual Meeting Newsletter or other suitable communication, and prior to the date of the Annual Membership Meeting of an election year:
  - 1. The date, time and place of the Annual Membership Meeting at which the elections will be conducted
  - 2. The names of the members seeking office
  - 3. Candidate documentation/information if provided by the candidate seeking office.
- B. The Executive Committee, or its designated appointee(s), shall prepare a ballot for distribution at the Annual Membership Meeting with the names of the members seeking each office.
- C. Nominations from the floor will not be accepted unless there are no candidates for an office, in which case the Officer presiding over the Annual Membership Meeting shall open the meeting for nominations or for motions to accept the incumbent Officer as the successful candidate.

- D. Each candidate shall have the opportunity to speak to the members at the Annual Membership Meeting about their qualifications for office for no more than five (5) minutes.
- E. In the event a candidate is not present at the Annual Membership Meeting the candidate may, at their discretion:
  - 1. Speak to the membership through the use of any means of communication by which all members may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.
  - 2. Submit a pre-recorded presentation or other connection to the members.
  - 3. Provide, at the candidate's cost, printed materials with the candidate's statement to be distributed to the members attending the Annual Membership Meeting for their consideration.
  - 4. In lieu of a presentation by the candidate, a member selected by the candidate, or the Officer presiding over the Annual Membership meeting, shall read the candidate's statement to the members.
- F. The results of the election shall be announced before the close of the Annual Membership Meeting.

#### **Section 6-09. Counting the Ballots**

- A. The ballots shall be distributed at the Annual Membership Meeting after the candidates have made their presentation to the members.
- B. The ballots shall be tabulated under the direction of the Secretary.
  - 1. The Secretary may enlist members or officers to assist in the tabulation.
  - 2. The candidates, or a single designated representative for each candidate, shall have the right to observe, but not participate in, the tabulation.
  - 3. The ballots shall be retained by the Secretary for two (2) years, after which they may be shredded or otherwise confidentially destroyed at the Secretary's or Executive Committee's discretion.
  - 4. The Secretary may, at their discretion, or at the direction of the Executive Committee, engage a Certified Public Accountant, Attorney, Actuary, or other professionals to assist at the Annual Membership Meeting with the tabulation, review, audit, or otherwise attest to the completeness, fairness, and accuracy of the tabulations.
- C. The President presiding of the Annual Membership Meeting shall not vote with other members but is allowed to cast a tie-breaker in a ballot vote.
- D. A member has the right to vote until the polls are closed.
- E. A late arriving member can vote only with other members' consent by majority vote

#### **Section 6-10. Counting Ballots**

- A. Blank votes are treated as scrap paper and are not counted
- B. Illegal votes
  - a. Unintelligible ballots will not be counted
  - b. Write-in candidates are disregarded. Votes for eligible candidates will be counted.
  - c. Two or more marked ballots folded together will be disregarded.

- d. If a marked ballot is folded together with a blank ballot, the marked ballot counts as one legal vote and the blank ballot is considered scrap paper.
  - e. Small technical errors, such as spelling mistakes or marking an "X" instead of a checkmark does not make a vote illegal as long as the voter's intent is discernable.
- C. The Secretary shall prepare and submit a document to the Officer presiding at the Annual Membership Meeting of an election year a tally of the results of the balloting for the Presiding Officer to use to announce the results of the elections.

### **Section 6-11. Vacancies**

- A. Resignation of any office shall be accepted by the remaining members of the Executive Committee and has no authority to refuse a resignation.
- B. Vacancies in the Executive Committee may be filled by a majority vote of the remaining members of the Executive Committee
  - 1. The Executive Committee, at its sole discretion, may decide not to fill a vacancy, but shall not allow vacancy for more than fourteen (14) months.
  - 2. The Executive Committee must hold an election to fill the vacancy at the Annual Membership Meeting after the vacancy occurs.
- C. Officers appointed by the Executive Committee are required to stand for re-election at the next Annual Membership Meeting, even though it may not be an election year.
  - 1. The Executive Committee shall announce the special election and request candidates for the office in the same manner and with the same announcement deadlines as a regular election.
  - 2. If the vacancy occurs too soon before the Annual Membership Meeting to allow for using the standard election procedure, the Committee may hold an election and accept nominations from the floor.

### **Section 6-12. Conflict of Interest Policy**

#### **Purpose:**

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Fusilier Complex, Inc., or might result in a possible excess benefit transaction. The 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:**

- A. Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Financial Interest
  - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
    - 1. An ownership or investment interest in any entity with which Fusilier Complex, Inc., has a transaction or arrangement;

2. A compensation arrangement with Fusilier Complex, Inc., or with any entity or individual with which Fusilier Complex, Inc., has a transaction arrangement;  
or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Fusilier Complex, Inc., 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. Under "Procedures", Section 2, 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.

**Procedures:**

1. Duty to Disclose

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

2. Determining Whether a Conflict of Interest Exists.

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

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether Fusilier Complex, Inc., 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction, or arrangement, is in Fusilier Complex, Inc.'s best interest for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

### **Section 6-13. Removal of Officers**

Refer to Article 8 - Suspension and Expulsion

### **Section 6-14. Duties of Officers**

Refer to Article 7 - Duties of Officers

## **Article 7 - Duties of Officers**

**Section 7-01.** The President shall preside at all meetings of the club and of the Executive Committee. He shall be a member ex-officio of all regular and special committees and shall perform all other such duties as usually pertains to his office. He shall conduct all affairs in accordance with the By-Laws and endeavor to promote the objectives and purposes of the club.

**Section 7-02.** The Vice-President shall perform the duties of the President in his absence or at his request. The Vice-President shall be responsible for the editing and publishing of the club's monthly newsletter.

**Section 7-03.** The Corresponding Secretary shall be custodian of all club documents such as the Charter, Constitution, By-Laws, etc. He shall keep a true record of all meetings. He shall maintain files of newsletters, bulletins, club correspondences, and club library. The Corresponding Secretary shall conduct all official correspondence pertaining to proper preparation and forwarding of all reports required by the club. He shall notify the members of the Executive Committee of all meetings and shall notify all members of special and annual meetings as required in Article 5. He shall be responsible for reaffiliating the club annually with the National Rifle Association.

**Section 7-04.** The Membership Secretary shall be responsible for complete membership records. He shall be responsible for the collection of all fees and dues and shall remit the same to the Treasurer, taking his proper receipt therefor. He shall, at times, assist in preparation of miscellaneous reports.

**Section 7-05.** Treasurer shall have charge of club funds and place those in such bank or banks approved by the Executive Committee. Funds may be withdrawn by check, debit, or automated payment to cover any expenses approved by the Executive Committee. The Treasurer shall keep an accurate and current account of all transactions involving club funds. These accounts shall be available to the Executive Committee upon request and an annual expense report shall be presented to the organization at its annual meeting.

**Section 7-06.** The Chief Instructor shall have charge of all small arms instructions with authority to appoint his assistants. He shall be in complete charge of the club's training programs and shall work very closely with the Executive Officer. He shall serve as coordinator with law enforcement offices and other similar departments and organizations.



**Section 7-07.** The Range Officer shall have charge of the club's ranges. He shall be responsible for establishing and maintaining an inventory of all club property. He will establish a range maintenance and improvement committee and head said committee. He shall be Sergeant at Arms at all regular and special meetings of the club.

**Section 7-08.** The Ordinance Officer shall have charge of the club's firearms and related equipment. He shall be responsible for establishing and maintaining an inventory of all firearms and related equipment owned by the club. He will be responsible for maintaining them in good working order and providing proper security when they are not in use by the club and its members. With Executive Board approval, he shall establish criteria and procedures for use of the firearms by the club members. He shall maintain a record of the members to whom the club distributes the firearms. This record shall include a receipt signed by the member drawing the firearm(s) with all relevant contact and security information.

### **Article 8 - Suspension and Expulsion**

**Section 8-01.** Any officer may be removed by a two-thirds ( $\frac{2}{3}$ ) vote of the members in good standing present at any special meeting called for this purpose. No vote on suspension or removal may be taken unless at least 15 days' notice in writing shall have been given to the officer of the reason for his removal and of the time and place of the special meeting at which such ballot of his removal is to be taken. At such special meeting the officer shall be given a full hearing.

**Section 8-02.** Any member may be expelled or suspended from the club for any cause deemed sufficient by the Executive Committee by a two-thirds ( $\frac{2}{3}$ ) affirmative vote of the Committee present at any regular or special meeting. No vote of suspension or expulsion may be taken unless at least 15 days' notice in writing shall have been given to the member of the reasons for expulsion preferred and of the time and place of the meeting of the Executive Committee at which such reasons for expulsion will be considered. At such meeting the member being considered for expulsion will be accorded a full hearing.

**Section 8-03.** Charges against any officer or member may be preferred by any member in good standing. They shall be in writing clearly stating the facts relied upon and accompanied by all affidavits or exhibits which are to be used in their support. Such charges shall be filed with the Secretary, who will immediately notify the President. The President will call a meeting of the Executive Committee to hear the charges. The Secretary will give at least 15 days' notice of the meeting to each member of the Executive Committee and to the accuser and to the accused, which notice will be in writing and will include a copy of the charges and of the supporting affidavits or exhibits.

**Section 8-04.** Any member suspended or expelled by the Executive Committee may appeal to the full membership of the club. Such appeal shall be made in writing to the Secretary who will notify the President. The President will call a special meeting of the club for the purpose of acting on the appeal. The Secretary shall give at least 15 days' notice in writing to all members of the club in good standing stating the date, time, place

and reason for such special meeting. At the meeting of the full club the Secretary will read or display the accompanying exhibits and will read the minutes of the special meeting of the Executive Committee at which the charges were heard and action taken. A full hearing will be given the accuser and the accused. A vote will be taken by ballot of the members in good standing present and a two-thirds ( $\frac{2}{3}$ ) vote shall be required to reverse the action of the Executive Committee.

**Section 8-05.** Any officer or member of the club who has been suspended or expelled by the National Rifle Association of America shall automatically stand suspended or expelled from this club immediately upon receipt of official notice by the Secretary of this club from the Secretary of the National Rifle Association.

**Section 8-06.** The National Rifle Association shall be given a complete report whenever a member of the club is suspended or expelled, showing changes and actions taken.

### **Article 9 - Amendments**

Any proposed amendments to these By-Laws may be introduced by any member of the club in good standing. Such proposed amendments must be submitted to the Executive Committee for approval. After they have been approved by the Executive Committee, they must be acted upon by the club membership at a regular meeting or special meeting called for the purpose. A majority vote of the members present will be necessary to pass such amendment.