

BY-LAWS
AMERICAN PISTOLSMITHS GUILD, INC.
A TEXAS NON-PROFIT CORPORATION
(Revised November 2002)

ARTICLE I
NAME AND LOCATION

- 1.1 The **name** of the corporation shall be the **American Pistolsmiths Guild, Inc.**
- 1.2 The **principal office** of the Corporation in the **State of Texas** shall be located at **1449 Blue Crest Lane, San Antonio, Texas 78232**. The corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine, The Board of Directors may change the location of any office of the Corporation.
- 1.3 The corporation shall comply with the requirements of the **Texas Non-Profit** Corporation Act and maintain a registered office and registered agent in Texas. The registered office of the corporation shall be located at 1449 Blue Crest Lane, San Antonio, Texas 78232. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.
- 1.4 Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine and deem appropriate.

ARTICLE II
MEMBERSHIP

- 2.1 There will be no memberships issued in the name of a company, corporation, or partnership. All memberships shall be granted to **individuals** and granted in the name of an individual only.
- 2.2 If a person becomes a member while employed as a military armorer as an employ of a corporation and leaves the military or the company under which his or her membership was granted, he or she will have a period of not less than two years to resubmit the complete written application for membership, including shop photos, customer references, business bank references, and all membership requirements that must be satisfied by any other member who has applied for membership as a sole proprietor. Work samples and check sheets need not be submitted by persons making the transition from military armorer or company employee to individual shop owner. Members who have gained membership while working as a military armorer or employee of a company, partnership, or corporation shall be carried on the American Pistolsmiths Guild rolls as a Qualified Probationary (QP) member until the new application is submitted and approved.
- 2.3. New members must **attend one meeting within the first three years of application**. Their guns must be inspected by one of the Guild approved field

inspectors. If the inspector approves the work, a report will be submitted at the next annual meeting. If the applicant is approved, he/she will start the probation period. The applicant must attend one meeting within the next three years; they must bring a sample of their work to this meeting for final approval of those members in attendance. If the above criteria is not met, the person would be dropped from the membership.

2.4 There shall be **four (5) classes of membership** as follows:

- (1) Full voting members.**
- (2) Special consideration members.**
- (3) Probationary and Qualified Probationary members.**
- (4) Associate members.**
- (5) Honorary members.**

2.4(1) Full Voting Members. Full Voting members shall have served one year as a qualified probationary or a probationary member, and must be recommended for voting membership by the board of directors. Full Voting members shall attend and have samples of their work at any annual meeting of the American Pistolsmiths Guild within five (5) years of election to Voting membership status.

2.4(2) Special Consideration. The Board of Directors shall have authority to invite and present to the membership for approval, as a **full voting member**, individuals who display extraordinary talents in the firearms field. These men and women have proven their talents over many years and are well known to the firearms community.

2.4(3a) Probationary (P) Membership. Probationary Membership is granted by the board of directors, or the members present at the annual meeting. Probationary membership may be granted when the following requirements are fulfilled:

- a. The prospective applicant has completed the application for membership, or
- b. The applicant is engaged in pistolsmithing on a full or part time basis, and owns a valid Federal Firearms License, or
- c. The Applicant is a military armorer assigned duties as a pistolsmith, or
- d. The applicant is employed as an employee of a firearms manufacturer or current Guild member as a pistolsmith, or
- e. The applicant is employed in a firearms related business as a pistolsmith.
- f. The Applicant must offer a printed catalogue, brochure, or detailed price sheet to the public regarding his or her work.

2.4(3b) Qualified probationary (QP) membership. Qualified probationary membership is granted "like probationary membership", by the board of directors

or the membership committee. Qualified, probationary membership is granted when the following requirements are completed:

- a. All of the requirements mentioned in probationary membership in section 2.4(1) with the exception of a few minor details needing to be performed, such as: slight improvements on the submitted sample firearm(s), unavailability of a catalogue, price sheet, application or the application is not complete, etc.,
- b. Qualified probationary members will have **one year** from the day of their acceptance to perform the necessary work designated by the Board.
- c. One year of Qualified Probationary membership goes toward and is the same as the one year of probationary membership.
- d. Full Voting membership is granted when all of the above requirements set out for Probationary and Qualified Probationary membership have been completed and new year has elapsed from the time of the applicants acceptance by the board.
- e. Members leaving a business or the military as an armorer and going into private business shall be carried as Qualified Probationary members for two years or until they have satisfied the application requirements for full membership.

NOTE: In the case of a qualified probationary member who, after one year, has not satisfied the requirements of his or her "qualified" probationary status, the president, after notifying the qualified probationary member at least thirty days prior to the annual meetings or 60 days prior to the end of the qualified probationary "QP" members one year probationary status, can declare the qualified probationary member a non member, The "QP" member must be notified in writing of his or her dismissal after the annual membership meeting.

NOTE 2: In order for the dismissed, qualified, probationary member to gain reentry into the American Pistolsmiths Guild, he or she must reapply and go through the entire process for membership entry. To be considered for membership at the next annual meeting of the Guild, the applicant will have performed or arranged one of the following:

- a. Submit at least **two samples (2)** of his or her work for examination by an assigned field representative and the members present at the annual meeting. When the samples of work and application are approved by the field representative and the members present at the annual meeting.
- b. **Sponsorship by a Field Representative** who has attested, in writing, to the applicants work. The field representative's check sheet and a brief written recommendation must accompany the completed application for membership and the applicants work samples brought to the annual meetings.

- c. **Attend the next annual meeting** following the submission of an application for membership and display samples of work for examination (the same samples inspected by the field representative) by the MEMBERS PRESENT AT THE ANNUAL MEETING or their designee(s). Applying members must stay at the convention for at least **forty eight (48)** hours in order for the board and other members present to get to know him or her and discuss any problems with the handguns presented for examination.

NOTE: It will be the job of the president and or secretary to check out the references (bank and customer) the applicant presents. The written, approved applications and field representatives check sheets will accompany all work samples on their journey through the application process. Individuals granted probationary membership **may not advertise** or hold themselves to be a member of the American Pistolsmiths guild for one year from the date of acceptance of their application, or until their application has been subject to a vote at the next annual meeting.

2.4(4) Associate members. Associate membership is reserved for those persons who, though not pistolsmiths, have advanced the purposes of the Guild as stated in the articles of incorporation. Associate members shall be elected at the annual meeting by the voting members present. Associate membership is subject to review and vote of the membership.

1.4(5) Honorary members: Honorary members are those men and women who have distinguished themselves before the American Pistolsmiths Guild by honoring the organization in a way that promotes and distinguishes its members as a whole.

2.5 Expulsion of members: Any member violating the purpose of the American Pistolsmiths Guild as stated in the articles of incorporation, may be expelled by a simple majority vote of the voting members present at the annual meetings.

2.6 Membership dues: Annual dues must be paid one year in advance to the treasurer of the Guild and by conclusion of the annual meeting of the American Pistolsmiths Guild. Failure to pay dues by the end of the annual meeting will result in immediate and automatic loss of Guild membership. **Voting members and probationary members shall pay \$50.00 per year. Associate members shall pay \$25.00 per year.** One year as referenced above, shall mean dues will cover the period of one annual meeting to the next.

2.7 Complaints: When a complaint or allegation is made against the Guild member (Probationary, Associate or Voting) regarding his or her work or business practices, the following procedure will be applied:

2.7(1). The complainant must file a **letter of complaint** listing the charges and allegations with the president or Board of Directors of the Guild. This correspondence must be specific and contain an original signature of the complainant.

2.7(2) The member will be notified of the complaint and provided a copy of the customer's letter.

2.7(3) When the president or board of directors determines the complaint is reasonable, the member in question will have **sixty days (60)** from the date of the presidents or boards determination to completely resolve the problem. The member will be so advised by correspondence from the president.

2.7(4) Shall the member fail to resolve the problem in the sixty day period, loss of rights and privileges shall be effective at that time.

2.7(5) If the member fails to make satisfactory settlement or other restitution within six (6) months from the date of determination by the President of the Board of Directors, the member will be notified by certified mail that his or her membership has been revoked. The member cannot be reinstated under any circumstances.

2.7(6) If the complainant wishes to withdraw the allegation(s), it must be withdrawn in a written statement to the President or Board of Directors.

2.8 Mail ballot: A mail ballot, when deemed necessary by the Board of Directors. Twenty percent (20%) of the voting membership requesting a mail ballot, will be legal and binding as if presented in a regular meeting. The majority of those voting by the cutoff date (this is to be determined and specified on each mail ballot) shall constitute a quorum.

ARTICLE III MEETINGS OF THE MEMBERSHIP

3.1 The Annual Meeting of the membership shall be held in conjunction with the annual meetings of the National Rifle Association or such other place the directors determine within thirty (30) days of the annual meeting. The exact time and place of the alternate meeting will be announced by the President. At the annual meeting, the voting membership shall elect directors to serve until their successors have been duly qualified and elected, and may elect Voting Members.

3.2 A special meeting of the membership may be held in the same location as the Annual Meeting, or such other places as the Directors shall determine, Special meetings may be called at any time by the President, or a majority of the Board of Directors. It shall be the duty of the Board of Directors or the President to call such a meeting whenever so requested by the Voting Members who comprise at least ten percent (10%) of the membership.

3.3 Notice of the **time and place** of all annual and special meetings of the membership shall be issued by the Secretary to each voting member at least thirty (30) days prior to the meeting date.

- 3.4 The President, or other such person(s) designated by the Board of Directors, shall preside at all meetings.
- 3.5 At any meeting, every voting member shall have one vote.
- 3.6 Ten percent (10%) of the Voting Membership present shall constitute a quorum at a meeting of the Guild. A vote of a simple majority of these members shall be the act of the Corporation.

ARTICLE IV BOARD OF DIRECTORS

- 4.1 The business and property of the American Pistolsmiths Guild Corporation shall be managed by a Board of Directors that will consist of Nine (9) members until the number of directors is changed by amendment to these Bylaws.
- 4.2 The term of office for a director shall be one (1) year or until his successor is elected. Successors for directors whose terms of office are then expiring shall be elected at the annual meeting. A director may succeed himself in office.
- 4.3 A director may be removed from office with cause by the vote of a majority of all of the directors, whether present or not.
- 4.4 The regular meetings of the Board of Directors shall be held in conjunction with the annual meetings of the National Rifle Association, at a place designated by the Board of Directors, or by telephone conference call.
- 4.5 All meetings of the Board of Directors shall be presided over by the current President or his or her duly appointed representative, and shall vote only if necessary to break a tie.
- 4.6 Special meeting of the Board of Directors may be called at any time and may be called by the President, Secretary, or Treasurer and any two (2) Directors, upon written notice delivered to or mailed to each director at least thirty (30) days before such meeting. Notice given by telephone shall have occurred at least thirty (30) days prior to the meeting date. Attendance of the director at a meeting shall constitute a waiver of notice, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any special meeting of the Board of Directors, need be specified in the notice, or waiver of notice, of each meeting. The transaction of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting held after regular roll call and notice, if a quorum is present and if either before or after the meeting, each of the directors not

present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

- 4.7** Directors can vote by proxy in writing only.
- 4.8** A Quorum for the transacting of business at any meeting of the Board of Directors shall consist of at least three (3) members present.
- 4.9** Vacancies in the Board of Directors shall be filled by a majority of the remaining directors then in office even though less than a quorum or by the sole remaining director. A successor director so elected shall serve for the unexpired term of his predecessor.
- 4.10** The Board of Directors, officers and any committee of the Corporation may hold a meeting by telephone conference call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.
- 4.11** Subject to limitations in other sections of the bylaws and of Texas law, all corporate powers of the corporation shall be exercised by, or under the authority of, the Board of Directors, and businesses and affairs of the Corporation shall be controlled by the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following power:
- 4.11(1)** To select and remove all other officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the Bylaws, fix their compensation, and require from them security for faithful service.
- 4.11(2)** To conduct, manage, and control the affairs and business of the Corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or Bylaws.
- 4.11(3)** To borrow money and incur indebtedness for the purpose of the Corporation and for that purpose to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges or other evidence of debt and securities.

ARTICLE V OFFICERS

- 5.1** The officers of the Corporation shall consist of a **President**, a **Secretary**, a **Recording Secretary** and a **Treasurer**. Officers shall be elected by membership present at the annual meetings. The term of membership shall be for a period of one year at a time and shall hold office until their successors are duly elected and qualified. Any officer who no longer qualifies shall automatically cease to hold their office. An assistant secretary or assistant Treasurer may be appointed by the Board of Directors. Two or more offices may be held by the same person, except the president who shall not serve as secretary.
- 5.2** The Treasurer of the Corporation shall authorize all expenditures, except for those incurred by the President in the amount of **\$200** or less.

DUTIES OF OFFICERS

PRESIDENT:

1. Public relations.
2. Represent the Guild at all functions.
3. Help to represent the Guild before congress and other political functions.
4. Keep stationary up to date and printed.
5. Get Pistolsmith of the Year plaque made and present award at the annual meeting.
6. Preside at all Board and membership meetings.
7. Supervise the affairs of the Corporation and other officers.
8. Sign, with the Secretary, all written contracts of the Guild.
9. Except as limited in Paragraph 5.2 above, perform all duties as are customary to the office of the President.
10. In case of the absence or disability of the President, his or her duties shall be performed by the Secretary.
11. Custodian of the Corporate seal.
12. Shall attest and with his or her signature and impress the Corporate seal on all membership certificates of the Corporation.

SECRETARY:

1. Write the newsletter in the Recording Secretary's absence.
2. Public relations.
3. Keep minutes of all meetings and present them in typed form.
4. Attend all meetings.

5. Keep membership records up to date and print all mailing labels in the absence of the Recording Secretary.
6. Keep a supply of stamps.
7. Book hotel rooms and meeting place for the Guild annual meeting. (Check for conflicts with NRA functions.)
8. Book the Guild dinner/banquet meeting for members, members' guests, gun writers, and members of the firearms community at the National Rifle Association annual meetings if approved by the President.
9. Process new applicants: send out applications and check sheets, assign a field representative and oversee Guild applicants.
10. Have charge of the Corporation's books, records and papers.
11. Perform all duties customary to the office of Secretary.

RECORDING SECRETARY:

1. Write a quarterly newsletter.
2. Keep membership records up to date and print all mailing labels.
3. Keep the Corporations books, records and legal papers in conjunction with the Secretary.
4. Coordinate the building of the annual raffle handgun, have raffle tickets printed, see to it the handgun gets to the annual meeting and ship the handgun to the winner.
5. Assist the President, Secretary or Treasurer in their duties.

TREASURER:

1. Have custody and keep all money and funds of the Corporation and shall be bonded (paid for by the American Pistolsmiths Guild) in such sum and with sureties as the Directors may require, conditioned upon the faithful performance of the duties of his or her office.
2. He or She shall keep all monetary records and accounts and shall submit them together with all vouchers, receipts, records, and other papers to the Directors for their examination and approval at annual meetings or as often as they require and shall perform all other duties customary to the office.
3. Sell any Guild products and ship them to the buyer.
4. Attend all meetings with a financial report.
5. Pay all bills and authorize all expenditures in excess of \$200.
6. Public relations.
7. To obtain in the name of the Corporation such licenses and tax permits as may be required for the conduct of the business of the Corporation by any federal, state, county, or municipal governmental statute, ordinance, or regulation, and to do all things necessary or convenient to qualify the Corporation to transact its business in compliance with the laws and regulations of any appropriate Federal, state, or municipal governmental authority.

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify a director, officer committee member, employee, or agent of the Corporation who was, is or may be named Defendant or respondent in any proceeding as a result of his or her actions or omission within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a director, officer, partner, venture capitalist, proprietor, trustee, partnership, joint-venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonable belief that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to be found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

ARTICLE VII PISTOLSMITH OF THE YEAR AWARD

7.1 The "Pistolsmith of the Year Award" is established to honor a voting member of the Guild for his or her outstanding contribution to the American Pistolsmiths Guild and to the pistolsmithing profession.

7.2 The award will consist of a bronze plaque cast with the Guild logo, the recipient's name and the year presented with the following inscription: **"PRESENTED TO (NAME) FOR HIS (OR HER) OUTSTANDING CONTRIBUTION TO THE PISTOLSMITHING PROFESSION AND HIS (OR HER) CONTINUING SUPPORT OF THE GOALS AND IDEALS OF THE AMERICAN PISTOLSMITH GUILD, INC."**, and the name of the Guild president for the year the award is presented.

7.3 One member shall be nominated by the past recipients of the award. Ballots shall be mailed out by the president to the past recipients of the award. The top three vote winners will be presented to the full membership by mail ballot. The ballots will be mailed back to the president, he or she, will count the votes and the winner will be announced. **ALL BALLOTS WILL BE RETAINED IN A SEPARATE FOLDER IN THE GUILD RECORDS, FOREVER!**

7.4 The voted ballots must be received by the president, tabulated, and the winner chosen a full six months prior to the annual meetings in order to allow time for the plaque to be cast.

7.5 The award will be presented in conjunction with the Guild's Annual meeting and exhibits.

7.6 Once a recipient of the Pistolsmith of the year award has received the award he or she is no longer eligible to be a recipient.

7.7 The Pistolsmith of the Year award shall be given annually at the discretion of the Board of Directors only.

ARTICLE VIII ANNUAL FUILD RAFFLE PISTOL

8.1 The annual American Pistolsmiths Guild raffle handgun shall be a revolver, a semiautomatic pistol, a single action, or any other handgun that can be modified by members of the Guild to be a showcase for the skills embodied by the members.

8.2 The handgun shall be a joint project by no more than six (6) guild members. Each member can do one or more pieces of custom work and place his or her name and logo in a prominent place on the handgun.

8.2.1 If the pistol is donated by a Guild member, he or she, can place, his or her, logo on the handgun without doing further work.

8.3 All builders for the annual raffle pistol shall be chosen by the end of the annual Guild meetings at the national Rifle Association convention.

8.4 Raffle tickets will be sold on a limited basis of 1,000 or less for not more than \$20.00 per ticket.

8.5 Deadline for the finished pistol shall be no later than November 15 of the designated year.

8.6 The **Recording Secretary** will be in charge of the publicity for the pistol and getting the handgun to the annual meetings.

8.7 The **Treasurer** shall receive all money taken in on ticket sales, bring the money and unsold tickets to the annual meetings, and account for all funds.

8.8 The **Recording Secretary** shall be in charge of setting up the display for the raffle handgun at the annual meeting.

ARTICLE IX

AMENDMENTS TO THE BYLAWS

The Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by two-thirds vote of the Board of Directors. The notice of any meeting at which the Bylaws are altered, amended or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

AMERICAN PISTOLSMITHS GUILD, INC.

CERTIFICATE OF SECRETARY

I, JOHN J. YANEK, hereby certify:

That I am the Secretary of AMERICAN PISTOLSMITHS GUILD, INC., a Texas Nonprofit corporation: and

That the attached Bylaws, consisting of 12 pages, are a true and correct copy of the Bylaws of the corporation as duly adopted by approval of the Board of Directors of the corporation at the organization meeting duly held on May 18, 2000 at the Double Tree Hotel, Charlotte, North Carolina.

The Bylaws attached hereto are in conformity with the Articles of Incorporation of the corporation, have never been modified or repealed, and are not in full force and effect.

IN WITNESS WHEREOF, I have set my hand on May 18, 2000.

John J. Yanek
JOHN. J. YANEK, Secretary