

# BYLAWS



American Custom Gunmakers Guild, Inc.  
445 Harness Way  
Monument, CO 80132

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BYLAWS OF  
AMERICAN CUSTOM GUNMAKERS GUILD, INC.  
A NONPROFIT CORPORATION

**ARTICLE 1**

**OFFICES AND NOTIFICATIONS**

Principal Office

1.1 The principal office of the Corporation in the State of Texas shall be located in the City of New Braunfels, county of Comal. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Registered Office and Registered Agent

1.2 The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the principal agent may be changed from time to time by the Board of Directors.

Methods of Member Notification

1.3 When making notifications to the membership of the Corporation, the following methods of notification may be used (at the discretion of the Board of Directors or their designated representative): email, telephone and/or U.S. Postal Service (USPS). Notifications will be considered delivered as follows:

- Email: A read receipt or reply to the email acknowledging receipt of communication
- Telephone: Verbal acknowledgment to the caller will constitute receipt of communication
- USPS: When deposited for mailing with the USPS

**ARTICLE 2**

**MEMBERS**

Classes of Members

2.1 The Corporation shall have three (3) classifications of which the designations, qualifications, and rights of each shall be as follows:

- I. **Professional Member** - To qualify as a Professional Member one must be a professional craftsman who is actively engaged in the creation of custom firearms or related items, all or in part. Professional members are required to maintain good business practices and high ethical standards in their relations with other Guild members and the public. Professional members retain all rights granted by the Guild as determined by the Board of Directors and/or the Executive Committee. Those applicants who have paid their dues and submitted an application showing themselves qualified for membership by the close of the National Rifle Association convention in Phoenix, Arizona, on May 10, 1983, shall be deemed Charter

Member, and an appropriate charter designation shall be affixed to their membership certificate. The terms member(s), professional member(s), membership(s), and professional membership(s) used anywhere in these Bylaws, other than Article 2.01, Paragraph III, refer only to the Professional Member classification.

II. **Associate Member** - A non-voting supporter classification, which is open to any individual or group interested in supporting the craft of custom gunmaking and do not meet the requirements for any other classification. Associates shall not retain any rights which are granted to Professional Members other than to state that they support the ACGG, its purposes, and custom gunmaking.

III. **Honorary Member** - A classification to pay tribute to those who have contributed much to the gunmaking profession. Honorary membership may be awarded to either Professional Member or Associate classification. Honorary members are entitled to all rights and responsibilities as any other Professional or Associate. The Board of Directors, otherwise, maintains full discretionary power regarding the admission, suitability, and rights, of those being admitted to these classifications.

#### Election of Members

2.2. Following the acceptance of charter members, new prospective members will be received as candidates for Professional membership after they have met all requirements as outlined in the current membership application form as prescribed by the Membership Committee. All fees and information must be received by the Executive Director no later than 1 September prior to the annual meeting so the names of the candidates may be printed in the monthly electronic newsletter and "Gunmaker" magazine prior to the annual meeting. To complete requirements for Professional membership, a candidate must (1) display at least two examples of their work at any venue in which at least 10 ACGG Professional Members are in attendance (said examples must have been completed by the candidate without the assistance of any outside party).; (2) receive affirmative vote of a 70% majority of the members voting and; satisfy any other requirements set forth by the Membership Committee and approved by the Board of Directors and/or the Executive Committee. The Board of Directors will have full discretionary powers regarding the admittance to and suitability of these classifications.

#### Voting Rights

2.3 Each Professional member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

#### Termination of Membership

2.4. Termination and/or suspension from membership in the Guild will be covered by rules and regulations adopted by the Ethics Committee and approved by the Board of Directors. Any recommendation for termination or suspension will be acted upon by the Board of Directors without unnecessary delay. The rules, regulations and procedures adopted by the Ethics Committee and approved by the Board of Directors may be amended at any time by a majority vote of the Board of Directors of the Corporation. A member who is terminated may not be readmitted for a period of two (2) years, and then only after satisfying the ACGG Bylaws requirements for admission of a new member and by approval of a two thirds majority vote of the Board of Directors.

### Resignation

2.5. Any member may resign by filing a written letter of resignation (to include email) 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.

### Reinstatement

2.6. A former member who resigned their membership or defaulted their membership by reason of unpaid dues and who was in previous good standing, may be reinstated into the Guild at any time upon review and approval of the Board of Directors after (a) submitting a letter of application for reinstatement to the Board of Directors, (b) bringing dues current and (c) receive an exemption from new membership requirements from the Board of Directors. A former member who was not approved for reinstatement by the preceding method or any other former member may be reinstated by satisfying the same requirements as a new member (Article 2. 2).

### Transfer of Membership

2.7 Membership in this Corporation is not transferable or assignable.

## **ARTICLE 3**

### **MEETINGS OF MEMBERS**

#### Annual Meeting

3.1. An annual meeting of the members shall be held each year. The Secretary of the Corporation will give thirty (30) days-notice to each member as to the exact location and time of the meeting. The Board may also call the annual meeting at such other time and place as they may from time to time determine upon thirty (30) days-notice to the membership. At each annual meeting the following business will be conducted:

1. Recognition of New Members
2. Nomination of Directors
3. Nomination of Officers
4. Nomination of Elected Committee Members
5. Review of Bylaws
6. Treasurer's Report
7. Plans for the Annual National Show
8. Such other business as may come before the meeting.

#### Special Meeting

3.2. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

#### Place of Meeting

3.3 The Board of Directors may designate any place as the place of the meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the registered office of the Corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State, and consent of the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

#### Notice of Meetings

3.4. A notice stating the place, day and hour of any meeting of members shall be delivered in accordance with (IAW) paragraph 1.3 of this document to each member entitled to vote at such a meeting, not less than ten (10) nor more than fifty (50) 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. In the case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

#### Quorum

3.5. A quorum shall consist of those voting members who attend a duly called meeting and business may be conducted by an affirmative vote of the majority of the voting members present.

#### Proxies

3.6 At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

#### Voting by Mail

3.7. Where Directors, Officers, or Committee Members are to be elected by the Professional Members, such election shall be conducted by mail with a designated independent third party conducting the vote tally..

### **ARTICLE 4**

#### **BOARD OF DIRECTORS**

##### General Powers

4.1. The affairs and policies of the Corporation shall be determined by its Board of Directors. Directors need not be residents of Texas but must be Professional Members of the Corporation.

##### Number, Tenure, and Qualifications

4.2. The Board of Directors shall consist of seven (7) members each serving a three (3) year term. Election of Directors to follow procedures stipulated in article 5. 2 governing the election of Officers. The terms of office are staggered to prevent a majority of the Board of Directors being changed in any one year with 3, 2, 2 election rotation. Qualifications of Office are that the Board of Directors are Professional

Members in good standing. The President of the Corporation shall serve as an ex-officio member of the Board of Directors following his term of office for one year. Newly elected officers shall begin their terms of service exactly six weeks after the mailing of the general election ballots.

#### Regular Meetings

4.3 A regular meeting of the Board of Directors shall be held without other notice than this bylaw, during the time period of, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for holding of additional regular meetings of the Board without other notice than such resolution.

#### Special Meetings

4.4. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may set the time and place for holding any special meetings of the Board called by them. A meeting of the Board of Directors may be held by telephone conference call upon proper notice.

#### Notice

4.5 Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto IAW paragraph 1.3 of this document. Any Director may waive notice of any meeting. 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 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 bylaws.

#### Quorum

4.6. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

#### Manner of Acting

4.7. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

#### Vacancies

4.8. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

#### Compensation

4.9. Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at

each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

#### Informal Action by Directors

4.10. Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be agreed upon by all Directors.

### **ARTICLE 5**

#### **OFFICERS**

##### Officers

5.1. 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 Secretary, a Treasurer, and such other Officers as may be elected by the members at the annual meeting. No Officer shall hold more than one office at any one time. Qualifications for all Officers of the Corporation require they must be Professional Members in good standing for a period of 24 months or two years.

##### Election and Term of Office

5.2. The Officers of the Corporation shall be nominated by the Professional membership at the annual meeting or by any two (2) members, with the consent of the nominee, by notifying the Secretary, in writing, at least sixty (60) days prior to the annual meeting. The names of the nominees and their nominators will be published in the newsletter in advance of the annual meeting and the Secretary will enter said nomination(s) at the proper time during the meeting. Immediately following the annual meeting, the names of the nominees, a short sketch from each (if desired) and a ballot will be sent to the general membership IAW paragraph 1.3 of this document. All votes must be cast within 30 days of the ballot being posted. The results of the election will be published in the first newsletter following the election. Newly elected officers shall begin their terms of service exactly six weeks after the mailing of the election ballots.

President - 2-year term. The Office of the President can have one consecutive Re-election. This will allow the President no more than a 4-year term. This does not preclude that person from serving as President at some date one or more years after any term of office as President.

Vice President - 2-year term. No consecutive restriction.

Treasurer - 3-year term. No consecutive restriction.

Secretary - 2-year term. No consecutive restriction.

##### Vacancies

5.3. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.



### President

5.4. 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. He shall preside at all meetings of the members and of the Board of Directors. He 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 bylaws or by statute to some other officer or agent of the Corporation; and in general, he shall perform all of the duties as may be prescribed by the Board of Directors from time to time. The President will serve as an ex officio member of the Board of Directors following his term of office for one year.

### Vice President

5.5. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in 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 him by the President or the Board of Directors.

### Treasurer

5.6. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with provisions of Article 7 of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

### Secretary

5.7 The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors and all committee meetings in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws 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 him by the President or by the Board of Directors and appraise all committee chairmen (and the newsletter editor if the general membership is to be informed) of any official action taken during meetings that is applicable to their duties as soon as possible following such action.

## **ARTICLE 6**

### **COMMITTEES**

#### Committees of Directors

6.1. There shall be an Executive Committee composed of the Officers and Board of Directors of the Corporation. The Executive Committee shall meet at least once prior to the annual meeting and they shall meet at such other times during the year as may be necessary to transact the business of the Guild and at such other times as may be directed by the Board of Directors. Six (6) members of the Executive Committee with at least two (2) Officers and three (3) Directors, shall constitute a quorum; action may be taken by an affirmative 2/3 majority vote of the members present plus any proxies submitted on behalf of members not in attendance. The President may vote only as a tie breaker. The Executive Committee shall have and exercise the authority of the Board of Directors in the ACGG Bylaws. However, the Executive Committee shall not have the authority of the Board of Directors, except in the case of other provisions in these Bylaws, in reference to amending, altering, or repealing the bylaws (subject to the approval of a majority of the membership attending the annual meeting); electing, appointing, or removing any member of any such committee or any Director or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceeding therefor; adopting a plan for the distribution of the assets of the Corporation as per Article Eight (8) of the Articles of Incorporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The appointment of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him bylaw.

#### Other Committees

6.2. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by the President of the Corporation. Except as otherwise provided, members of each such committee shall be Professional members of the Corporation and the President of the Corporation shall appoint the members thereof. Any members thereof maybe removed by the person or persons authorized to appoint such member whenever in his judgment the best interest of the Corporation shall be served by such removal.

- Ethics Committee: This committee shall consist of five (5) Professional members, one of which will be the Membership Committee chairman. The remaining four (4) members will be elected to three (3) year terms by the procedures stipulated in article 5.02 governing the election of officers. All members of this committee must be Professional members of the corporation in good standing and they shall not be allowed to serve concurrently on the Board of Directors or as an Officer of the Corporation. The chairman of this committee shall be one of the senior elected members. The duties of this committee shall be set forth by the Board of Directors of the Corporation.
- Membership Committee: In the case of the Membership Committee, election shall consist of five (5) Professional members in good standing; at least one of which is a metalsmith and at least one of which is a stockmaker. Each member of this committee shall serve a three (3) year term. Election of committee members to follow procedures stipulated in article 5.02 governing the election of Officers. The terms of committee membership shall be staggered with two (2) members being elected one year, one (1) member being elected the next year, and two (2) members being elected the year after, and so on in rotation. The chairman shall be one of the senior members of the committee. The duties of this committee shall be set forth by the Board of Directors and or the Executive Committee. Decisions of this committee may be appealed to the Board of Directors.

#### Term of Office

6.3. Each member of a committee shall continue as such 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, or unless the term of office is specified elsewhere in these bylaws.

#### Chairman

6.4. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof, unless another method is specified for that committee elsewhere in these bylaws. Chairpersons of the Ethics Committee, Membership Committee, and Education and Scholarship Committee shall be elected annually by a majority vote of the sitting members of each said committee.

#### Vacancies

6.5. Vacancies in the membership of any non-elected committee may be filled by appointments made in the same manner as provided in the case of the original appointments. In the case of elected committees, all vacancies will be filled by the Board of Directors for the remainder of the vacant term.

#### Quorum

6.6. Unless otherwise provided in the resolution of the Board of Directors designating a committee or these bylaws, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

#### Rules

6.7. Each committee may adopt rules for its own government not inconsistent with these bylaws or with the rules adopted by the Board of Directors.

### **ARTICLE 7**

#### **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

##### Contracts

7.1 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 bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances.

##### Payments

7.2 Payment of monies for indebtedness incurred by the Corporation may be paid by any authorized agent of the Corporation as established by the Executive Committee or Board of Directors. Said agent may utilize any common means of payment to include (but not limited to) credit card, debit card or

corporate check. Any payments or deposits not enacted by the Corporation's Treasurer must be followed with notification to the Treasurer (to include all receipts) so that appropriate accounting may be affected. Spending limits shall be established by the Executive Committee or Board of Directors and any expenditure exceeding the established limit will require approval of the Board of Directors.

#### Deposits

7.3 All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### Gifts

7.4 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 8**

#### **CERTIFICATE OF MEMBERSHIP**

##### Certificates of Membership

8.1. 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. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed by the seal of the Corporation. All certificates evidencing membership shall be consecutively numbered. The name of each member and the date of issuance shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

##### Issuance of Certificates

8.2. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary.

### **ARTICLE 9**

#### **BOOKS AND RECORDS**

9.1 The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the 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. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time. An annual audit will be conducted with a synopsis of said audit provided to Professional membership.

**ARTICLE 10**

**FISCAL YEAR**

10.1 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 11**

**DUES**

Annual Dues

11.1 The Board of Directors may determine, from time to time, the amount of the initiation fee, if any, and the annual dues payable to the Corporation by members and Associates.

11.2 The Board of Directors may determine, from time to time, the effective time period of the membership year for which dues are paid and the time frame that the dues will be required to be paid without default.

Default and Termination of Membership

11.3 When any member is in default in the payment of dues for a period of sixty (60) days, that member's affiliation with the ACGG will thereupon be terminated. Termination for default will be reviewed by the Executive Committee for possible extreme extenuating circumstances.

**ARTICLE 12**

**SEAL**

12.1 The Board of Directors shall provide a corporate seal, which shall have inscribed thereon the name of the Corporation and the words " American Custom Gunmakers Guild."

**ARTICLE 13**

**WAIVER OF NOTICE**

13.1. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws 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 be deemed equivalent to the giving of such notice.

**ARTICLE 14**

**AMENDMENTS TO BYLAWS**

14.1 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the entire Professional membership of the Corporation. Notification of proposed changes

will be made IAW paragraph 1.3 of this document. Vote tallies will be made by the Executive Director and made available to the membership upon request.

## **ARTICLE 15**

### **EXECUTIVE DIRECTOR**

15.1. The appointment of an Executive Director shall be at the discretion of the Executive Committee if they should deem such appointment necessary. The appointee will function as a contractor for the Corporation and will be contractually obligated for duties and responsibilities as outlined in said contract. The Executive director will be compensated from the Corporation's coffers at a rate which is mutually agreed to by both the contractor and the Corporation.