

NATIONAL AFRICAN AMERICAN GUN ASSOCIATION, INC.

BYLAWS

ARTICLE ONE

NAME

1.1 The name of this organization shall be the National African American Gun Association, Inc. (also known as NAAG and NAAGA). The National African American Gun Association, Inc., a non-profit corporation, will be referred to in these Bylaws as “the Association.” The Association’s principal office is located in Griffin, Georgia.

ARTICLE TWO

PURPOSES AND OBJECTIVES

2.1 The purposes and objectives of the National African American Gun Association, Inc. are:

- (a) to preserve, protect, and defend the Second Amendment rights of members of the African-American community with respect to firearm ownership, self-defense, and defense of family;
- (b) to promote and develop a greater understanding and awareness among the African-American community regarding the importance and benefits of firearms ownership, and conduct education and policy related to such rights;
- (c) to introduce members of the African-American community to firearms use for self-defense, defense of family, competitive shooting, and outdoor recreational activities;
- (d) to educate members of the African-American community about state and federal legislation that affects their Second Amendment rights to own and bear firearms;
- (e) to educate and train members of the African-American community in the safe handling, use, and proper care of firearms; and

- (f) to promote and improve marksmanship, defensive shooting, and competitive shooting among members of the African-American community.

The Association may take all actions necessary and proper in the furtherance of these purposes and objectives.

ARTICLE THREE

MEMBERSHIP

Eligibility for Membership

3.1 Any person who is at least eighteen (18) years old, who: (1) subscribes to the purposes and objectives of the Association as set forth in Article Two above; (2) pays the annual dues as set forth below in this Article; and (3) is legally eligible to possess a firearm under federal and state law shall be eligible to become a member of the Association. Any person who has a felony conviction or who has a misdemeanor conviction for domestic violence (and the conviction has not been pardoned or expunged and rights to possess a firearm restored), is not eligible to become a member of the Association. Under federal law, that person is not legally allowed to possess a firearm and therefore is prohibited from joining the Association. Minors who are at least 10 years old can participate in shooting activities but must be accompanied and supervised at all times by a parent or legal guardian. Membership shall not be denied to any person because of race, color, gender, age, religion, national origin, sexual orientation, gender identity, or physical disability of the person.

Dues and Contributions

3.2 The dues or minimum contribution of members of the Association shall be fixed from time to time by the Association's officers commensurate with the needs of the Association. Current Association minimum annual dues is as follows: Individual - \$29.00 per year; Couple - \$39.00 per year; Family - \$59.00 per year (maximum of 4 individuals at the same address); and Corporate - \$500.00 per year. Lifetime membership is \$600.00.

Rights and Privileges of Members

3.3 All rights, privileges, and benefits shall be equally available to all members of the Association. All rules, regulations, bylaws, and directives shall be equally applied to all members.

Duties of Members

3.4 (a) It is the duty of each member to assist in every feasible manner in promoting the purposes and objectives of the Association as set forth in Article Two of these Bylaws and to act at all times and in every matter in a professional manner.

(b) It is the duty of the directors, officers, and members to conduct the affairs of the Association in an efficient and professional manner, in accordance with the Association's Bylaws, and such programs and regulations as may, from time to time, be adopted by the Association.

Termination of Membership

3.5 Association memberships shall run for a period of one year at which time a member may renew his or her membership for an additional year by paying the required annual dues.

Transfer of Membership

3.6 Membership in the Association is not transferable or assignable. Membership terminates on the dissolution of the Association or the death of the member. Membership in the Association is not a property right that may be transferred after a member's death. Members also understand that they will not be entitled to a portion of any assets that may be held by the Association upon dissolution in the event the Association qualifies as a tax exempt entity under the Internal Revenue Code, §501(c)(4) or other applicable section of the Internal Revenue Code.

Waiver of Interest in Association Property

3.7 All property acquired by the Association shall be owned by the Association. A member shall have no interest in specific property of the Association. Each member hereby expressly waives the right to require partition of all or part of the Association's property on behalf of himself or herself or any other person.

Voluntary and Involuntary Termination of Membership

3.8 (a) Any individual member may terminate his or her membership at any time by a resignation in writing sent by email, messenger, or text to any officer of the Association.

(b) The officers of the Association may impose reasonable sanctions on a member, or suspend or expel a member from the Association, for good cause. Good cause includes a failure to pay annual dues within a time limit as prescribed by the Association after the prior one-year term has expired and a 30-day notice of such default has been given to the member, or a material and serious violation of the Association's Bylaws, rules, or of law.

(c) Upon termination of membership in this Association, such persons shall no longer receive benefits, rights or privileges of the Association and shall not be entitled to same.

Reinstatement

3.9 A former member may submit a written request for reinstatement of membership. The Association's officers may reinstate membership on any reasonable terms that the officers deem appropriate.

ARTICLE FOUR

BOARD OF DIRECTORS

Management of the Association

4.1 The affairs of the Association shall be managed by the Board of Directors.

Number and Tenure of Directors

4.2 The initial Board of Directors shall be composed of three directors. The terms of office of such Directors shall be for a period of two years. There is no limitation on the number of terms a Director may serve. A Director may also serve in other capacities within the organization such as an officer.

Election of Directors

4.3 A person who has been duly nominated by a Director may be elected as a Director. Directors shall be elected by a majority of the Board of Directors. Each Director shall hold office until a successor is elected or until his or her term expires. A Director may be elected to succeed himself or herself as Director.

Vacancies

4.4 Any vacancy occurring in the Board of Directors, and any Director position to be filled, shall be filled by the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. The Board of Directors may delegate to the President the authority to make appointments to fill vacancies on the Board of Directors.

Annual Meeting

4.5 The annual meeting of the Board of Directors shall be held in December of each year.

Regular Meetings

4.6 The Board of Directors may meet as needed by resolution stating the date, time, and place of such meetings. The meetings may be held either within or without the State of Georgia. The meetings also may be held by teleconference. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the date, time, and place of the meetings.

Special Meetings

4.7 Special meetings of the Board of Directors may be called by or at the request of the President or any of the Directors. The person or persons calling a special meeting shall notify the secretary who shall give notice to the Directors as required in the Bylaws.

Notice

4.8 Written notice of any special meeting of the Board of Directors shall be delivered by mail or email to each Director not less than seven nor more than 30 days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

Quorum for the Board of Directors

4.9 Two Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact

business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting for the purpose of garnering a quorum one time without further notice.

Duties of Directors

4.10 Directors shall exercise ordinary business judgment in managing the affairs of the Association. Directors shall act as fiduciaries with respect to the interests of the Association. In acting in their official capacity as Directors of this Association, Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Association and that are not unlawful. In all other instances the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Association's best interests or would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Association. The Board of Directors shall formulate the policies and have general charge of the affairs and the property of the Association in accordance with applicable law and these Bylaws. Directors will file all reports required by the Association in a timely manner.

Actions of Board of Directors

4.11 The vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

Compensation

4.12 No Director acting solely in his or her capacity as Director shall receive any salary. However, if a Director serves the Association in any other capacity, he or she may receive compensation for those services, if specifically authorized by resolution of the Board of Directors, said resolution being not in conflict with these Bylaws. Any compensation that the Association pays to a Director (while said Director is performing services in a capacity other than Director) shall be commensurate with the services performed and reasonable in amount.

Removal of Directors

4.13 The Board of Directors may vote to remove a Director at any time, but only for good cause. Good cause for removal of a Director shall include, but not be limited to, the unexcused failure to attend two consecutive meetings of the Board of Directors. A meeting to consider the removal of a Director may be called and noticed following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda and the notice shall state the possible cause for removal. The Director shall have the right to present evidence at the meeting as to why he or she should not be removed. A Director may be removed by the affirmative vote of the two remaining Directors

ARTICLE FIVE

OFFICERS

OFFICER POSITIONS

5.1 The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. These offices may not be abolished. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions.

Election and Term of Office

5.2 The officers of the Association shall be elected by the Board of Directors to a term of two years. Each officer shall hold office until a successor is duly selected. An officer may be elected to succeed himself or herself in the same office. There is no limitation on the number of terms an officer may serve.

Removal

5.3 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without good cause. A meeting may be called to consider the removal of an officer if noticed following the procedures provided in these Bylaws. The notice of that meeting shall state that the issue of possible removal of the officer will be on the agenda and the notice shall state the possible cause for removal. The officer shall have the right to present evidence at the meeting as to why he or she should not be removed. An officer may be removed by the affirmative vote of two of the Directors.

Vacancies

5.4 A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term. The Board of Directors may delegate to the President the authority to make appointments to fill a vacancy in the Officer positions.

President

5.5 The President shall be the Chief Executive Officer of the Association. The President shall preside at all meetings of the Board of Directors. The President may execute any deed, mortgage, bond, contract or other instrument that the Board of Directors has authorized to be executed. However, the President may not execute instruments on behalf of the Association if this power is expressly delegated to another officer of the Association by the Board of Directors, the bylaws, or statute. The President shall perform other duties prescribed by the Board of Directors and all duties incidental to the office of President. The President is authorized to appoint individuals to serve as members of the President's Executive Leadership Team and ad hoc committees to address specific needs of the Association. The President shall be a member, ex-officio, of all regular and special committees and shall perform all such other duties as usually pertain to this office. The President shall oversee the operations of the Association.

Vice President

5.6 When the President is absent, or unable to act, or refuses to act, a Vice President shall perform the duties of the President. When a Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the office of the President. The Vice President shall perform other duties as assigned by the President or Board of Directors.

Secretary

5.7 The Secretary shall:

- (a) give all notices as provided in the bylaws or as required by law;
- (b) take minutes of the meetings of the Board of Directors and keep the minutes as part of the corporate records;
- (c) maintain custody of the corporate records and of the seal of the Association;
- (d) affix the seal of the Association to all documents as authorized;

- (e) keep a register of the mailing address of each Director, officer, and employee of the Association;
- (f) perform duties as assigned by the President or by the Board of Directors;
- (g) perform all duties incident to the office of secretary; and
- (h) provide an annual report to the Board of Directors of all notices given, minutes taken, or other affirmative acts by the secretary at least once annually.

Treasurer

5.8 The Treasurer shall have supervision of and be responsible for:

- (a) all funds and securities of the Association;
- (b) receiving of monies due and payable to the Association from any source;
- (c) depositing of monies in the name of the Association in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board of Directors or President;
- (d) the writing of checks and disbursement of funds to discharge obligations of the Association, except when the Treasurer is unable to act for any reason, the other officers of the Association are authorized to handle these duties. Funds drawn from the Association require the signature of one of the following: the President, Vice President, or Treasurer;
- (e) maintaining the financial books and records of the Association;
- (f) at the direction of the Board of Directors, the Treasurer may engage the services of a certified public accountant licensed to practice in the State of Georgia, to prepare financial reports at least monthly. This accountant may also be assigned the duties specified in subparagraphs (a), (b), (c), (d) and (e) herein above;
- (g) performing other duties as assigned by the President or by the Board of Directors; and
- (h) performing all of the duties incidental to the office of Treasurer.

Compensation

5.9 No officer shall receive any salary unless specifically authorized by resolution of the Board of Directors, said resolution being not in conflict with these Bylaws. All persons conducting business of the Association shall be entitled to reimbursement for expenses incurred on behalf of the Association, to such extent as may be authorized or approved by the Board of Directors.

ARTICLE SIX

CHAPTERS

Creation

6.1 The Association may organize chapters throughout the United States. Chapters may be created by active members of the Association residing within a particular geographic area of a state with the permission of the Association's officers.

Purpose

6.2 Chapters may be created for any lawful purpose consistent with the purposes and objectives of the Association as set forth above in Article Two of these Bylaws.

Chapter Leaders

6.3 In order to be eligible to hold any officer position in a chapter, the individual must: (a) not have a felony conviction or a misdemeanor conviction for domestic violence, which conviction(s) has not been pardoned or expunged and rights to possess a firearm restored); (b) be a current dues paying member of NAAGA; (c) submit to a criminal background check conducted by NAAGA management at the chapter leader's expense; (d) sign a NAAGA confidentiality agreement; and (e) sign a NAAGA indemnification agreement to hold NAAGA harmless from any potential liability arising from the chapter's activities. In addition, in order to be eligible to serve as the President of a chapter, the individual must also have law enforcement or military experience, be certified as a firearms instructor, or have at least two years of shooting experience. No chapter leader may serve as the chapter leader of more than one chapter.

Chapter Subchapters

6.4 No chapter may have a subchapter. However, the chapter, as well as the NAAGA state director, may assist a potential chapter in getting a new chapter set up for its geographic location. If there are individuals who wish to start a chapter in a particular geographic area, they should send a request to start a new chapter to the Chapter Development Director at chapters@naaga.co.

Chapter Activities

6.5 All chapter activities must be consistent with the purposes and objectives of the Association as set forth above in Article Two of these Bylaws.

Membership Qualifications

6.6 Any person who meets the Association membership eligibility requirements as set forth in section 3.1 of these Bylaws and who pays chapter dues (if required by the chapter) as set forth in section 6.9 of these Bylaws shall be eligible to be a member of any chapter of the Association. Minors who are at least 10 years old can participate in shooting activities but must be accompanied and supervised at all times by a parent or legal guardian. Chapter membership must comply with the Association's anti-discrimination clause as set forth above in Article Three, Section 3.1. Chapter leadership shall provide an updated membership roster on a quarterly basis to the Chapter Development Director by March 31, June 30, September 30, and December 31 of each year for cross check against NAAGA's national membership database.

Chapter Organizational Structure

6.7 A chapter may set up its own Limited Liability Company or Non-profit Corporation to raise funds under that entity for the shooting activities of its chapter. However, the chapter leadership should notify NAAGA management of its organizational structure, any fundraising activities it plans, and the purpose of those fundraising activities.

Chapter Bylaws

6.8 A chapter may choose to have its own bylaws. However, any such proposed bylaws must be submitted to the Association's officers for review prior to approval by chapter members.

Chapter Dues

6.9 In order to fund a Chapter's activities, a Chapter may collect chapter dues from its members, which is paid by the member, in addition to the annual dues that the member pays to join NAAGA. However, in order to ensure that the dues does not unduly restrict individuals and families from joining the chapter due to financial resources, the chapter may not charge more than the following maximum amounts for chapter membership dues: Individual - \$35.00 per year; Couple - \$40.00 per year; and Family - \$50.00 per year (maximum of 5 individuals at the same address). For those chapters that decide to collect chapter dues, the chapter leadership will be required to provide a quarterly accounting to NAAGA management of the dues amounts collected for that quarter, and provide a statement as to what activities the chapter dues is used for. Chapter leadership will provide the quarterly accounting to the Chapter Development Director by March 31, June 30, September 30, and December 31 of each year.

Expenses

6.10 Chapters may not incur expenses on behalf of the Association nor may they commit the Association by any declaration of policy.

Chapter Social Media Pages/Groups

6.11 All chapter social media pages such as Chapter websites, Facebook pages, Facebook groups, and Meetup groups must be accessible at all times by NAAGA management.

Chapter and NAAGA Logos

6.12 A chapter may develop its own logo, which logo remains the property of the chapter. A chapter may display its logo on its social media pages (i.e. Chapter website, Facebook page, Facebook group, or Meetup group), but the chapter must also display the NAAGA national logo on its social media pages as well.

Association Educational and Training Programs

6.13 The Association may establish certain national educational and training programs in furtherance of the purposes and objectives of the Association. Chapters of the Association are required to follow any such programs as established by the Association.

Training of Members from Outside Organizations

6.14 No chapter may train members of outside organizations unless such training is first approved by NAAGA management. If such training is approved, chapter leadership must ensure that there is a certified firearms instructor who provides the training.

Chapter Dissolution

6.15 The Association's officers may, after proper investigation, discontinue or suspend any Chapter that has ceased to be active or that fails to comply with any provisions of these Bylaws.

Media Interviews

6.16 Any individual who has been approached for an interview by a member of the media (news, television, radio, magazine, internet, etc.), must obtain approval from the National President at least three (3) days before conducting the interview with the media.

Outside Partnerships

6.17 No NAAGA chapter or NAAGA member may enter into outside partnerships with other organizations which bind the national organization without prior approval from the National President.

ARTICLE SEVEN

BOOKS AND RECORDS

REQUIRED BOOKS AND RECORDS

7.1 The Association shall keep correct and complete books and records of account. The Association's books and records shall include:

- (a) a copy of all documents filed with the Georgia Secretary of State relating to the Association, including, but not limited to, the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent;
- (b) a copy of the Bylaws, and any amended versions or amendments to the bylaws;

- (c) minutes of the meetings of the Board of Directors;
- (d) a list of the names and addresses of the Directors, Officers, Executive Leadership team, and any committee members of the Association.
- (e) a financial statement showing the assets, liabilities, and net worth of the Association at the end of the three most recent fiscal years;
- (f) a financial statement showing the income and expenses of the Association for the three most recent fiscal years;
- (g) all rulings, letters, and other documents relating to the Association's federal, state, and local tax status; and
- (h) the Association's federal, state, and local information or income tax returns for each of the Association's three most recent tax years.

Inspection and Copying

7.2 Any Director or officer of the Association may inspect and receive copies of all books and records of the Association required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Association and if the person submits a request in writing.

7.3 Any member of the general public may also be granted access to the records of the Association required to be open for inspection by any applicable state or federal law. Requests for information or records access shall be addressed, in writing, to the President and should be based on a business 'need to know.' The President shall have the sole discretion, subject to appeal, to either grant or deny the request. Approval for such requests shall be made with due consideration to office work load, need to know and time demands of the requesting person. The requested information shall only be furnished by the President or designated staff member of the Association within the time periods established by the President. A denial of any such request may be appealed, in writing, to the Board of Directors of the Association, whose decision shall be final.

ARTICLE EIGHT

FISCAL YEAR

8.1 The fiscal year of the Association shall be the calendar year.

ARTICLE NINE

AMENDMENTS TO THE BYLAWS

9.1 The Bylaws (or portions thereof) may be revised, amended, or repealed; and new bylaws (or portions thereof) may be adopted as needed by the Board of Directors.

9.2 The Bylaws may be amended upon vote of two of the three Directors at any regular or special meeting wherein written notice of the proposed amendment has been given to the Board.

ARTICLE TEN

NOTICES

NOTICE BY MAIL OR EMAIL

10.1 Any notice required or permitted by the bylaws to be given to a Director or officer may be given by mail or email. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Association, with postage prepaid. If given by email, a notice shall be deemed to be delivered when sent and addressed to the person at his or her email address as it appears on the records of the Association. A person shall be responsible to change his or her residential address and email address by giving written notice to the secretary of the Association.

Signed Waiver of Notice

10.2 Whenever any notice is required to be given under the provisions of the articles of incorporation or the bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Waiver of Notice by Attendance

10.3 The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE ELEVEN

SPECIAL PROCEDURES CONCERNING MEETINGS **MEETING BY TELEPHONE**

11.1 The Board of Directors 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.

Decision Without Meeting

11.2 Any decision required or permitted to be made at a meeting of the Board of Directors may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Association minute book and kept with the Association's records.

ARTICLE TWELVE

ORDER OF BUSINESS

AGENDA

12.1 The following shall be the regular order of business at all regular and called meetings of the Board of Directors:

Roll Call
Approval of minutes of previous meeting
Reports of Officers
Reports of Committees
Election and installation of Officers
Old business
New business
Resolutions

ARTICLE THIRTEEN

MISCELLANEOUS LEGAL PROVISIONS

Legal Authorities

13.1 The Bylaws shall be interpreted in accordance with the laws of the State of Georgia.

Legal Construction

13.2 If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect; the invalidity, illegality, or inability to enforce shall not affect any other provision.

ARTICLE FOURTEEN

TENURE AND DISSOLUTION

14.1 The Association will never issue stock or membership certificates of any kind. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Association is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

14.2 In the event of dissolution, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to, and only to, one or more charitable or social welfare organizations, which have established their tax-exempt status under section 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

CERTIFICATE OF SECRETARY

I certify that I am the National Secretary of the National African American Gun Association, Inc. and that the foregoing Bylaws constitute the Bylaws of the Association. These Bylaws were duly adopted by the Board of Directors on the 15th day of December 2017.

Nezida S. Davis
National Secretary
National African American Gun Association, Inc.