

Bylaws of Midland Shooters Association, Inc.

I. NAME

The name of this organization shall be the Midland Shooters Association, Inc. (the Association).

II. PURPOSE

The purpose of the organization shall be to promote and encourage organized shooting among citizens of the United States who reside in this area. It shall encourage recreational and competitive shooting, sportsmanship, firearms safety, and marksmanship. It shall assist in instructing organizations in the community interested in these matters and shall do its utmost to promote good citizenship, public safety, national defense, game conservation, and other matters within its scope that may be accomplished as a public service.

III. MEMBERSHIP

Any citizen or legal resident alien of the United States eighteen years of age or older may become a member of this organization upon approval of the Board of Directors after subscribing to the following pledge and meeting the other requirements of these Bylaws.

PLEDGE

I certify that I am a citizen or legal resident alien 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 political 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.

Each membership shall be required to pay dues and other expenses as specified in Article IV hereof and shall be entitled to one vote. Failure to pay dues or expenses as stipulated in these Bylaws shall automatically terminate membership in the Association.

A membership shall be considered a family membership for purposes of range use within the limits of the range regulations. This family membership shall include the spouses and all children under the age of 18 living within the household.

Each paid membership shall be entitled to one vote in matters affecting the Association.

Only members who are in good standing with the requirements of these Bylaws are entitled to the privileges and benefits offered by the Association, including, but not limited to the right to vote in matters of the Association.

IV. DUES

Dues and other required fees shall be set by the Membership at the Members' Annual Meeting and shall require approval by a vote of the majority of the Membership.

V. MEETINGS

Most meetings of and for the Association shall be "open" meetings. Any Member in good standing may attend most meetings of the Association. There will be no "closed" sessions or meetings, except committee meetings and committee reports, which will be declared open or closed when the committee is formed.

In the event of a "tie" vote in any meeting, the issue in question does not pass. In the event of a "tie" vote in an officer election, the incumbent candidate is reelected.

A. MEMBERS' MEETINGS

MEMBERS' ANNUAL MEETING. The Members' Annual Meeting of the Membership shall be held on the third (3rd) Tuesday in February of each year. The officers elected on any given year shall hold over until duly replaced by officers elected for the subsequent year, regardless of whether or not the Members' Annual Meeting is convened on time.

SPECIAL MEMBERS' MEETINGS. In circumstances that the Board of Directors alone are unable to address, Special Members' Meetings may be called by the Board of Directors to govern the affairs of the Association. The Membership shall be notified of these special meetings in accordance with the requirements of these Bylaws.

Any number of members attending any duly constituted Members' Meeting shall constitute a quorum.

B. BOARD OF DIRECTOR'S MEETINGS.

The Board of Directors shall meet on the third (3rd) Tuesday in May, August and November, special Board of Directors meetings may be called, as necessary, to govern the affairs of the Association. All Board of Directors meetings shall be called by, and shall be at the time and place specified by the Board of Directors. Eight (8) Directors shall be present at any Board of Directors meeting to constitute a quorum.

C. BOARD OF MANAGEMENT MEETINGS

The number of meetings of each Board of Management shall be a minimum of six (6) per year with at least one (1) every other month, special Board of Management meetings may be called, as necessary, to govern the affairs of the Association. All Board of Management meetings shall be called by and shall be at the time and place specified by the respective Board of Management. The Board of Management meetings shall not overlap one another unless they are held in conjunction with the quarterly Board of Directors meetings. Four (4) Directors of each respective Board of Management shall be present to constitute a quorum for the meeting.

D. NOTICE OF MEETINGS

A “good faith” effort will be made to notify the Membership of the Members’ Annual Meeting or special meetings of the Board of Directors or Special Members’ Meetings. Notification will be made by mail or electronic or other means. Public notice of all regular or special meetings of the Board of Directors or regular meetings of the Board of Management(s) shall be posted in designated areas in full view at each Range. Notice of all meetings requiring such notice shall contain the date, time, place, and reason for the meeting with fifteen (15) days’ advance notice of the meeting.

VI. GOVERNANCE

A. The governing body of this association shall comprise twelve (12) Directors, and two (2) ex-officio members:

- One (1) President (elected in odd years)
- One (1) Vice-President (elected in even years)
- Five (5) Rifle/Pistol Range Directors
- Five (5) Shotgun Range Directors
- One (1) Secretary (ex-officio)
- One (1) Treasurer (ex-officio)

The twelve (12) Directors shall comprise the Board of Directors. All Directors shall hold office for a period of two (2) years. A Secretary and a Treasurer shall be elected at-large, appointed, or hired to fill these positions as deemed necessary by the Board of Directors. The five (5) Directors of each respective range shall comprise the Board of Management Directors.

1. The President and Vice-President shall be elected At-Large (on alternating years) by majority vote from secret ballot by members present at the Members’ Annual Meeting of the Association.

2. The Rifle/Pistol Range Board of Management shall comprise five (5) Directors:

- One (1) Rifle/Pistol Range Supervisor (elected in even years)
- One (1) Rifle Director (elected in odd years)
- One (1) Pistol Director (elected in even years)
- One (1) Special Events Director (elected in even years)
- One (1) Facilities Director (elected in odd years)

The five (5) Rifle/Pistol Range Directors shall be elected (two or three on alternative years) by majority vote from secret ballot by members present at the Members’ Annual Meeting.

3. The Shotgun Range Board of Management shall comprise five (5) Directors:

- One (1) Shotgun Range Supervisor (elected in odd years)
- One (1) Trap Director (elected in even years)
- One (1) Skeet Director (elected in even years)
- One (1) 5-Stand/Sporting Clays Director (elected in even years)
- One (1) Shotgun Projects Director (elected in odd years)

The five (5) Shotgun Range Directors shall be elected (two or three on alternative years) by majority vote from secret ballot by members present at the Members' Annual Meeting.

4. If possible, two or more nominees shall be chosen from participants of each shooting sport or range of which the outgoing Directors have a primary interest. Nominations may be made from the floor.

No member shall serve, hold, or be elected to more than one (1) position while serving as President, Vice-President, or Director. The President, Vice-President and any Director may run for a different office while holding their current position. Upon being elected to the new position, said person will automatically vacate the previous position. The remaining term of the vacated position will be filled by majority vote from secret ballot by members present at that Members' Annual Meeting. Although while holding an elected position, any member in good standing may serve in the capacity as Secretary or Treasurer if elected at large, appointed, or hired by the Board of Directors.

B. Any member or their spouse, in good standing, is eligible to be an officer of the Association.

C. The Board of Directors shall have general supervision and control of the Association. The Board of Management Directors shall have general supervision and control of their respective ranges.

D. Resignation of any officer may be accepted by a majority vote of the remaining members of the Board of Directors.

E. A vacancy in the Board of Directors (except the President) may be filled by a majority vote of the remaining members of the Board of Directors. However, if more than one vacancy exists, a Special Members' Meeting of the Association shall be called, and new officers shall be elected to fill the vacancies until the original term of the vacating Directors expires.

VII. CODE OF CONDUCT, RESPONSIBILITIES AND DUTIES OF OFFICERS

Members Elected to the Board of Directors shall uphold the responsibilities associated with their elected, appointed or hired position as stated in these Bylaws. They shall obey all range safety rules and regulations; support the Association's activities; promote the shooting sports; conduct themselves in a sportsmanlike manner and encourage these qualities in others.

A. The President of the Association shall be the Chief Executive Officer. The President shall represent the Association in all business matters not herein specifically delegated to others. The President shall preside and have one vote at all Board of Directors and Members' meetings whether regular or special. The President shall be an ex-officio member of all committees and shall perform all other duties usually associated with this office.

B. The Vice-President shall preside in the absence of the President. The Vice-President shall, in the event of death, incapacity, removal or resignation of the President, succeed to the office of President and shall serve the remainder of the term for which the President was elected. The Vice-President shall attend all Board of Directors and Members' meetings whether regular or special and have one vote at these meetings. The Vice-President shall head any particular committee to which he or she is appointed by the President or the Board of Directors. The Vice-President shall serve as Chairman of the Membership and Public Relations Committees. The Vice-President shall appoint any number of members to be on these committees as necessary.

C. The Rifle/Pistol and Shotgun Range Supervisors shall represent the Association in all business matters within their respective ranges where it is not herein specifically delegated to others. They shall be in attendance at all their respective Board of Management meetings and all Board of Directors Meetings, whether regular or special. They shall have full voting rights within the Association. They shall preside over their respective Board of Management meetings, and shall have one vote on any issue. They shall serve as Co-Chairman of the Membership and Public Relations Committee for promoting the Association's interests within their respective ranges. They shall appoint any number of members to be on these committees as necessary. These Supervisors shall post all notices of meetings along with minutes from the meetings and all financial reports from the Treasurer. These notices and reports shall be posted within the guidelines as required in these Bylaws and within a reasonable time frame at their respective ranges.

D. The shoot Directors at each range shall represent the Association in the conduct of shoot activities within their specific area of entitlement. They shall be in attendance at all of their respective Board of Management meetings and all Board of Directors meetings, whether regular or special. These Directors shall appoint members to and serve as chairman of those committees necessary to the prosecution of their respective shoot functions.

E. All Directors shall represent the Association in the provision of the physical facilities necessary to carry out the function of the Association. They shall be in attendance at their respective Board of Management meetings and all Board of Directors meetings, whether regular or special. The Directors shall appoint members to and serve as chairman of those committees necessary to the prosecution of their functions.

F. The President of the Association, and each Director, for his or her assigned function, may appoint ad hoc committee(s) when necessary to fulfill their respective obligations. Directors and individual members may serve on more than one (1) committee.

G. The Secretary shall conduct all correspondence pertaining to the business of the Association. The Secretary shall notify members of the Board of Directors of all meetings and shall notify the Membership of special meetings, as required by these Bylaws. The Secretary shall be in attendance at all meetings, whether regular or special and may attend Board of Management meetings. The Secretary shall not have a vote in the normal voting capacity. The Secretary shall keep a true record of all meetings of the Board of Directors and of the Association and have custody of the books and papers of the Association, except the Treasurer's books and accounts. The Secretary shall serve as an active member on the Membership Committee, which shall be responsible for the collection of all fees or dues and shall remit the same to the Treasurer, taking proper receipt. The Secretary shall be responsible for re-affiliating the Association annually with the NRA, the TSRA, the CMP and other appropriate state or national associations approved by the Board of Directors or the Membership. The Secretary shall be the agent for service upon this Corporation.

H. The Treasurer shall have charge of all funds of the Association and place the same in such bank or banks as may be approved by the Board of Directors. Such money shall only be withdrawn by a two-signature check signed by the Treasurer and President or Vice-President of the Board of Directors for the payment of such bills as have been approved by the Board of Directors. The Treasurer shall keep true and accurate account of all transactions. The Treasurer shall be in attendance at all meetings whether regular or special and may attend Board of Management meetings. The Treasurer shall not have a vote in the normal voting capacity. The Treasurer shall render a quarterly detailed report and a detailed annual report to the Association. The Treasurer shall provide any other report(s) required or requested by the Board of Directors.

VIII. FINANCIAL GOVERNANCE

A. The Association will operate on a sound financial basis. The Association will operate on a balanced budget basis and will incur no debt with the exception of the purchase of real property. The fiscal year will be from March 1st till the end of February.

B. The Treasurer will prepare and submit to the membership at the Members' Annual Meeting, a budget for the coming year. This budget will include the fixed overhead costs for each range. Operating overhead costs for each range will be escalated by the previous year's inflation rate unless an increase in membership or expenses requires an additional adjustment. A majority of voting members at the Members' Annual Meeting will be required to approve the budget.

C. The Treasurer will deposit ten percent (10%) of all Association income into an interest bearing account to fund future Association expansion. This account will be referred to as the "Land Fund" and is intended to fund real estate purchases. Money placed in this fund will only be removed by a two-thirds vote of the Membership present at either the Members' Annual Meeting or a special called membership meeting.

D. Capital projects costing more than \$10,000.00 or the disposal of any asset valued at more than \$5,000.00 will be presented separately from the annual budget. A complete description of the capital project(s) or disposal(s) accompanied by a detailed budget will be presented to the Board of Directors at the November regular meeting. If the project(s) or disposal(s) is approved by the Board of Directors, a copy of the project(s) or disposal(s) budget, a detailed description of the project(s) or disposal(s) and a letter describing the need for the project(s) or disposal(s) will be

presented to all members in attendance at the Members' Annual Meeting. A 2/3 vote by members present at the Members' Annual Meeting will be necessary to approve the project(s) or disposal(s) and budget. Capital project(s) or disposal(s) not approved by the Board of Directors at the November Board of Directors meeting will not be proposed or considered at the Members' Annual Meeting. Acquisition or disposal of any real property will require written notification mailed to the entire Membership, not less than 60 days prior to the Member's Annual Meeting. Capital project(s) or disposal(s) approved for a given fiscal year must be completed within that fiscal year. If the project(s) or disposal(s) is not completed, it must be re-approved by the Membership at the next Members' Annual Meeting.

E. Regional, state, or national shoots will require a separate budget submission. All major shooting events must at least break even, an estimate will be made before the event takes place and any match which is not projected to at least break even must be cancelled. The budget must be approved by the respective Board of Management. If circumstances require additional expenditure or if the initial expenditure is more than \$2000.00, a written request detailing the requirements must be approved by the Board of Directors. All major matches must close out and return the initial expenditure plus any profit from the match within 90 days.

F. Net profits from local matches not described in Paragraph E above will remain within the specific shooting discipline until December 31 of the year in which the profit is generated. During this time, the Match Director and the members of that shooting discipline may spend the net profit on any improvement they choose, subject to respective Board of Management approval. Any net profit remaining after December 31 will become part of the general revenue of the Association, however, individual shooting disciplines may retain up to \$2000.00 to cover any reasonably anticipated expenses for the upcoming year.

IX. DISCIPLINARY ACTIONS

All members and officers of the Association are expected to observe the rules, regulations and Bylaws of the Association at all times. Members and/or officers who fall short of these goals are expected to correct their conduct to remain in good standing. Should a member and/or officer fail to conduct themselves within these standards disciplinary action by the Association may be required. The procedures outlined here are intended to be used when it becomes necessary to discipline officers or members who have violated the rules, regulations or Bylaws of the Association. If the charges involve the violation of any federal, state or local laws or ordinances, the Association will refer the matter to an appropriate law enforcement agency.

A. OFFICERS

Charges against any officer may be brought by any officer or member in good standing. The charges shall be in writing, clearly stating the facts and accompanied by all affidavits and/or exhibits which are to be used in their support. The charges shall be filed with the Secretary, who will immediately notify the President. The President will notify the Board of Directors and schedule an informal hearing, within 30 days, to allow all parties to present their version of events. The Secretary will give at least fifteen days' notice of the hearing to the charged officer and accusing member and will include a true copy of the charges and of the supporting affidavits and exhibits. This hearing is intended to allow all parties to discuss the event(s) that lead to the filing of charges and to resolve the dispute amicably. If the dispute is resolved, the charges are dropped. Although open to the Membership, no notice of the informal hearing is required to be given to the Membership. If the charges are not resolved at the informal hearing, the President (or Vice-President if the charges are against the President) will conduct another hearing at the next regularly scheduled Board of Directors meeting. At this hearing, all sides will present their version of events and after all sides have been heard, the Board of Directors will vote by secret ballot. The charged officer will not be eligible to vote on this issue. If the results of this vote favor the charged officer or in the event of a tie vote, the charges are dropped. If the Board of Directors votes to remove the officer, the Board of Directors may replace him or her in accordance with the procedures in these Bylaws. The removed officer may appeal the results of this hearing to the Membership at the next Members' Annual Meeting. If the Membership votes to overturn the decision by the Board of Directors, the officer will be reinstated, and the replacement officer removed from the Board of Directors. The removed officer is removed from the position of authority that he or she held as an officer and unless separately charged as a member, the removed officer is considered a member in good standing as long as all the other requirements of membership are met.

B. MEMBERS

1. Any member may be suspended or expelled from the Association for any cause deemed sufficient by the Board of Directors by a two-thirds vote of Directors present at any regular or special meeting of the Board of Directors. Any member may be suspended (temporarily or indefinitely) from the respective range for any cause deemed sufficient by the respective Board of Management by a simple majority vote of Directors present at any regular or special meeting of the respective Board of Management. The charged member will be given at least fifteen days written notice of the charges and the time, date and place of the meeting at which such charges

will be considered. At such meeting, the charged member will be accorded a full hearing. Any member suspended by a Board of Management may appeal the suspension to the Board of Directors at the next regularly scheduled Board of Directors meeting.

2. Charges against any member may be referred by any member in good standing. The charges shall be in writing clearly stating the facts and accompanied by all affidavits or exhibits. The charges shall be filed with the Secretary, who will immediately notify the President. The President will notify the Board of Directors and schedule an informal hearing, within 30 days, to allow all parties to present their version of events. The Secretary will give at least fifteen day's written notice of the hearing to the charged and accusing member and will include a true copy of the charges and of the supporting affidavits and exhibits. This hearing is intended to allow all parties to discuss the event(s) that lead to the filing of charges and to resolve the dispute amicably. If the dispute is resolved, the charges are dropped. Although open to the Membership, no notice of the informal hearing is required to be given to the Membership. If the charges are not resolved at the informal hearing, the President will conduct another hearing at the next regularly scheduled Board of Directors meeting. At this hearing, all sides will present their version of events and after all sides have been heard, the Board of Directors will vote by secret ballot. If the results of this vote favor the charged member or in the event of a tie vote, the charges are dropped.

3. Any member suspended or expelled by the Board of Directors may appeal to the Membership. The appeal shall be made in writing to the Secretary, who will notify the President. The President will call a Special Members' Meeting for the purpose of acting on the appeal. The Secretary shall give at least fifteen day's notice to the Membership, stating the date, time, place, and reason for the meeting. At the Special Members' Meeting, the Secretary will read the original charges and will read the minutes of the meeting at which the charges were heard and action taken. A full hearing will be given the charged and accusing member. A two-thirds vote by secret ballot of the members present and in good standing shall be required to reverse the action of the Board of Directors.

4. Any member expelled by the Board of Directors and not successful in an appeal is forever ineligible for future membership in the Association and is also ineligible to use the Association's facilities. Any member suspended by the Board of Directors or respective Board of Management will return to "member in good standing" status upon Bylaws of the Midland Shooter's Association, Inc. Revised: February 16, 2010
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Board of Directors or respective Board of Management. These conditions can include any requirement that either the Board of Directors or respective Board of Management deems necessary for the member to return including, but not limited to, additional training and restitution of reasonable damages.

5. Charges against any member are against the individual member only, family members of the charged member are unaffected by the charges against him or her.

X. AMENDMENTS

Any Member in good standing may propose an amendment to the Bylaws. The proposed amendment must be recommended and signed by twenty (20) Members in good standing and presented to the Secretary.

Upon receipt of a written proposal to amend the Bylaws, the Secretary shall send an electronic or paper copy of the proposed amendment to each Director. At the next regularly scheduled Board of Directors meeting, the president shall appoint a committee of at least five (5) members, at least one (1) of which shall be a Director and one (1) of which shall be the member who submitted the proposed amendment. It will require a two-thirds vote of this committee to send a recommendation to the Board of Directors to accept the proposed amendment to the Bylaws. This committee may make changes to the proposal.

Upon the receipt of the committees' recommendation, the Board of Directors will discuss the proposed amendment at their next regular Board of Directors meeting. A vote of two-thirds of the Directors present at that meeting is required in order for the proposed amendment to be recommended to the Membership for a vote.

If the proposed amendment is recommended to the Membership for a vote, the Secretary shall publish the proposed amendment on the web site and notify the Membership by electronic or other means that there will be a vote on the proposed amendment at the next Member's Annual Meeting. At the next Member's Annual Meeting, the Secretary shall pass out copies of the proposed amendment and shall read the proposed amendment. A vote of two-thirds of the members present at that meeting will be required to adopt the amendment.