

# Show Me Mounted Shooters

Organizational Bylaws Dated: March 5, 2009

Bylaws as proposed: February 2, 2012

Amended by vote: 2020

## Article One – Name

- 1.1 **Name:** The official name of the Corporation is Show Me Mounted Shooters.

## Article Two – Registration Agent and Offices

- 2.1 **Registered Agent:** The registered agent of Show Me Mounted Shooters shall be the elected President of the club. This agent must be filed with the Secretary of the State of Missouri on the biennial registration report.

## Article Three – Purpose

- 3.1 **General Purpose:** This Corporation is established to promote the sport of Cowboy Mounted Shooting. We, the Corporation, will promote proper training and safety for participants of this sport through clinics and practices. We will sponsor competitive events under the guidelines of the Cowboy Mounted Shooting Association. We will also conduct fund-raising efforts to provide funds to allow the organization to promote cowboy mounted shooting related activities. Membership is limited to persons that either intend to compete in cowboy mounted shooting events or who have commitment and dedication to the improvement of the sport and the activities of Show Me Mounted Shooters.

## Article Four – Ownership

- 4.1 **Ownership:** The Corporation shall not issue shares of stock of any class of kind. Show Me Mounted Shooters is a not-for-profit organization whose ownership is vested in the members.

## Article Five – Membership

- 5.1 **Membership:** Show Me Mounted Shooters shall have three (3) classes of members:

**Individual Member** – a singular person, one who shares the enthusiasm for the sport of Cowboy Mounted Shooting and intends to participate in club competitions. An Individual Member shall pay dues and be entitled to one vote.

**Family Member** – a Family Member is a plural membership, sharing one household, which shall be defined according to current CMSA rules.

- Supporting Member** –a singular person who does not intend to participate in the riding and shooting competitions but supports particular relatives or friends that do compete in the competitions, or demonstrate a sincere commitment to the Show Me Mounted Shooters. A Supporting Member shall pay dues and be entitled to one vote.
- 5.2 **Dues:** The Board of Directors shall establish the dues necessary to become a member of Show Me Mounted Shooters, subject to approval by majority of the members. The dues structure and amounts will be reviewed annually. Membership dues are nonrefundable.
- 5.3 **Annual Meeting:** An annual meeting of the members shall be held **DURING THE MONTH OF DECEMBER**, or as so ordered, as near in time, by the President in the case of a conflict. **THIS MEETING WILL INCLUDE THE ELECTION OF EXPIRING OFFICERS AND BOARD DIRECTORS FOR THE FOLLOWING TERM.**
- 5.4 **Monthly Meetings:** Regular Meetings: General membership meetings shall be held periodically on a schedule determined by the membership to accommodate regular attendance. These meetings are for the general business of the membership. There shall be no less than 6 (six) regular meetings annually.
- 5.5 **Special Meetings:** The President, the Board of Directors, or the Executive Committee may hold at any time and at any place as designated special Meetings of the members. Notice of the special meeting must be effective by mail or email, telephone or in person at least five days before the date of the meeting.
- 5.6 **Quorum:** At any meeting of the members, 50% of the membership shall constitute a quorum and the affirmative vote of a majority of members present is an act of the membership.
- 5.7 **Action by Vote:** Each member shall have one vote, or members by family member status, shall have two votes. When a quorum is present at any meeting the majority of the votes properly cast by members present (in person or duly represented) shall decide any question as properly put before the members, as provided in the bylaws.
- 5.8 **Action by Writing:** Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if the majority of the members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.
- 5.9 **Suspension:** This procedure must be fair and reasonable and carried out in good faith, taking into consideration all of the relevant facts and circumstances as required by the Board of Directors. Reason(s) for suspension and not limited to,

may be: alcohol and or drug consumption or under the influence thereof by a competitor during a Cowboy Mounted Shooting event; improper use and or discharge of a firearm, animal abuse or neglect, riding a sick or unhealthy animal, cheating, fighting, or not having regards for policies that have been adopted and set forth by Show Me Mounted Shooters. Members may be suspended from competing in further events for a specified period as determined by the Board of Directors. Fines may also be assessed, in the range of \$1 to \$100, against the member by a majority vote of the Board of Directors. Non-payment of fines may serve as grounds for expulsion.

- 5.10 **Reinstatement:** Upon time served and payment of fines and upon review by the Board of Directors, reinstatement may be issued by a majority vote of the Board of Directors.

### **Article Six – Board of Directors**

6.1 **General:** Show Me Mounted Shooters shall have a Board of Directors. The Board of Directors shall be elected by the members of the club and shall also be members of Show Me Mounted Shooters. The Board of Directors shall be the governing body for the corporation and shall have the power to make policy decisions, manage financial affairs, create and amend regulations and requirements regarding shooting events and other events, and in general make necessary decisions affecting the business and operations of Show Me Mounted Shooters. The Board of Directors may exercise all the powers of Show Me Mounted Shooters, except those powers reserved to the members by law, the articles of incorporation, or these bylaws. The Board of Directors shall comply with all government requirements in the management of this corporation. They shall be flexible and receptive to the ideas of others

6.2 **Specific Duties:** The Board of Directors shall have the following duties:

- A. To be actively involved in the business of Show Me Mounted Shooters and fully committed to its purpose.
- B. To attend meetings regularly.
- C. To set goals, establish policies and develop long-range plans.
- D. To help ensure the corporation's financial stability.
- E. To participate in the election of officers.
- F. To assess and improve the club's performance.
- G. To represent the club and promote its purpose to the general public.
- H. To thoroughly understand these bylaws and propose amendments to them as necessary.

6.3 **Qualifications:** Nominees to the Board of Directors agree to serve a one (1) year term and must be paid members of the club.

6.4 **Number of Directors:** The Board of Directors shall have seven (7) members. This number may be changed by amendment to these Bylaws, provided however

that no decrease in the number of Directors shall have the effect of shortening the term or any incumbent Director.

- 6.5 **Term:** Four members of the Board of Directors shall be the duly elected officers of President, Vice President, Secretary and Treasurer. Their terms shall run concurrent with their offices. The remaining three (3) Board of Directors shall be elected to serve a term of one (1) year. The term of office begins upon the adjournment of the election meeting and extends through the annual meeting of the Members in the year of the Director's term. A Director may succeed him/herself as many times as they are elected. **Preference shall be given to making these offices all be from separate household and families.**
- 6.6 **Vacancies:** Any vacancy occurring on the Board of Directors may be filled by a majority vote of a quorum of the remaining Directors. At the request of the President, a Nominating Committee may present a slate for the election of a vacancy on the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor.
- 6.7 **Quorum:** Fifty percent (50%) of the then total number of Directors shall constitute a quorum for the purpose of transacting business at meetings of the Board of Directors.
- 6.8 **Compensation:** Directors shall not receive compensation for their services.
- 6.9 **Chairman of the Board of Directors:** The President of Show Me Mounted Shooters by virtue of his office shall be the Chairman of the Board of Directors.
- 6.10 **Resignation or Removal of a Member of the Board of Directors:** A director may resign from the Board of Directors. Resignation should be in writing. A Director may be removed from the Board of Directors without cause at any time upon the vote of the majority of the members of Show Me Mounted Shooters.

#### **Article Seven – Officers**

- 7.1 **Officers:** The elected Officers of Show Me Mounted Shooters shall consist of a President, Vice President, Secretary, and Treasurer. Nominees for office shall have been a member of the Show Me Mounted Shooters for a period of at least one year. The officers shall be members of the Board of Directors.
- 7.2 **Election and Term:** Election of officers by the general membership shall occur annually after the end of the shooting season. The officer terms are 2 (two) years. The term of office for President and Treasurer are concurrent and offset one year with the term of office for Vice President and Secretary. The term of office begins upon adjournment of that election meeting and extends for through the annual election meeting two years hence. An officer may succeed himself/herself for as many times as he or she is elected.

- 7.3 **Temporary Officers:** The President may temporarily fill any vacancy in any office.
- 7.4 **Duties of President:** The President shall preside at all meetings of the Board of Directors, Executive Committee and Membership of Show Me Mounted Shooters and shall conduct the meetings according to the **Roberts Rules of Order**. The President shall make and sign, along with one other officer, all contracts, agreements and instruments in the name of Show Me Mounted Shooters. Such contracts, agreements and instruments shall be first approved by the Board of Directors. The President shall see that the books, reports, statements and certificates required by the laws of Missouri and the laws of the United States are properly kept and filed.
- 7.5 **Duties of Vice-President:** The Vice-President presides and performs the duties of the President in the absence of the President. The Vice-President shall assist and support the President in managing the business of Show Me Mounted Shooters as requested by the President. The Vice-President may be appointed by the President to serve as a chairman of a committee or event. Additional duties of the Vice President shall be the responsibility for all equipment and ammunition belonging to Show Me Mounted Shooters. This includes an accounting of where all equipment is at all times, and a current accounting of the amount of ammunition. The Vice President shall be the only person able to authorize the order of ammunition, and this must be agreed upon by the current standing Treasurer. Due to the duties of this office, this position must be a member living within 50 miles of Columbia, and member must not be in the same household or family as the Treasurer currently in office.
- 7.6 **Duties of Secretary:** The Secretary shall keep the minutes of the meetings of the Board of Directors, of the Executive Committee, and of the membership meetings of Show Me Mounted Shooters. It is the secretary's responsibility to see that all new members receive a copy of the bylaws and all other regulations and requirements of Show Me Mounted Shooters. Additionally, the Secretary shall keep a current list of all members and members of the Board of Directors, along with their addresses, telephone numbers, and email addresses if available. The Secretary shall be responsible for corresponding with members and others when requested by the Executive Committee. The Secretary shall be in charge of providing and encouraging communication with the membership, including website, Facebook, email and phone calls or texting as needed.
- 7.7 **Duties of Treasurer:** The Treasurer is responsible for all finances handled by Show Me Mounted Shooters. The Treasurer shall have custody of funds and shall deposit or withdraw such funds in the name of Show Me Mounted Shooters. The Treasurer is responsible to see that all such deposits and disbursements are made as authorized by the Board of Directors. The Treasurer shall have the responsibility of balancing the check book with the bank statement on a monthly

basis, and shall give a report on the finances of Show Me Mounted Shooters at each monthly meeting. The Treasurer must file the biennial registration report with the Secretary of State, due in odd numbered years. Additionally, the Treasurer shall keep a current list of all paid members each year, taking in all new memberships, and providing this information to the Secretary. Due to the duties of this office, this position must be a member living within 50 miles of Columbia, and member must not be in the same household or family as the Vice President currently in office.

### **Article Eight – Fiscal Authority and Policy**

- 8.1 **Authorization to Sign Documents:** The President and one other officer, upon the approval of the Board of Directors, shall sign all legal documents such as contracts.
- 8.2 **Authorization to Sign Checks:** Disbursements greater than five hundred dollars (\$500) require two signatures and shall be approved by the Executive Committee or by the Board of Directors.

### **Article Nine – Elections**

- 9.1 **Nominations:** Nominations for Officers and Directors shall be prepared by a Nominating Committee.
- 9.2 **Notice:** A slate of candidates for the election of Directors (and Officers) shall be sent to all Members of the Show Me Mounted Shooters and shall accompany the notice of election meeting.
- 9.3 **Nominations From floor:** Nominations will be accepted from the floor for election of Officers and Directors.
- 9.4 **Voting:** Each Member and Director shall be entitled to one vote. The nominees for Officers who receive the greatest number of votes shall be elected to that office. The nominees for Directors which receive the greatest number of votes in number equal to the board vacancies to be filled shall be elected to the Board of Directors.

### **Article Ten – Amendment of Bylaws**

- 10.1 **Generally:** These Bylaws may be altered, amended or repealed in whole or in part pursuant to the specific guidelines that follow.
- 10.2 **Method:** To effect an alteration, amendment or repeal of these Bylaws, notice must be delivered to each Member of Show Me Mounted Shooters at least ten (10) days in advance of the meeting where such changes are to be considered.

The proposed change(s) shall accompany this notice, and no other changes to the Bylaws shall be allowed at said meeting.

- 10.3 **Vote:** A vote of two-thirds of the votes cast by the Members present is necessary to carry an alteration, amendment or repeal of these Bylaws.

### **Article Eleven – Indemnification**

- 11.1 **Indemnification:** Any present or future Director and/or Officer, or the Executor, Administrator or other legal representative of such Director or Officer, shall be indemnified by Show Me Mounted Shooters against reasonable cost, expenses and counsel fees paid or incurred in connection with any action, suit or proceeding to which any said Director or Officer or Executor, Administrator or other legal representative of said Director or Office, may hereafter be made a party by reason of his or her being or having been such a Director or Officer, provided
- (a). Said action, suit or proceeding shall be prosecuted against such Director or Officer or against his or her Executor, Administrator or legal representative to final determination, and it shall not be finally adjudged in said action, suit or proceeding that he or she had been derelict in the performance of his or her duties as such Director or Officer.
  - (b). Said action, suit or proceeding shall be settled or otherwise terminated as against such Director or Executor, Administrator or legal representative of said Director or Office, without a final determination on the merits, and it shall be determined that such Director or Officer had not in any substantial way been derelict in the performance of his or her duties as charged in such action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed an adjudication that such Director or Officer was derelict in the performance of his or her duty if such Director or Officer were acting in good faith in what he or she considered to be the best interest of Show Me Mounted Shooters and with not reasonable cause to believe that the action was illegal. As to whether a Director or Officer was derelict in relation to such matters, the Board of Directors and each Director and Officer may conclusively rely upon an opinion as to both law and facts by legal counsel selected by or in the manner designated by the Board of Directors. The charges of any such legal counsel shall be paid by the Corporation. The foregoing rights of indemnification shall extend to any person who shall have served at the request of the Corporation as a Director or Officer. The foregoing rights of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled as a matter of law.

## **Article Twelve – Dissolution**

- 12.1 **Dissolution:** Dissolution of Show Me Mounted Shooters is authorized if it is approved by the majority of the Board of Directors and by the majority of the Members. Show Me Mounted Shooters shall give notice to its members of the proposed meeting to vote on dissolution. The notice must also state the purpose, or one of the purposes, of the meeting is to consider dissolving the Club and contain or be accompanied by a copy or summary of the plan of dissolution.
- 12.2 **Disposal of Assets:** Upon the dissolution of Show Me Mounted Shooters, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities, adopt a plan of dissolution indicating to whom the assets owned or held will be distributed. Assets may be transferred to the members or to persons or other mounted shooting clubs whom Show Me Mounted Shooters holds out as benefitting and serving. Any distribution of such assets shall be fair and reasonable.