

# 22 Black Powder Cartridge Rifle Association

## BYLAWS

(A 501 (c) (3) Not-for-Profit Corporation)

### ARTICLE I:

#### NAME

The name of this nonprofit corporation is: 22 Black Powder Cartridge Rifle Association , (hereinafter referred to as the "Corporation")

### ARTICLE H:

#### NONPROFIT PURPOSES

##### Section 1. IRC Section 501 (C) (3) Purposes

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on:

(I) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code), or

(ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code).

##### Section 2 General Objectives & Purposes

The Corporation is organized to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law,

##### Section 3: Specific Objectives & Purposes

The 22 Black Powder Cartridge Rifle Association is organized to support a wide range of firearm related public interest activities. These activities are intended to promote safety, to enhance marksmanship skills, and to educate the general public in firearms historic, technological, and artistic context. This association will encourage sportsmanship and amateur sporting competition. This association will benefit the general public with safety, education, and other training regarding the safe and proper use of firearms. Including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### ARTICLE III:

#### OFFICES

The Corporation shall maintain an office in a place determined by the Board, which is not required to be in the state of Oklahoma. The Corporation shall have a registered agent as required by law.

### ARTICLE IV: MEMBERSHIP

**Section I. Determination of members.** Membership is open to the general public.

**Section 2. Fees and dues.** The annual dues payable to the corporation by each members shall be determined annually by the Board of Directors.

**Section 3. Annual Meeting.** A membership meeting shall be held once each year at such date, time and place as shall be determined by a resolution passed by a majority of the Board of Directors and designated in a notice or waiver of notice of the meeting. At each Annual Meeting the members shall elect the Directors, and may transact such other business as may properly come before the meeting

**Section 4. Voting & Quorum.** All members are entitled to vote at the annual membership meeting. At least fifteen members shall constitute a quorum at all membership meetings when scheduled or approved by the Board of Directors.

**Section 5. Manner of Acting.** Each Member shall have one vote on all matters submitted to the Members for approval. The act of a majority of members at a meeting at which a quorum is present shall be an act of the membership, except as otherwise provided by law or by these bylaws.

**Section 6. Notice.** Notice of the annual membership meeting shall be sent to each member by either U.S. mail, overnight courier, facsimile, electronic mail or other mode of written transmittal, not less than ten (10) days before the time set for such meeting, and must include the time, date, and place of such meeting. The annual meeting will be held each year at a time and place set by the Board of Directors.

**Section 7. Death, Resignation or Deprivation of Member.** All the rights, powers and privileges of any member of the Corporation shall cease upon his or her death, disability or resignation or upon deprivation or suspension of his or her membership according to law.

ARTICLE V;  
BOARD OF DIRECTORS

Section 1. General Powers. The property, affairs and business of the corporation shall be managed and controlled by its Board of Directors. The Board of Directors may, by general resolution, delegate to officers of the corporation and to committees, such powers as provided for in these Bylaws.

Section 2. Number. The number of Directors shall be three (3) voting members,  
\*(This was amended to have "5" voting directors at the annual meeting in July of 2015)

Section 3. Meetings. The Board of Directors may provide by resolution the time and place for holding annual membership meetings, regular meetings, or special meetings of the Board.

The meetings of the board of directors shall be closed except to those persons invited by the President.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the president or by a majority vote of the Executive Committee.

Section 5. Notice. Notice of any meeting of the Board of Directors shall be sent to each Director by either U.S. mail, overnight courier, facsimile, electronic mail or other mode of written transmittal, not less than ten(10)before the time set for such a meeting, and must include the time, date, and place of such meeting. Any Director may waive notice of any meeting before, at or after such meeting.

Section 6. Quorum. A presence of a majority of the voting members of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a majority of the Board of Directors is unable to attend, any decisions made at such board meetings must be approved by a majority of the total Board of Directors before said decisions become official.

Section 7. Manner of Acting. 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, except as otherwise provided by law or by these Bylaws.

Section 8. Teleconferencing. Meetings of the Board may be conducted by conference call, teleconference, or other electronic means, as permitted by law, provided that all persons can communicate with one another, and all persons are otherwise able to fully participate in the meeting. Votes of the members of the Board of Directors received in such manner shall have the same force and effect as votes at a meeting at which the members of the Board of Directors are physically congregated.

**Section 9. Action by Unanimous Written Consent.** Where permitted by law, any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

**Section 10. Vacancies.** Any vacancy occurring caused by the death, resignation, removal, disqualification, or otherwise, in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors. A Director selected to fill a vacancy shall serve the remaining, unexpired term of his or her predecessor in office. Vacancies may be filled or new Directorships created and filled at any meeting of the Board of Directors,

**Section 11. Term of office.** The term of office for all elected directors shall be two (2) years, **\*(This was amended to "3" at the annual meeting in July of 2015)**

**Section 12. Nominating Committee.** At the first board meeting of the year the President shall designate a Nominating Committee of at least three members. The committee members shall be approved by the Board of Directors. It shall be the duty of this committee to nominate at least one candidate to fill each open office.

**Section 13. Elections.** The list of nominees as developed by the Nominating Committee shall be presented to the membership for election. Additional nominations may be made by petition signed by at least twenty (20) members and submitted to the secretary at least fourteen (14) days prior to the annual meeting.

## ARTICLE VI OFFICERS

This corporation shall have such officers with such titles and duties as shall be stated in the bylaws or in a resolution of the board of directors which is not inconsistent with the bylaws. One of the officers shall have the duty to record the proceedings of the meetings of the members and directors in a book to be kept for that purpose. Any number of offices may be held by the same person unless the certificate of incorporation or bylaws otherwise provide.

**Section 1. Officers.** The Officers of the Corporation shall initially be a President, Vice President, Secretary, and Treasurer. The Secretary and the Treasurers office may be held by the same person. Such other Officers as may be determined by the Board of Directors. The Board of directors may decide not to fill all offices and they may elect such other Officers as it shall deem necessary and proper, such Officers to be vested with such authority and to be obligated to perform such duties as shall be prescribed by the Board of Directors.

## DUTIES OF PRESIDENT

- Direct and be responsible for the overall operation of the organization and the strategic plan.
- Serve as the organization's official representative and spokesperson on matters of policy and positions.
- Call, preside and set agenda at meetings.
- Designate committees and supervise their activities

## DUTIES OF VICE-PRESIDENT

- Preside in the absence of the President.
- Assist the President as requested.
- Assume the office of the President, should vacancy occur, for un-expired term only.
- Serve as chair or member of one or more committees/sub-committees

## DUTIES OF SECRETARY

- Record and maintain minutes of all meetings.
- Assist the President as requested.
- Handle all mailings and correspondence
- Receive and distribute all incoming mail.
- Maintains membership database
- Serve as chair or member of one or more committees/sub-committees

## DUTIES OF TREASURER

- Receive and disburse funds with appropriate authorization.
- Maintain financial records and prepare year-end financial reports
- Assist the President as requested.
- Serve as chair or member of one or more committees/sub-committees

Section 2. Election and Tenm of Office. The Officers shall be elected by the Board of Directors for a two (2) year term. **\*(This was amended at the annual meeting to "3" year terms of office in July of 2105)**

Officers shall be chosen in such manner and shall hold their offices for such terms as are prescribed by the bylaws or determined by the board of directors or other governing body. Each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier resignation or removal. Any officer may resign at any time upon written notice to the corporation.

Such election of officers shall be by the affirmative vote of a majority of the Directors in attendance. Incoming Officers shall be elected at the last board meeting of the outgoing officers and shall serve until their successors have been duly elected. When a board member assumes an officer position, his/her term as a board member ends and a new term as an officer begins.

Section 3. Removal, Any Officer may be removed from office at any time by the affirmative vote of two-thirds of the Directors in office, whenever in their judgment the best interests of the corporation would be served thereby.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

## **ARTICLE VII ELECTIONS**

### **Section I. Election day**

Elections will be held once a year at a general meeting of the members.

### **Section 2. Nomination committee**

At least ninety (90) days prior to the election meeting, the president shall appoint a nomination committee of three members who are not officers to be in charge of elections. Members interested in seeking election shall be solicited by this committee through a general mailing or emailing to the membership, at least thirty (30) days prior to the annual meeting. This committee will draw up a slate of nominees, who will have agreed to serve. An introduction of nominees will be given and elections will be by written ballot at the annual meeting.

### **Section 3. Number of votes**

Each individual member shall have one vote.

## **ARTICLE VIII COMMITTEES**

**Section I, Creation, Membership, Etc.** The Board of Directors, by a resolution or resolutions passed by a majority of the whole Board, may designate from among its members one or more standing committees, which committees shall possess and exercise such power, duties and authority in the management of the business of the Corporation between meetings of the Board of Directors as the Board shall determine and set forth in such resolution or resolutions. Members of each standing committee shall be appointed annually to serve for one year or until their successors have been appointed. A majority of the members of each committee shall constitute a quorum for the transaction of business at any meeting thereof and, except as otherwise provided by law or the Certificate of Incorporation or these By-laws, the act of a majority of the members of each committee present at any meeting at which a quorum is present shall be the act of such committee.

Each committee shall, to the extent not otherwise determined by the Board of Directors or provided in the Certificate of Incorporation or these By-laws , elect its own chairman and determine its own rules.

Each committee shall submit to the Board of Directors at each meeting thereof a report of the actions, if any, which such committee may have taken since the previous meeting of the Board of Directors, which actions shall be subject to revision or alteration by the Board of Directors. The Board of Directors shall fill any and all vacancies on the standing committees and may, from time to time, appoint alternate members of such committees to serve in the temporary absence or disability of any member. Such designation of a member or such appointment of an alternate member may be terminated at any time, with or without cause, and any member or alternate member of such committee may be removed, with or without cause, at any time, by the Board of Directors.

Section 2. Prohibited Actions. Anything in Section 1 to the contrary notwithstanding, no committee shall have authority to authorize or take any of the following actions, all of which are reserved to the Board of Directors:

- (1) Make, alter or repeal any By-law of the Corporation;
- (2) Elect or appoint any Member or Director, or remove any officer, Director or Member;
- (3) Submit to Members any action that requires Members' approval; or
- (4) Amend or repeal any resolution previously adopted by the Board of Directors.

## ARTICLE IX IRC 501 (C) (3) TAX EXEMPTION PROVISIONS

### Section L Limitations on Activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal revenue Code, or (b) by a 170 (e) (2) of the Internal revenue Code.

### SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

### **SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Oklahoma.

## **ARTICLE X AMENDMENTS**

These bylaws may be amended by a majority vote of the members present and voting at a general meeting, provided notice of such submission of such amendment is given in writing through the mail at least thirty (30) days in advance of the meeting at which action is to be taken

## **ARTICLE XI MISCELLANEOUS**

**Section 1. Grants, Contracts, Etc., How Executed.** The Board of Directors may authorize any officer or officers, agent or agents, to make, enter into, execute and deliver any grant, contract or other instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized so to do by these By-laws or the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any grant, contract or engagement, or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

**Section 2. Checks, Drafts, Etc.** All checks, drafts or other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed by such one or more officers, agents or employees of the Corporation as shall from time to time be determined by resolution of the Board of Directors, or, if appointed, the Executive Committee or the Finance Committee. Each of such officers or employees shall give such bond as the Board of Directors or such committees may require.

**Section 3. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, mutual funds, or other depositories as the Board of Directors, or, if appointed, the Executive Committee or the Finance Committee, may from time to time designate, or as may be designated by any officer, agent or employee of the Corporation to whom such power may be delegated by the Board of Directors or by either of such committees, and for the purpose of any such deposit, all checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any officer of the Corporation authorized by, or in such other manner as may from time to time be determined by resolution of, the Board of Directors or either of such committees.



Section 4. Indemnification. The Corporation shall, and hereby does, indemnify each of its present and former Directors and officers and agents and any other person who may serve or have served, against expenses actually and necessarily incurred by her or him in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a Director, officer or agent of the Corporation, provided the Director, officer or agent acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and provided further that if such indemnity is with respect to a criminal proceeding, the Director, officer or agent had no reasonable cause to believe the conduct was unlawful.

Section 5 Insurance. Corporation may purchase and maintain insurance on behalf of the Board of Directors, officers, former board members and former officers and all persons who have served at its request or by its election as a director or officer of another association, organization or corporation or in a fiduciary capacity with respect to any employee benefit plan against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been board members or officers of the corporation or directors or officers of such other association, corporation, organization or corporation, or in a fiduciary capacity with respect to any employee benefit plan of the corporation, whether or not corporation would have the power to indemnify them against such liability or settlement under the provisions of this section.

Section 6 Fiscal Year. The fiscal year of the Corporation shall commence on January 1 and end on December 31.

Section 7 Seal, The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year of its incorporation.