

Bylaws
Of
THE COWBOYS
A California Nonprofit
Mutual Benefit Corporation
Effective January 1, 2005

Revised January 2010

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ARTICLE I. GENERAL

Section 1.1 Name

This California nonprofit mutual benefit corporation (CNMBCL) shall be known as The Cowboys (hereinafter called the "Club").

Section 1.2 Mission Statement

The Cowboys is a family oriented organization formed to promote the game of single action shooting and encourage the interaction among members by providing a safe, fun environment, quality leadership, special events and social activities. Furthermore, emphasis is placed on overall fiscal responsibility and the continuation of the quality of life, liberty and freedom.

ARTICLE II. MEMBERSHIP

Section 2.1 Classes and Admission

- a) There shall be two classes of membership. Individual and Family. Membership is open to anyone 18 years or older by submitting a written application supplied by the Club. Persons under the age of 18 will be considered members through a family membership. All applications will be forwarded to the Secretary. A signed liability waiver/release is required of all members on an annual basis.
- b) A copy of the Bylaws of the Club will be available upon request of any member.
- c) While on Club premises, members and guests shall at all times, obey the Rules as may be adopted by the Board of Directors and voting members.

Section 2.2 Dues

- a) Each member shall pay annually renewable membership dues that shall be fixed each year by the Board of Directors based on the financial statement of the Club.
- b) Life membership in the Club is not available at this time.
- c) No increase in annual dues will be enacted without 30 day written notice of intent. Notice will be posted in the monthly newsletter.

Section 2.3 Voting Rights

All members in good standing will be given the opportunity to vote on Club matters deemed necessary by the Board of Directors. When voting is to be accomplished by mail, the Election Committee shall mail or deliver to each member entitled to vote in such election, as provided in these Bylaws, (i) a ballot which will include instructions for marking the ballot, (ii) a ballot envelope, which shall contain no identification or markings on the envelope other than the word "BALLOT", (iii) a validation envelope, which shall be marked with the member name and addressed to The Cowboys, Inspectors of Election. Each member shall either mail or deliver the completed ballot so that it shall be received by the duly appointed Inspectors of Election prior to the date and time that has been established for the counting of the ballots.

If all candidates are running unopposed they shall be automatically elected to another term and a vote by mail waived. If a vote is deemed necessary only those candidates running opposed will be put on the ballot.

Section 2.4 Termination of Membership

The Board may, by the affirmative vote of at least two-thirds (2/3) of all the members of the Board, terminate or suspend the privileges of membership, or expel a member for conduct which the Board shall deem in its sole and absolute discretion inimical to the best interest of the Club, including without limitation, violation of any provision of these Bylaws or failure to satisfy membership qualifications. The Board shall give the member who is the subject of the proposed action 15 days prior notice of the proposed expulsion, suspension or termination and the reasons therefore. The member may submit a written statement to the Board regarding the proposed action not less than five (5) days before the effective date of the proposed expulsion, suspension or termination. The Board shall review any such statement and shall determine the mitigating effect if any, of the information contained. The actions of the Board in terminating or suspending a member shall be conducted in a private and confidential manner.

Section 2.5 Good Standing

Any member, who shall be in arrears in the payment of periodic dues, as provided under Section 2.2 above, shall not be in good standing. Any member who is not in good standing for any reason shall have no Club privileges, no right to vote as a member, no eligibility to be nominated, elected or continue as a Director or Officer of the Club.

ARTICLE III. MONTHLY MATCHES

Section 3.1 Eligibility to Participate

- a) Members and guests may participate in regular monthly matches upon payment of posted shooting fees.
- b) All participants must execute a liability waiver/release to participate.
- c) The Club offers a New Shooter's Clinic, which is held during the monthly match.

Section 3.2 Shooting Fees

- a) Fees will be fixed by the Board of Directors. Monthly match fees are discounted for members of the Club.
- b) No increase in fees will be enacted without a 30 day written notice of intent. Notice will be posted in the monthly newsletter.

Section 3.3 Rules

All competition held by the Club shall be governed by the Rules adopted by the Board of Directors as deemed appropriate. The Match Director shall be appointed by the President and oversees all matters pertaining to the safe conduct of Club sponsored shooting on all ranges. The Match Director may raise, issue and post additional regulations for the safe conduct of Club sponsored shoots, however, all such regulations must be approved or disallowed within 30 days by the Board of Directors.

- a) The Match Director may appoint such Deputy Range Officers, as he/she deems necessary from time to time.
- b) It shall be the duty of the Match Director to oversee or to appoint one or more Deputy Directors to oversee the safe conduct of all organized shooting competitions of the Club.

ARTICLE IV. DIRECTORS

Section 4.1 Powers

Subject to limitations of the Articles, the Bylaws, and the CNMBCL relating to action required to be approved by the members or by a majority of the members, the activities and affairs of the Club shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Club to any person or persons, or committees however composed, provided that the affairs of the Club shall be managed and conducted and all corporate powers shall be exercised by and under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition the other powers enumerated in these Bylaws:

- a) To select and remove all the other officers of the Club, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, and require from them security for faithful service.
- b) To conduct, manage and control the affairs and activities of the Club as they may deem best.
- c) To authorize the issuance of memberships of the Club from time to time.
- d) To manage in the manner they deem best, all funds and property, real and personal, received, acquired or earned by the Club subject to any restrictions set forth in these Bylaws or in the laws of California.
- e) Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Club shall be signed by the Treasurer or his/her designee and countersigned by the President or his/her designee.
- f) Accept all funds payable to the Club, which shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.
- g) The Board of Directors may accept on behalf of the Club any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Club.

Section 4.2 Officers

Officers of the Club shall be President, Vice President, Secretary and Treasurer. All officers shall be Members in good standing at all times they hold such offices. Any number of offices may be held by the same person unless the Articles or these Bylaws provide otherwise; however it is expected that separate individuals will hold each office except in special circumstances.

Section 4.2.1 Subordinate Officers

The Board may elect, and may empower the President to appoint such other officers as the business of the Club may require, each of whom shall hold office for such period, have such authority, and perform all duties as are provided in these Bylaws or as the Board may from time to time determine. The following positions are **appointed** Board positions: Vice President of Public Relations, Range Maintenance Officer(s), Range Operations Officer, New Shooter Representative, Editor, Membership Director and Safety Officer. Territorial Governor is a Member elected Board position.

- a) **President** – The President is the Chief Executive Officer of the Club and has, subject to the control of the Board, general supervision, discretion and control of the business and officers of the Club. The President shall preside at all meetings of the Board. The President shall have the duty to see that these Bylaws and such rules as may be adopted by the Board are enforced, supervise generally the affairs and management of the Club, and at the Annual Meeting make a report of the affairs of the Club during the preceding year.
- b) **Vice President** – In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restriction upon the President.
- c) **Secretary** – The Secretary shall keep a book of the minutes of all meetings of the Members, the Board and its committees. The Secretary shall have such other powers and duties as the Board may prescribe. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board.
- d) **Treasurer** – The Treasurer is the Chief Financial Officer of the club and shall keep and maintain adequate and correct accounts of the properties and business transactions of the Club. The Treasurer shall cause to be deposited all monies and other valuables in the name of the Club and shall disburse the funds of the Club as may be ordered by the Board. The Treasurer shall render to the President and the Board, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Club, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 4.3 Directors Duties

- a) Perform any and all duties imposed on them collectively or individually by law, the Articles or these Bylaws.
- b) Appoint and remove, employ and discharge and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Club.
- c) Supervise all officers, agents and employees of the Club to assure that their duties are properly performed.
- d) Attend Board meetings.

Section 4.4 Election and Term of Office

- a) The President, Vice President, Secretary, Treasurer and Territorial Governor shall be persons elected to their respective positions by the members of the Club by **Secret Ballot Voting**. The names of nominated parties shall be published in the Club's newsletter one month prior to the official vote and each party will be given the opportunity to write a short narrative to be published. Election results will be announced at the January Annual Meeting.
- b) In the case of a contested election, the Board shall appoint an election committee, consisting of not less than two members not running in the election, to conduct a recount of the ballots.
- c) The President, Vice-President, Treasurer, Secretary and Territorial Governor shall serve two-year terms. The elections will be staggered among the various Board members.

Section 4.5 Removal and Resignation

Any officer may be removed, either with or without cause, by the Board at any time pursuant to (a) the vote of a majority of the directors then on the Board at a regular or special meeting or (b) the unanimous written consent of the Board. Any officer may resign at any time by giving written notice to the Club to take effect at the date of the receipt of such notice or at any later time specified therein.

Section 4.6 Regular Meetings

- a) Regular meetings of the Board of Directors shall be held once a month following the monthly match to discuss the ordinary operations of the Club, dates and times to be announced. All members of the Club are welcome to attend and observe the discussion. A member wishing to address the Board must notify the Secretary in advance of the regular meeting to be placed on the agenda.
- b) An Annual meeting will be held at the January match. The meeting shall be open for discussion on all topics pertaining to the Club's operation.

Section 4.7 Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the President or his/her designee. Any member of the Club can request a special meeting upon written notice to the Secretary. A 30-day notice will be posted via the Club's newsletter noting the date, time, place and subject of such meeting. Members in good standing are authorized to vote on matters brought forth to the membership. Fifty percent (50%) of the members of the Board of Directors must be present to constitute a quorum at any regular or annual meeting of the Club. Except provided in these Bylaws, the Board of Directors may, with the agreement of the majority of members, take action without meeting as long as each Board member has been contacted and advised of the action.

ARTICLE V. OTHER PROVISIONS

Section 5.1 Amendment

A proposed amendment to these Bylaws may be introduced by any member of the Club at any regular meeting or special meeting. A two-thirds vote by the Board of Directors is needed before the proposed amendment is passed along to the Club membership to be voted on by **Secret Ballot Voting**.

Section 5.2 Dissolution

Should the Club be dissolved, its assets shall be transferred to other viable Cowboy Action Shooting non-profit organization(s) having purposes broadly similar to those of the Club, as may be selected by the Board of Directors.

Section 5.3 Transition

These Bylaws shall replace all previous Bylaws of the Club and shall become effective upon approval of two-thirds of the Board of Directors.