

**WOLVERINE RANGERS
COWBOY ACTION SHOOTING ASSOCIATION, INC.
BYLAWS**

ARTICLE I. MEMBERSHIP

SECTION 1. COMPOSITION

Membership in the Wolverine Rangers Cowboy Action Shooting Association, Inc. comprises all members of the Wolverine Rangers as now organized and existing, and all members hereafter admitted in accordance with the bylaws. Membership shall be open to all individuals, of all ages, regardless of race, religion, creed, color, national origin or sex.

SECTION 2. APPLICATION

To become a member, an applicant must complete the required membership application and pay the required dues.

SECTION 3. MEMBERSHIP DEFAULT-SUSPENSION OR EXPULSION

(a) Default

A member who fails to pay dues or other obligations owing to the Association within thirty days of the date a payment is due, shall be in default. Any member who is in default shall not be entitled to vote at any membership meeting nor shall he or she have any other rights or privileges of membership.

(b) Member's Conduct-Censure-Suspension-Expulsion

Any member whose conduct, in the opinion of the Board of Directors, is likely to endanger the welfare, interest, or character of the Association, or whose conduct is in violation of the bylaws or rules and regulations of the Association, shall be cited to appear before the Board of Directors or Committee appointed therefore that shall investigate such conduct. Should the Board of Directors, after full investigation and after giving such member an opportunity to be heard before such Board or Committee thereof, determine that the conduct of such member is prejudicial to the best interests of the Association, it may, by resolution adopted at a regular or special meeting of such Board, censure said member or may temporarily suspend such member, or if in its opinion the interest of the Association require such action, may request the resignation of such member or may expel such member upon the affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors. The Secretary shall make and retain a permanent record any such proceedings.

ARTICLE II. BOARD OF DIRECTORS

SECTION 1. POWERS

The business and property of the Association shall be managed and controlled by the Board of Directors, except, as the bylaws specifically require action by the members. The Board of Directors shall have the power to make and enforce rules and regulations of the Association.

SECTION 2. NUMBER AND TERM OF OFFICE

- (a) It is the expressed intention of the membership that there shall be no more than two (2) Representatives on the Board of Directors from each Cowboy Action Shooting Club within the State of Michigan, which holds at least three shoots per year and at least one shoot within its first two years of its inception. Members of the Board of Directors who are not a representative of a Club shall be considered Members-At-Large. There shall be a maximum of eight Members-At-Large on the Board at any time. The Board of Directors shall also include Members for the following positions that shall be elected by the Board of Directors: Range War Match Director, Marketing Director, Webmaster, and Editor of the Epitaph.
- (b) The term of office for the positions of President (Captain), Vice President (First Lieutenant), Secretary and Treasurer shall be two years. The President and Secretary shall be elected in even number years and the Vice President and Treasurer in odd number years. The terms of office for Members-At-Large shall be one year. The terms of office will begin with the fiscal year.
- (c) The President (Captain) shall be the Association Territorial Governor. If the President (Captain) does not meet the SASS criteria or declines, then the President (Captain) shall nominate a Board Member for Territorial Governor to be confirmed by the Board of Directors.
- (d) If a Director habitually fails to perform his duties, then the remaining Directors, after reasonable notice to the Director and an opportunity to be heard, may remove the Director by a majority vote.

SECTION 3. VACANCIES

Whenever a vacancy shall occur on the Board of Directors the remaining Directors may fill such vacancy by election of a Director who shall be elected for the un-expired portion of such term.

SECTION 4. MEETINGS

- (a) Meetings of the Board of Directors shall be held whenever called by the President, or in the absence of such President, by the Vice-President, or by not less than one-third (1/3) of the Directors for the time being in office. Meetings shall be held at least four (4) times each year. The Secretary shall give notice of each meeting by mail or otherwise at least forty-eight (48) hours in advance of such meeting. Board of Directors meetings shall be held as informal meetings under Roberts Rules of Order except that all motions are required to be seconded.
- (b) The Board of Directors shall have the authority to take specific action by email upon any proposal initiated by the President. Any action so taken shall require a majority vote of the Directors for the time being in office and shall be recorded in the Minutes of the Association.

SECTION 5. QUORUM

A quorum shall consist of representatives from at least five clubs. If at any meeting a quorum is lacking, a majority of the Directors present may adjourn the meeting from time to time until a quorum shall be present.

SECTION 6. ELECTION-BALLOT

The Officers and Members at Large shall be elected during the fourth (4th) quarter of the year. Each member of the Association in good standing shall be entitled to vote.

SECTION 7. PROXIES

No proxies shall be ordered at any meeting.

SECTION 8. INDEMNIFICATION

The Association shall indemnify each member of the Board of Directors and each officer of the Association, at any time in office, whether prior or subsequent to the adoption of this bylaw, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, or officer of the Association, against expenses (including legal fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be

in or not opposed to the best interests of the Association; and, which respect to any criminal action or proceeding, shall not have had reasonable cause to believe that such action was unlawful.

SECTION 9. EXECUTIVE COMMITTEE

There shall be established an Executive Committee of the Association which shall consist of the duly elected Officers of the Association. The Executive Committee shall be responsible for the day-to-day business operations of the Association. The Secretary of the Association shall keep Minutes of each Executive Committee meeting reflecting any action taken by the Executive Committee. The Secretary shall provide copies of Minutes of any Executive Committee meetings to the Board of Directors at the next scheduled Board of Directors meeting.

SECTION 10. MEMBERSHIP DUES AND WRRW FEE CHANGES

A majority vote of the Directors then being in office shall be required in order to change membership dues or entry fees for the Wolverine Rangers Range War.

SECTION 11. REQUIREMENTS

All Directors and Officers are required to be Members in good standing of the Wolverine Rangers.

ARTICLE III. OFFICERS

SECTION 1. ELECTION AND QUALIFICATIONS

The executive officers of the Association shall be a President (also referred to as the Captain), Vice-President (also referred to as the First Lieutenant), Secretary and a Treasurer. The Officers shall be elected from the voting membership of the Association. The Officers shall be residents of the state of Michigan. In the event that vacancies shall occur in the position of any Officer, then the Board of Directors shall appoint a member of the Board of Directors to complete the balance of the un-expired term for the position.

SECTION 2. DUTIES

The officers shall perform the duties usually pertaining to their respective offices and such other duties as may, from time to time, be prescribed by the Board of Directors.

SECTION 3. AUDITS

The books of the Treasurer shall be audited annually by an accountant selected by the Board of Directors, and a report of such audit shall be submitted at each annual meeting.

ARTICLE IV. MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING

The annual meeting of the members shall be held on a date, a place, and a time designated by the Board of Directors.

SECTION 2. SPECIAL MEETINGS

Special meetings may be called by the Board of Directors at any time and shall be called whenever requested in writing by ten (10) or more members entitled to vote at such meetings, such request to state the purpose thereof.

SECTION 3. NOTICE

Three (3) weeks notice of the annual meeting, and at least three (3) weeks notice stating the purpose thereof of any special meeting, shall be sent to each member entitled to vote at such meeting.

SECTION 4. QUORUM

Forty (40) members entitled to vote shall constitute a quorum at any annual or special meeting.

SECTION 5. ORDER OF BUSINESS

The order of business at the annual meeting of the Association shall be as follows:

1. Reading of the minutes of the previous meeting.
2. Report of the Board of Directors.
3. Report of the Secretary.
4. Report of the Treasurer.
5. New business.

ARTICLE V. FISCAL YEAR

The Association's fiscal year shall end December 31st and the books of account of the Association shall be closed as of that date in each year.

ARTICLE VI. COMMITTEES

The Board of Directors may appoint such special and standing committees from among the members of the Association as may be deemed necessary or desirable in the management and operation of the Association's affairs, and may at will remove the members of any such committee.

ARTICLE VII. AMENDMENT OF BYLAWS

Any section of the bylaws may be amended or repealed and sections may be added thereto by a majority vote of the voting members present at any annual meeting or special meeting called for that purpose. Provided, however, notice of such proposed repeal or copy of such proposed amendment or addition shall be sent to the voting members of the Association and posted on the Association's website by the Secretary at least three (3) weeks previous to such meeting. The Board of Directors or any twenty (20) voting members may propose changes in the bylaws under this section by filing the same in writing with the Secretary.

ARTICLE VIII. GENDER AND NUMBER

All pronouns used in these bylaws shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the persons or entities referred to may require.

ARTICLE IX. LIMITATION ON DIRECTOR (S) LIABILITY

A Director is not personally liable to the Association or to its members for monetary damages for breach of the Director's fiduciary duty. However, this provision shall not eliminate or limit the liability of a Director for any of the following:

1. A breach of the Director's duty of loyalty to the Association or to its shareholders or members.
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
3. A violation of Section 551 (l) of the Michigan Non-Profit Corporation Act.
4. A transaction from which the Director derived an improper personal benefit.
5. An act or omission that is grossly negligent.

ARTICLE X. DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall donate all remaining cash after the payment of all debts and liabilities of the Association, to the SASS Foundation and/or a Michigan charity to be determined by the Board. Any remaining material and equipment shall be evenly divided between all of the clubs that are then affiliated with the Association.