

# ***BYLAWS OF Central Indiana High Power Rifle Shooters, INC. ("CIHPRS")***

The name of the organization is Central Indiana High Power Rifle Shooters. The organization is organized in accordance with the Indiana Nonprofit Corporation Act of 1991, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization shall not discriminate against any person on the basis of race, color, or religion. The organization is organized exclusively for purposes set forth in section 501(c)(7) of the Internal Revenue Code.

## **ARTICLE I SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this Corporation shall be:

1. To promote firearms safety, education, and competition. Emphasis is on, but not limited to, all forms of NRA and Civilian Marksmanship Program High Power competitions held at Camp Atterbury, Indiana.
2. Maintain insurance, paperwork, and all other requirements to hold matches at Camp Atterbury, IN.

## **ARTICLE 2 MEETINGS, PARTICIPATION, AND ELECTIONS**

**Section 1. Meetings.** An annual meeting of the membership shall be held for the purpose of discussing the business of the club and for nominating and electing persons to fill vacancies to the Board of Directors. The Board of Directors may call a special meeting of the membership, if necessary.

The Board of Directors shall meet three (3) times per year. One of the three meetings shall be in conjunction with the annual membership meeting. The remaining two (2) meetings shall be held at a time and place as determined by the Board of Directors. The purpose of the meetings shall be to transact the business of the club, and at the meeting held in conjunction with the members, elect officers, if necessary. Additional special meetings may be called by the Board of Directors, as necessary.

**Section 2. Place of Meeting and Notice.** The time and place of meetings shall be determined by the Board of Directors. Notice of all meetings, whether regular or special

meetings, shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be communicated to all directors via contact information updated by each individual on the website/database at least seven (7) days prior to the meeting. Meetings may take place electronically as needed, as determined by the Board of Directors.

**Section 3. Quorum.** A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the Executive Committee may make decisions for all business other than specified by these bylaws. 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. A board member may, by written notification to the President, designate his voting proxy to another board member. Executive Committee members may not designate a voting proxy in any of its deliberations.

**Section 4. Informal Action.** Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, email, or other forms of electronic transmissions, setting forth the action so taken, is agreed to by the directors with respect to the subject matter of the vote. Directors may give their consent and vote by email or other electronic transmissions. A Board member may, by written notification to the President, designate his voting proxy to another Board member. Executive committee members may not designate a voting proxy.

**Section 5: Corporate Records and Reports**

The Corporation shall keep at its principal office:

- 1) Minutes of all meetings, indicating their time and place, whether regular or special, the names of those present, and the proceedings thereof;
- 2) Correct books and records of account, including accounts of its transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses; and
- 3) A copy of the corporation's Articles of Incorporation and bylaws as amended to date.

### **ARTICLE 3 OFFICERS AND DIRECTORS**

**Section 1. Number of Officers/ Directors, Election and Term of Office.** The organization shall be managed by Four Officers and a Board of Directors. The officers of the organization shall be a President, Vice President, Secretary, and a Treasurer. Two or more offices may be held by one person. Officers shall be elected by the Board of Directors by a simple majority. The Board of Directors will consist of the four officers and five Directors. Directors will as equally as possible be represented by Conventional Prone (“Sling”) and F-Class competitors. Vacancies to the Board of Directors shall be filled by nomination and election by the club membership. Election shall take place at the annual membership meeting. Directors shall be elected by a simple majority of members present. Each director shall serve an indefinite term.

**Section 2. Executive Committee.** The Board of Directors may at its discretion create an Executive Committee of the Corporation, which shall consist of the president and two other board members. During intervals between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors in the day to day management of the corporation. In addition, the Executive Committee, to the extent specified by the Board of Directors, may exercise the authority of the Board of Directors. The Executive Committee shall consist of the club president and one board member who is a sling shooter and one board member who is an f-class shooter.

**Duties of Officers:**

**President:** The President, if present, shall preside at all meetings of the Board of Directors. At each annual meeting of directors, the President or the President's designee shall report on the activities of the Corporation. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation.

**Vice President:** Subject to the general control of the Board of Directors, if the President is not present, the Vice President shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors or an officer authorized by the Board may prescribe.

**Secretary:** The Secretary shall attend all meetings of the Board of Directors, and prepare, keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books (except books of account) and records of the Corporation, shall be responsible for authenticating records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe.

**Treasurer:** The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. At each annual meeting of the directors, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the Corporation. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Board of Directors or whenever requested, a statement of the financial

condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer.

Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Corporation.

**Section 3: Removal.** A director or officer shall be subject to removal, without cause, at a meeting called for that purpose, by a majority vote of the other Directors.

**Section 4: Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

#### **ARTICLE 4 MEMBERSHIP**

**Section 1:** Membership is limited to individuals who are interested in competing in, or assisting in the management of any form of high power rifle matches, and have paid the current year membership dues or as further required by the Corporation's insurance company. Competitions are open to all interested competitors. For matches taking place at Camp Atterbury, Competitors must comply with all Camp Atterbury rules and requirements to be admitted to the base.

**Section 2: Discipline of Members/Match Participants.** In the event a match participant/competitor violates either club safety or Camp Atterbury safety rules, he or she may be removed from the match. Any further discipline of that individual such as a ban on their ability to further participate in club matches must be determined and approved by the Board of Directors. Disciplinary actions taken by the Camp Atterbury Command structure against violators are binding regardless of CIHPRS Board actions. Those disciplined are entitled to appear before the Board of Directors to seek a review of the action taken against them. The disciplinary action taken against them remains in place unless lifted at the board meeting.

#### **ARTICLE 5 FUNDS**

Routine expenses (Insurance, fees and expenses associated with running matches) are paid by the Treasurer from club funds. Any dispersal of funds over and above routine operating expenses will be approved in advance by at least two other Officers in addition to the Treasurer. Funding for special projects, I.e., State teams, etc., may be appropriated from a portion of the fees of designated matches.

#### **ARTICLE 6 AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Board of Directors. Proposals for bylaw amendments must be presented in writing to the Board of Directors at least thirty (30) days prior to the meeting at which action on the proposal shall be taken. A quorum of the Board and a majority vote is required to amend the bylaws.

#### **ARTICLE 7 COMPENSATION**

Officers and Directors shall serve without compensation. As determined by the Board, a nominal fee or in-kind compensation (such as waived match fees) may be provided to members for personally attending to the requirements for holding matches at Camp Atterbury.

#### **ARTICLE 8 DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and/or educational organization established or the advancement or support of the shooting sports, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

#### **Certification**

\_\_\_\_\_, Secretary of Central Indiana Highpower Rifle Shooters hereby certifies that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the incorporator(s) on \_\_\_\_\_.

\_\_\_\_\_  
Secretary