

# TEXAS STATE RIFLE ASSOCIATION

## BYLAWS

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# TEXAS STATE RIFLE ASSOCIATION

## BYLAWS

These Bylaws (referred to herein as the "Bylaws") govern the affairs of the Texas State Rifle Association, a non-profit Association (referred to in the Bylaws as the "Association") organized under the Texas Non-Profit Association Act (referred to in these Bylaws as the "Act").

### ARTICLE ONE

#### NAME

**1.01** The name of this organization is the Texas State Rifle Association. This may be abbreviated in these Bylaws to the Association.

#### Principal Office

**1.02** The principal office of the Association in the State of Texas shall be as determined by the Board of Directors. The Association may have such other offices, throughout the State of Texas, as the Board of Directors may determine. The Board of Directors may change the location, premises, make up, and furnishings of any office of the Association, including the principal office.

#### Registered Office and Registered Agent

**1.03** The Association shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Association's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

### ARTICLE TWO

#### PURPOSES AND OBJECTIVES

**2.01** The purposes and objectives of the Association are:

- (a) To protect and defend the Constitution of the United States of America, the Second Amendment, and the Constitution of the State of Texas, especially with reference to the inalienable right of the individual American citizen guaranteed by such Constitutions to acquire, possess, transport, carry, transfer ownership of and enjoy the right to use firearms, in order that the people may always be in a position to exercise their legitimate rights of self-preservation and defense of family, person, and property, as common defense of the Republic and the individual liberty of its citizens;
- (b) To promote public safety, law and order and the national defense;
- (c) To train and educate the youth of the State of Texas, members of law enforcement agencies, the armed forces, the militia, and people of good repute in marksmanship and in the safe handling and efficient use of small arms;
- (d) To promote hunter safety, and to promote and defend hunting as a shooting sport and as a viable and necessary method of fostering the propagation, growth, conservation, and wise use of our renewable wild life resources;
- (e) To foster and promote competitive and team shooting in a variety of disciplines;
- (f) To hold one annual competition for each recognized shooting discipline on behalf of the Association and to declare a state champion in each such competition.
- (g) To educate the general public regarding proposed legislation in opposition to these purposes as well as those laws which conflict with the letter and spirit of the Constitutions of the United States of America and the State of Texas.

### ARTICLE THREE

#### MEMBERSHIP

**3.01** Any citizen of the United States who is and while he remains of good repute, who subscribes to the objectives and purposes of the Association, or any organization as hereinafter described, shall be eligible to be a member of the

Association; provided that citizens of foreign nations and organizations composed in whole or in major part of citizens of foreign nations may be admitted to membership as provided in Section 3.03 of this Article.

**3.02** No individual who is a member of, and no organization composed in whole or in part of individuals who are members of, any organization or group having as its purpose or one of its purposes the overthrow by force or violence of the Government of the United States or any of its political subdivisions shall be eligible for membership, but no oath, pledge or affirmation shall be required as a condition of membership.

#### **Non-Citizen Member**

**3.03** A citizen of a nation other than the United States, whether resident within or without the United States, who is interested in the pursuit of the purposes and objectives of the Association may become a member of the Association in any of the categories listed in this Section, subject to the limitations herein, upon the fulfillment of any condition for membership within said category. Non-citizen memberships shall be subject to termination or suspension by vote of the Board of Directors, or the Executive Committee, if the Board is not in session, whenever, by proclamation of the President of the United States, or by action of the Congress, the nation of which any such member is a citizen is in a state of war or active military hostilities with the United States, and good cause exists for such termination or suspension.

#### **Dues and Contributions**

**3.04** The dues or minimum contribution shall be fixed from time to time by a majority vote of the Board of Directors commensurate with the needs of the Association.

#### **Individual Members**

**3.05** Individual membership shall be Defender, Benefactor, Endowment, Life, Honorary, Annual, Family, Senior, Distinguished, Match, and Junior.

**(a)** Junior Members consist of persons twenty years of age or less who pay such dues as may be determined by the Board of Directors. Such status shall continue through the end of the calendar year in which the twentieth birthday occurs.

**(b)** Upgrading class of membership may be done by contributing the minimum dues/contribution for the class desired less the dues/contribution for the current membership.

**(c)** Honorary Membership will be awarded to individuals in recognition of singularly outstanding service to the Association. Nominations can be made by Association members, approved by the Executive Committee, and authorized by a three-fourths (3/4) majority of the Board of Directors.

**(d)** Organizational memberships shall be Business or Clubs/Associations. Organizational memberships cannot vote or hold office.

**(e)** A Family membership shall provide individual annual or junior memberships to all members of a family. A family shall be defined as a head of household, their spouse if any, and all children meeting the definition of junior members living at the same physical address. A family membership shall be entitled to one copy of the TSRA Sportsman, but each member shall receive an appropriate membership card.

**(f)** A Senior member is an annual member who has reached the age of 65.

**(g)** A Distinguished member is an annual member who is a Disabled Veteran of the U.S. armed forces, as shown by US Government documents.

**(h)** A Match member is a non-resident that competes in an Association sponsored match, provided that their state of residence offers match membership reciprocity for Texas competitors. Match Members are TSRA members only for the duration of the match.

#### **Admission to Membership**

### **3.06**

**(a)** Any applicant may be refused admission by a majority vote of the Executive Committee.

**(b)** All competitors in Association sponsored matches must be Association Members.

**(c)** Appropriate cards, certificates, or insignia may be supplied to each Member.

## Rights and Privileges of Members

### **3.07**

- (a) All Members who comply with regulations and meet the conditions specified for any particular match shall have the privilege of competing in Association sponsored matches.
- (b) The right to be nominated or hold office or directorship shall be limited to otherwise qualified Association Members who are bona fide residents of the State of Texas.
- (c) All Members shall have the privilege to attend and be heard at all official meetings except during Executive Sessions.
- (d) Each Member shall have the right to vote in elections for both shooting and non-shooting discipline directors. Cumulative voting is not permitted.
- (e) Each current Association Member is entitled to receive a copy of the official Association journal as published provided that the Member's current address is on file.

### Members Holding Office

**3.08** The holding of membership on the Board of Directors shall be contingent upon continuous membership in good standing for a minimum of two years. The holding of any Office shall be contingent upon Life membership or higher in the Association.

### Meetings of Members

#### Annual Meeting

**3.09** The Association shall hold an annual meeting of the members to receive the report of the election of Directors and to transact such other business as may properly come before the meeting, at such time and place as shall be determined by the Board of Directors, but in no case later than March 31st of each calendar year. Notice of the time and place of such meeting shall be published in the official journal of the Association not less than once prior to the holding of the meeting.

### Shooting Discipline Division

#### Annual Meeting

**3.10** Each shooting discipline division of the Association shall at its annual sanctioned competition hold a meeting of the members entitled to vote for the nomination of Directors of that shooting discipline and for the transaction of any business as may properly come before the meeting. The directors of any discipline that holds more than one TSRA State Championship Match may elect to hold its nomination meeting for that shooting discipline at any of those matches, provided that the selected match occurs prior to the nomination deadline, and that notice of the nomination meeting is included with the official notifications of the time and date of the match in the match program. Nominations at such meetings shall be conducted by an Association member designated by the President who will distribute the match nominations schedule to the Match Directors, Executive Director, President, and Chairman of the Nominating Committee. The designee conducting the nomination meeting shall convene the meeting, determine a quorum, determine the qualifications of nominees to be director and solicit nominations from the assembled members. The designee shall report the nominees to the Executive Director, President and Chairman of the Nominating Committee. Persons so nominated, or per paragraph, 4.03 and subsequently elected by the membership at large shall be in charge of the program for that shooting discipline division for the two succeeding years after election.

### Quorum for Annual, Special, or Discipline Meetings

**3.11** At any annual or special meeting or shooting discipline division meeting, 20 members entitled to vote shall constitute a quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the members present may adjourn and reconvene the meeting one time for the purpose of garnering a quorum without further notice. Shooting discipline division meetings convened for the purposes of nominating a director candidate that do not achieve a quorum may elect a match director but may not nominate a director candidate to the Board.

### **Place of Meeting**

**3.12** The Board of Directors may designate any place, within the State of Texas as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

### **Notice of Meetings**

**3.13** Written or printed notice of any meeting of members, including the annual meeting, shall be delivered to each member entitled to vote at the meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice is deemed given by inserting same in official journal of the Association and mailing or emailing of same to the last known address of the member stated on the records of the Association. The notice shall state the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the president or secretary of the Association, or the officers or persons calling the meeting.

### **Proxies**

**3.14** Deleted February 06, 2005.

### **Duties of Members**

#### **3.15**

**(a)** It is the duty of each member to assist in every feasible manner in promoting the objectives of the Association as set forth in Article 2 of these Bylaws and to act at all times and in every matter in a manner befitting a sportsman and a good citizen.

**(b)** It is the duty of the Directors, officers and members to conduct the affairs of their organization in an efficient manner, in accordance with their organization bylaws, and such programs and regulations as may, from time to time, be adopted by this Association. Directors, officers and members shall maintain proper records and shall promptly render such reports concerning membership, finances, facilities and activities as may be requested from time to time by the Association. In addition, Directors, officers and members shall conduct the affairs of the organization in a fiscally responsible manner, including the development of an annual budget.

### **Termination of Membership**

**3.16** Association memberships shall run on a basis defined in the application for membership; generally, one or three years. Lifetime memberships terminate upon the death of a Member or resignation of membership.

### **Transfer of Membership**

**3.17** Membership in the Association is not transferable or assignable. Membership terminates on the dissolution of the Association or the death of a member. Membership in the Association is not a property right that may be transferred after a member's death. Members also understand that they may not be entitled to a portion of the Association's assets upon dissolution in the event the Association qualifies as a tax exempt entity under the Internal Revenue Code, §501\_C (4) or other applicable section of the Internal Revenue Code.

### **Waiver of Interest in Association Property**

**3.18** All real and personal property, including all improvements located on the property, acquired by the Association shall be owned by the Association. A member shall have no interest in specific property of the Association. Each member hereby expressly waives the right to require partition of all or part of the Association's property on behalf of himself or herself or any other person.

### **Voluntary and Involuntary Termination of Membership**

#### **3.19**

**(a)** Any individual member may terminate his or her membership at any time by a resignation in writing to the TSRA office, but such member will not be entitled to any refund of dues or contributions already paid.

**(b)** The Board of Directors may impose reasonable sanctions on a member, or suspend or expel a member from the Association, for good cause after a hearing. Good cause includes the default of an obligation to the Association to pay fees or dues for a period of thirty (30) days following delivery of notice of default, or a material and serious violation of the Association's articles of incorporation, bylaws, or rules, or of law. The Board of Directors may delegate powers to a regular or ad hoc committee to conduct a hearing, make recommendations to the Board of Directors, or take action on behalf of the Board of Directors. The Board of Directors, or a committee designated thereby may handle a matter involving sanctioning, suspension, or expulsion, and except in the case of failure to pay dues may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice shall be in writing and delivered at least fourteen (14) days prior to the hearing. However shorter notice may be deemed adequate if the Board of Directors, or a committee designated thereby to handle a matter involving sanctioning, suspension, or expulsion, determines that the need for a timely hearing outweighs the prejudice caused to the member and if a statement of the need for a timely hearing is included in the notice. If mailed, the notice shall be sent by regular mail. Failure to pay annual dues within a time limit prescribed by the Board of Directors results in automatic loss of membership.

**(c)** Upon termination of membership in this Association, such persons shall no longer receive benefits, rights or privileges of the Association and shall not be entitled to same.

**(d)** Any member terminated as hereinabove described shall not be entitled to any claim under the Association's insurance program or other benefits provided on the basis of membership alone; however, any program for which a member shall have paid consideration separate from annual dues or fees to an entity other than the Association may be maintained by the member at his own expense.

#### **Reinstatement**

**3.20** A former member may submit a written request for reinstatement of membership. The Board of Directors or a committee designated by the Board of Directors to handle the matter, may reinstate membership on any reasonable terms that the Board of Directors or said committee deems appropriate.

### **ARTICLE FOUR**

#### **BOARD OF DIRECTORS**

#### **Management of the Association**

**4.01** The affairs of the Association shall be managed by the Board of Directors.

#### **Number, Qualifications, and**

#### **Tenure of Directors**

#### **4.02**

**(a)** Each Director shall serve for a term of two years. The terms of the Directors shall be staggered so that the terms of approximately half of the Directors shall begin in even-numbered years and the terms of half of the Directors shall begin in odd-numbered years.

**(b)** Directors nominated from the shooting disciplines shall represent the respective shooting discipline divisions of the Texas State Rifle Association. Each nominee will hold an NRA or equivalent classification in their respective disciplines and be willing and able to direct a state championship in that discipline. Each shooting discipline division shall nominate and be represented by no more than two Directors. The shooting discipline divisions are: High Power Rifle (2 directors); Small-bore Rifle / Air Rifle (2 directors); Outdoor Conventional Pistol, Indoor (Gallery) Conventional Pistol, and Service Pistol (2 directors); High Power Rifle Silhouette (1 director) and Small-bore Rifle Silhouette (1 directors); Police Pistol (2 directors); Pistol Silhouette (2 directors); Air Guns (1 Director); Action Pistol (2 directors); Junior BB Gun (1 Directors); Cowboy Action (2 directors); Black Powder Cartridge Silhouette (1 director); Lever Action Rifle Silhouette (2 directors); Shotgun Director (1 director) and such other shooting division disciplines as may be designated by the board of directors. The directors of each discipline shall select one director to be the point of contact for junior issues.

**(c)** Eighteen (18) Directors shall represent non-shooting divisions of the Association. Each of the following divisions of the Association shall recommend to the nominating committee nominations for Director representation. Eight (8) of the non-shooting divisions of the Association to be represented by Directors are as follows: Law Enforcement, Hunting and Wildlife, Women in the Shooting Sports, Gun Collectors, Junior Programs, License to Carry, Military and Shooting Ranges. The Junior



Programs Director shall be the chair of the Junior Support Committee. The other ten (10) non-shooting division Directors will be Regional At-Large Directors. Their responsibilities will include membership coordination and recruiting, education, and communicating with TSRA members and the non-member public in their respective region. The Regions allocated to the At-Large directors will be designated as North East, East, South East, North Central, Central, South Central, South, Panhandle, West Central and West. The boundaries of the Regions allocated to the At-large directors will be established by the Executive Committee. Each Director, except Directors elected to fill unexpired terms, shall hold office from the adjournment of the annual meeting of members at which his election is announced until the adjournment of the second annual meeting of the members next following such election. The terms of office of such Directors shall continue to be arranged so that one-half shall expire at each annual meeting of the members.

**(d)** The President, Vice-presidents, Treasurer, and Secretary are ex-officio members of the Board of Directors by virtue of their office. They shall have all powers of directors of the Association when acting in that capacity.

**(e)** The President may appoint individuals to act in advisory positions to the Board of Directors to provide information, insight, ideas and other information as deemed necessary for the Board to be fully informed about other areas of importance to TSRA such as 4H shooting, Boy Scouts, gun show production, and firearms manufacturing. These persons may attend Board meetings and provide information and reports as necessary.

#### **Nomination of Directors**

#### **4.03**

**(a)** Any shooting discipline(s) which have not held a State Championship for two (2) consecutive years will become inactive. Nominations for Director for an inactive discipline will not be accepted by the Nominating Committee. Before nominations for a Director position can be accepted, members of the inactive discipline must present sufficient evidence to the President of the intent to hold a State Championship. Once the President has received sufficient evidence and approves the discipline's intent to hold a State Championship, the President may appoint a Match Director. If sufficient members participate in the State Championship, the members may hold a nomination meeting in accordance with Bylaw 3.11.

**(b)** At any meeting at which the nomination of a shooting discipline Director occurs, any member in good standing may nominate a qualified person with the second of any other member. In addition to nominations made at members meetings, a nominating committee may consider possible nominees and make nominations for each director's position in the shooting and non-shooting discipline divisions. Persons nominated by members at shooting discipline-nominating meetings or by the nominating committee shall appear on the election ballot.

#### **Election of Directors**

**4.04** A person who meets the qualification requirements to be a Director and who has been duly nominated may be elected as a Director. Directors shall be elected by the vote of the membership of the Association. Each Director shall hold office until a successor is elected and qualified or until his term expires. A Director may be elected to succeed himself or herself as Director.

**(a)** Annual elections of non-shooting division and shooting discipline division directors shall be by mail and or electronic ballot vote of the members entitled to vote. The Executive Director shall receive and hold ballots unopened until the voting deadline date. The Election Committee shall be responsible for the final audit of the votes and shall report the results of the election prior to the annual meeting of the Association to the Association Secretary. The committee will prepare and present an election report to the BOD at the annual meeting. The committee shall promulgate, by rule, a timetable for the election process, which timetable will be timely published in the official journal. The provisions of this subsection do not apply to the filling of interim vacancies on the Board of Directors as provided in this Article.

**(b)** Ballots timely received by the Association from voting members shall count in the election of the division Directors except if: a ballot is not cast on the official ballot form provided by the Association or not timely received as herein described, or if the voter has already voted, or if the ballot is not clearly marked, does not contain the name and signature of the member, or if the ballot contains more than one vote for a single candidate, or if the ballot contains votes for more than the number of Directors to be elected. No ballot shall be invalidated for failure to contain a vote for one person for each of the vacancies to be filled in said election.

1)Electronic ballots will be designed to ensure that all requirements are met to be considered a valid vote  
Prior to being accepted as a cast ballot by the computer.

**(c)** A ballot judged invalid shall have the reason noted thereon and be initialed by the person who examined it. All ballots, whether judged valid or invalid, and all returned envelopes, shall be preserved by the Association for one hundred twenty (120) days. Thereafter, said shall be destroyed.

**(d)** The Secretary, or his designee, shall declare the victors of the election of Directors and report the total number of ballots received, the total number of all ballots judged valid, and judged invalid, and the total number of votes received by each person.

**(e)** The results of the election by mail/electronic ballot as announced at the annual meeting shall be published in the official journal within ninety (90) days of such announcement.

**(f)** Any director shall have the right, at their expense, to examine the ballots cast in any election during the 120 day holding period.

**(g)** The Executive Director shall be responsible to notify all candidates of the results of the election and ensure that the individuals elected have the information needed to attend the annual meeting.

#### **Vacancies**

**4.05** Any vacancy occurring in the Board of Directors, and any Director position to be filled due to an increase in the number of Directors, shall be filled by the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. If there is an unfilled vacancy and there is no Director representing a shooting discipline, then the Board of Directors may appoint a member to serve as Match Director to conduct the TSRA State Championship for that discipline. A Match Director who does not initially fulfill all qualifications to become a Director but who becomes qualified during his term shall automatically become a Director upon fulfilling those qualifications. The Board of Directors may delegate to the President the authority to appoint Match Directors and make appointments to fill vacancies on the Board of Directors.

#### **Annual Meeting**

**4.06** The annual meeting of the Board of Directors may be held without notice other than provided by these Bylaws. The annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of the Association and of the members.

#### **Regular Meetings**

**4.07** The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and shall be held at the Association's registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

#### **Special Meetings**

**4.08** Special meetings of the Board of Directors may be called by or at the request of the president or remaining senior officer or any five (5) Directors. The president or senior officer in his absence shall fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary who shall give notice to the Directors as required in the Bylaws.

#### **Notice**

**4.09** Written or printed notice of any special meeting of the Board of Directors shall be delivered to each Director not less than seven nor more than 30 days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

#### **Quorum for the Board of Directors**

**4.10** One-third (1/3) of the number of Directors then in office, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains.

However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting for the purpose of garnering a quorum one time without further notice.

#### **Duties of Directors**

**4.11** Directors shall exercise ordinary business judgment in managing the affairs of the Association. Directors shall act as fiduciaries with respect to the interests of the members. In acting in their official capacity as Directors of this Association, Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Association and that are not unlawful. In all other instances the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Association's best interests or would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Association. The Board of Directors shall formulate the policies and have general charge of the affairs and the property of the Association in accordance with applicable law and these Bylaws. It shall elect from among its own Directors a President, one or more Vice Presidents, a Secretary, and a Treasurer. It shall also approve the Executive Director and the Legislative Director. Directors will file all reports required by the Association in a timely manner. Any match director failing to file a completed match report, with all monies due the Association, within 60 days of the conclusion of the match, shall be suspended from the right to vote in all regular and special meetings of the Board of Directors, and all committees of the Association on which Director serves until the report is submitted.

#### **Actions of Board of Directors**

**4.12** The vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

#### **Proxies**

**4.13** Deleted February 06, 2005

#### **Compensation**

**4.14** No Director shall receive any salary or emolument unless specifically authorized by resolution of the Board of Directors, said resolution being not in conflict with these Bylaws. A Director may serve the Association in any other capacity and receive compensation for those services, provided that service is bid and at least two other bids are received and the Association's bidding and bid opening procedures and policy are strictly observed. Any compensation that the Association pays to a Director shall be commensurate with the services performed and reasonable in amount. Any Director, officer, or employee of the Association, or a relative within the third degree by affinity or sanguinity, who is also a member of the governing Board of Directors of any business, corporate or other entity (whether as trustee, Director, sole owner, officer, partner, etc.) which does any business with the Association in excess of \$500.00 (singular or cumulative) within any calendar year or pursuant to any contract or contracts originating with a year shall, within thirty (30) days, file a written statement of all such business as to the nature and amount thereof, to the best of his/her knowledge, with the Secretary who shall transmit such statement immediately to the Oversight/Audit Committee and to the Board of Directors at its next meeting and who shall include all such statements in the Secretary's report of the next annual meeting of members.

#### **Removal of Directors**

**4.15** The Board of Directors or members may vote to remove a Director at any time, but only for good cause. Good cause for removal of a Director shall include, but not be limited to, the unexcused failure to attend two consecutive meetings of the Board of Directors. Additionally, a shooting discipline Director may be removed for failure to complete his duties in administering the sanctioned competitive matches of the Association. A meeting to consider the removal of a Director may be called and noticed following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda and the notice shall state the possible cause for removal. The Director shall have the right to present evidence at the meeting as to why he or she should not be removed. A Director may be

removed by the affirmative vote of seventy-five (75) percent of the Board of Directors or a majority of ten (10) percent of members of the Association.

#### **Recorded Votes**

**4.16** Upon request of twenty (20%) percent of the membership of the Board of Directors present at any vote, a roll call vote shall be taken on any specified question. Every such roll call vote, together with the specified question, shall be published by the Secretary in the official journal within ninety (90) days.

#### **Indemnification and Expenses**

**4.17** The indemnification and advancement of expenses of Directors granted pursuant to or provided by the Texas Non-Profit Association Act shall not be exclusive of any other rights to which a Director seeking indemnification or advancement of expenses may be entitled, and each Director shall be entitled to such indemnification and expenses immediately to the fullest extent requested in writing to the Secretary or Executive Director by such Director unless prohibited by the Texas Non-Profit Association Act, or by provision of these Bylaws not in conflict with the Texas Non-Profit Association Act.

#### **Executive Council**

**4.18** There shall be an Executive Council, which shall be ex-officio members of the Board of Directors, with vote, and may be advisory to the Executive Committee and the Board of Directors. The composition of the Executive Council shall be all living Past Presidents. A member of the Executive Council is limited to the right to sponsor Bylaw amendments, to introduce or second motions, debate, serve as a voting member on, or as chairman or vice chairman of standing or special committees.

### **ARTICLE FIVE** **OFFICERS**

#### **Officer Positions**

**5.01** The officers of the Association shall be a President, First Vice President, Second Vice President, Treasurer, and Secretary. These offices may not be abolished. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Officers are ex officio members of the Board of Directors.

#### **Election and Term of Office**

**5.02** The officers of the Association shall be elected annually from and by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office. An incumbent officer may run for another office even though he or she is no longer a shooting or non-shooting discipline Director.

#### **Removal**

**5.03** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without good cause. A meeting may be called to consider the removal of an officer if noticed following the procedures provided in these Bylaws. The notice of that meeting shall state that the issue of possible removal of the officer will be on the agenda and the notice shall state the possible cause for removal. The officer shall have the right to present evidence at the meeting as to why he should not be removed. An officer may be removed by the affirmative vote of seventy-five (75%) percent of the Board of Directors.

#### **Vacancies**

**5.04** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term. The Board of Directors may delegate to the President the authority to make appointments to fill a vacancy in the Officer positions.

### **President**

**5.05** The president shall be the chief executive officer of the Association. The president shall preside at all meetings of the Board of Directors. The president may execute any deed, mortgage, bond, contract or other instrument that the Board of Directors has authorized to be executed. However, the president may not execute instruments on behalf of the Association if this power is expressly delegated to another officer or agent of the Association by the Board of Directors, the bylaws, or statute. The president shall perform other duties prescribed by the Board of Directors and all duties incidental to the office of president. The President is authorized to appoint ad hoc committees to address specific needs of the Association. The president shall be a member, ex-officio, of all regular and special committees except the Nominating Committee and shall perform all such other duties as usually pertain to this office. The President shall oversee the operations of the Association and all employees including, but not limited to, the Executive Director. The president may suspend the pay and privileges of any employee until the Executive Committee is convened to review any such matter.

### **Vice President**

**5.06** When the president is absent, or unable to act, or refuses to act, a vice president shall perform the duties of the president. When a vice president acts in place of the president, the vice president shall have all the powers of and be subject to all the restrictions upon the office of the president. If there is more than one vice president, the vice presidents shall act in place of the president in the following order: First Vice President, Second Vice President, etc. A vice president shall perform other duties as assigned by the president or Board of Directors.

### **Treasurer**

**5.07** The treasurer shall have supervision of and be responsible for:

- (a)** All funds and securities of the Association.
- (b)** Receiving of moneys due and payable to the Association from any source.
- (c)** Depositing of moneys in the name of the Association in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board of Directors or President.
- (d)** For the writing of checks and disbursement of funds to discharge obligations of the Association, except when such duties are delegated to the Executive Director by the Treasurer. Funds drawn from the Association require the signature of two of the following: the President, a Vice President, Treasurer and/or the Executive Director.
- (e)** Maintaining the financial books and records of the Association.
- (f)** The Treasurer shall engage the services of an accountant licensed to practice in the State of Texas, to prepare financial reports at least monthly. This accountant may also be assigned the duties specified in subparagraphs (a), (b), (c), (d) and (e) herein above.
- (g)** Performing other duties as assigned by the president or by the Board of Directors.
- (h)** Performing all duties incidental to the office of treasurer.
- (i)** With the consent of the Board of Directors, the Treasurer may delegate certain administrative duties as herein above described to the Executive Director, or other office staff as appropriate.

### **Secretary**

**5.08** The Secretary shall:

- (a)** Give all notices as provided in the bylaws or as required by law.
- (b)** Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the
- (c)** Maintain custody of the corporate records and of the seal of the Association
- (d)** Affix the seal of the Association to all documents as authorized.
- (e)** Keep a register of the mailing address of each member, Director, officer, and employee of the Association.
- (f)** Perform duties as assigned by the president or by the Board of Directors.
- (g)** Perform all duties incident to the office of secretary.
- (h)** Provide an annual report to the Board of Directors of all notices given, minutes taken, or other affirmative acts by the secretary at least once annually.
- (i)** With the consent of the Board of Directors, the secretary may delegate certain administrative duties as hereinabove described to the Executive Director, except for items (b), (d) and (h).

**5.09** 2/8/2004 Renumbered as 6.05

#### **Compensation**

**5.10** No officer or Director shall receive any salary, compensation or anything else of value unless specifically authorized by resolution of the Board of Directors, said resolution being not in conflict with these Bylaws. All persons conducting business of the Association shall be entitled to reimbursement for expenses, or a portion thereof, incurred on behalf of the Association, to such extent as may be authorized or approved by the Executive Committee.

#### **Limitation of Term of Office**

**5.11** The president and each vice president shall not succeed themselves in office more than once.

#### **Bonds**

**5.12** All officers of the Association with direct responsibility for, and actually in care, custody and control of the accounts of the Association, shall be under bond. The expense of furnishing such bonds shall be borne by the Association.

### **ARTICLE SIX** **EXECUTIVE COMMITTEE**

**6.01** There shall be an eleven (11) person Executive Committee consisting of the Officers, three (3) former presidents, and three (3) elected Directors. All voting is to be cast by secret ballot by the members of the Board of Directors at each annual meeting of the Association. Vacancies occurring during the year, on the Executive Committee shall remain vacant until the next annual meeting. The original make-up of the committee will be maintained. The former Presidents and Directors shall serve staggered three-year terms.

#### **Duties of the Executive Committee**

**6.02** The Executive Committee shall exercise all powers of the Board of Directors when the Board is not in session, other than the power to:

- (a) Repeal or amend Bylaws or adopt new Bylaws.
- (b) Remove a Director, with or without cause.
- (c) Adopt or disseminate a fundamental change of view or policy of the Association.
- (d) Purchase, sell, or lease real property of the Association or in any way authorizes distribution of assets.
- (e) Without authorization of the Board of Directors, increase the number of Directors.
- (f) The Executive Committee shall fix the rate of compensation or bonus for all salaried Association employees. The Executive Committee is delegated the authority to select, and appoint, a successor to the position of Legislative Director should a vacancy occur in that position.

#### **Meetings**

**6.03** Meetings of the Executive Committee will be held on the call of the current President of the Association. Telephone polling of the Executive Committee is permitted. Two thirds of the Executive Committee shall constitute a quorum. Simple majority will prevail on votes. A summary of the minutes of meetings of the Executive Committee detailing all actions on behalf of the Board of Directors while the Board of Directors is not in session shall be distributed to all members of the Board of Directors within 30 days.

#### **Executive Council**

**6.04** 2/8/2004 Renumbered as 4.18.

#### **Executive Director**

**6.05** The Executive Director is responsible for the implementation of the policy set by the Board of Directors. The Executive Director shall have charge of the day-to-day business of the Association. He/she shall maintain an appropriate office for the conduct of Association business and shall supervise the employees or independent contractors of the Association. He shall have the authority to hire, terminate and determine compensation for hourly employees with the concurrence of the President. Compensation for his services shall be set by the Executive Committee. The Executive Director is not an officer of the Association.

**6.06** The Executive Director shall as part of their application for employment file with the Oversight/Audit Committee a preliminary Conflict of Interest Statement on the form as specified by the Oversight/Audit Committee. The Oversight/Audit Committee must pass on the statement before an Executive Director may be employed. He/she must recertify the statement on selection and each year thereafter during his/her employment.

**ARTICLE SEVEN**  
**COMMITTEES OTHER THAN EXECUTIVE COMMITTEE**

**Establishment of Committees**

**7.01** The Board of Directors may adopt a resolution establishing one or more committees, delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include one or more Directors and may include persons who are not Directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of Directors, except where one of the members of the committee is the Executive Director. No committee, other than the Nominating Committee, or a committee convened for a disciplinary matter, or to discuss personnel issues, shall exclude any member of the Board of Directors from committee executive sessions. Any director making an unauthorized disclosure of any information learned in said Executive Session shall be subject to receive disciplinary action under Article 19.01 of these Bylaws. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the president its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors

- (a) Amend the articles of incorporation.
- (b) Adopt a plan of merger or a plan of consolidation with another Association.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association.
- (d) Authorize the voluntary dissolution of the Association.
- (e) Revoke proceedings for the voluntary dissolution of the Association.
- (f) Adopt a plan for the distribution of the assets of the Association.
- (g) Amend, alter, or repeal the bylaws.
- (h) Elect, appoint, or remove a member of a committee or a Director or officer of the Association.
- (i) Approve any transaction to which the Association is a party and that involves a potential conflict of interest as defined in paragraph 7.04, below.
- (j) Take any action outside the scope of authority delegated to it by the Board of Directors.

**Authorization of Standing Committees**

**7.02** There shall be the following standing committees as herein defined: Election Committee, Legislative Committee, Bylaws Committee, Membership Committee, Finance Committee, Oversight/Audit Committee, and Nominating Committee. The Board of Directors shall define the activities and scope of authority of each committee by resolution, except where otherwise provided by these Bylaws. All in-person committee meetings, except for the Nominating Committee meeting when in Executive Session, or committees meeting for disciplinary or personnel purposes, are open to any director, at their own expense. The chairman of a committee must give advance notice of a meeting, its location, and time, to the Executive Director in compliance with state law. The notice shall be posted on the TSRA web site.

(a) The Oversight/Audit Committee shall be comprised of five Directors selected by election from nominations made from the floor at the Annual Directors meeting. The Committee shall select its own chairman. No director serving on the Finance Committee may serve on the Oversight/Audit Committee. The committee will may, at its discretion select a trained financial person from the membership of the Association as a sixth nonvoting member of the Committee. Members of the Oversight/Audit Committee will be free from conflicts of interest and will not receive any compensation for their service on the Committee, except for such reimbursement of expenses as approved by the Board of Directors. The Oversight/Audit Committee will, as necessary, report to all Directors and otherwise annually at the Annual meeting of the Board.

(1) The Committee shall meet at least once per year at the Association's principal office, determine whether the documents described in Bylaw 10.01 are kept as required, meet with the Executive Director and other staff members as deemed necessary, and investigate the overall financial health of the Association. The other Directors, Officers, Committee

members, the Executive Director or any employee of the Association having information concerning inappropriate accounting policies and practices of the Association shall communicate and disclose those to the Oversight/Audit Committee as they come to their attention.

(2) Cause an annual external financial audit to be conducted of the Association, the TSRA Political Action Committee and of other organizations established and controlled by the Association.

(3) Select the auditors for the annual external audit. Provided no audit firm will be used for more than 5 consecutive years, unless the primary auditor is changed within the firm. The firm providing the audits will not furnish any other services to the Association, excepting the preparation of tax forms, without the pre-approval of the Oversight/Audit Committee.

(4) The Committee will investigate any complaint received from a Director, member, or employee concerning a violation of the Board's conflict of interest policy. Enforcement will be based on a written complaint by the Committee and will be processed as otherwise set forth in these bylaws.

(5) The Committee will distribute, within 30 days of receipt, the external audit results. The audit will be a matter of Old Business on each agenda of the Board of Directors meeting.

(6) When completed all financial statements including the IRS 990 tax return will be submitted to the Oversight/Audit Committee as far in advance as possible prior to their date of required submission for accuracy review.

**(b)** The Nominating Committee shall consist of five (5) Directors. The members shall be elected annually, by secret ballot, by the Board of Directors at the regular Annual Meeting of the Association. If the election of the Nominating Committee members is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each member shall hold office until a successor is duly elected and qualified. The Director receiving the most votes will serve as chair and the Director receiving the second most votes will serve as vice-chair. A Director or an Officer that will be considered for election, during the term of the current Nominating Committee shall not serve on said Nominating Committee. The Nominating Committee, as part of its function and in addition to nominations made at members meetings, may accept and propose nominations for each director's position in the shooting and non-shooting discipline divisions. The Nominating Committee may also prepare a slate of candidates for the officer positions of the Association for presentation to the Board of Directors at each meeting in which the election of officers occurs. The Nominating Committee may conduct its considerations in closed Executive Session, open to Nominating Committee members only.

**(c)** The Election Committee shall supervise the election process for the Association's Board of Directors and Officers. The committee shall prepare an annual report announcing the results of the election for members of the Board of Directors. The committee shall be responsible for the conduct of all elections by written ballot that are required during the annual or special meetings of the Board of Directors. The members of the committee shall serve as tellers for the election and provide an accurate vote count in all elections. If non-committee members are recruited to act as watchers and/or tellers at these elections, the committee members shall serve as judges to supervise those recruited.

**(d)** The Legislative committee interacts with the Association's lobby team to prioritize potential legislative projects before the beginning of the legislative sessions and afterwards to review the outcome. The committee may be asked to review the TSRA Voters' Guide for the Primary Elections and later in the year for the General Election. Members of the committee shall have the ability to stay current on field legislation in Texas and be available during session to input and advise the lobby team when necessary.

**(e)** The Finance Committee shall prepare an annual budget for submittal to the Board of Directors for approval at the annual meeting. The committee shall be responsible for monitoring the budget throughout the year. The Treasurer shall be the chairman of the committee with the balance of members being appointed.

**(f)** The Membership Committee shall evaluate input from the membership, recruiting and membership maintenance programs, membership levels, dues and incentives and shall make recommendations to the Board of Directors for passage of its findings at the annual meeting of the Board of Directors.

**(g)** The Bylaws Committee shall evaluate and compose changes and additions to the current Bylaws initiated by Officers, the Board of Directors, and the membership of the association. The Bylaws Committee shall recommend proposed changes to the Board of Directors for passage at its annual meeting.



### **Authorization of Ad HOC Committees**

**7.03** There shall be ad hoc committees formed as required to fulfill specific duties on an as needed basis. Ad hoc committees and their authority unless extended by the Board expire on the last day of each annual Board of Directors meeting.

### **Term of Office**

**7.04** Each member of a committee shall continue to serve on the committee until the next annual meeting of the members of the Association or until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term. Provided, however, the term of office for the members of the Oversight/Audit Committee shall be for three years, and all members shall be members of the Board of Directors. The Oversight/Audit Committee, with the advice and consent of the Executive Committee, is delegated the authority to fill any vacancy occurring on the Oversight/Audit Committee.

### **Chair and Vice-Chair**

**7.05** In committees that consist of more than one person, one member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be appointed by the president of the Association, except for the Nominating Committee. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

### **Quorum**

**7.06** Except in the case of a committee consisting of one person, one half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

### **Actions of Committees**

**7.07** The vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

### **Compensation**

**7.08** Committee members may not receive salaries or any other compensation for their services. The Board of Directors may adopt by resolution a payment to committee members for expenses of attendance at meetings of the committee. A committee member may serve the Association in any other capacity and receive compensation for those services as provided by these Bylaws.

### **Rules**

**7.09** Each committee may adopt rules for its own operation not inconsistent with the bylaws or with rules adopted by the Board of Directors.

**7.10** No member of the nominating committee shall serve on the election committee.

**ARTICLE EIGHT**  
**POLITICAL ACTION COMMITTEE**

**Name and Function**

**8.01** The Texas State Rifle Association Political Action Committee shall have sole responsibility to administer the legislative, legal, informational and fund raising activities of the Association related to the defense or furtherance of the right to keep and bear arms in accordance with the policies established by the Board of Directors.

**Planning and Reporting**

**8.02** The Chairman of the Political Action Committee shall report plans and activities to the Association membership regularly through the Association's official journal. The Chairman will conduct an annual strategy meeting with the Political Action Committee. The Legislative Chairman and General or outside Counsel shall insure compliance with all applicable Federal, State, and Local laws governing legislative activities.

**Prohibition of Political**

**Contributions**

**8.03** Neither the Association, nor its Political Action Committee, nor any Officer shall make any contribution, on behalf of the Association, to a political campaign, candidate, or politician. No Member dues shall be used for political purposes.

**ARTICLE NINE**

**NOMINATION AND ELECTION PROCEDURES**

**Nomination and Election of Other Directors**

**9.01**

**(a)** Nominations for Directors may be made by procedures in Articles 4.03 and 7.02(b). Requests by the Nominating Committee for recommendations for Other Directors shall be made through announcement in the Association's official journal not less than 120 days in advance of the Annual Board of Directors meeting. Not less than 90 days in advance of said meeting, Members making recommendations must respond in writing including reasons and a brief biographical sketch. The Nominating Committee shall consider these recommendations in preparing a slate of candidates for Other Directors.

**(b)** The election process shall be carried out by mail in ballot and/or electronic ballot. The slate of candidates shall be published in the Association's official journal and web site not less than 60 days in advance of said meeting. A ballot form will be included in this printing of the journal for the use of those who do not use the electronic ballot. The Executive Director shall develop a process to ensure the integrity of the electronic/mail in voting process. Members may only vote once (either by electronic or mail in ballot). Members voting by mail in ballot shall indicate choices on the ballot, sign and return it to the TSRA office not less than 30 days in advance of said meeting. The Executive Director shall retain the ballots unopened until the date of the count. Members voting by electronic ballot shall indicate choices on the ballot and electronically sign. Votes shall be counted by the Executive Director, The Chair of the Election Committee or his designee, at least one Association Officer, and one Member who is neither a Director nor an Officer. This final count may include verification of membership names, numbers, and signatures and recount of the ballots.

**(c)** The ballot shall list the names of all nominees proposed by the shooting disciplines and the Nominating Committee in order determined by chance. The ballot shall state the final date of electronic voting and the final date on which mail in ballots must be received at the TSRA's office. Ballots received after the deadline shall not be counted. Late mail ballots shall be retained unopened for three months and then destroyed unopened.

**ARTICLE TEN**  
**BOOKS AND RECORDS**

**Required Books and Records**

**10.01** The Association shall keep correct and complete books and records of account. The Association's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Association, including, but not limited to, the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of the bylaws, and any amended versions or amendments to the bylaws.
- (c) Minutes of the proceedings of the Board of Directors.
- (d) A list of the names and addresses of the members, Directors, officers, and any committee members of the Association.
- (e) A financial statement showing the assets, liabilities, and net worth of the Association at the end of the three most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Association for the three most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Association's federal, state, and local tax status.
- (h) The Association's federal, state, and local information or income tax returns for each of the Association's three most recent tax years.

#### **Inspection and Copying**

**10.02** Any Director, officer, or committee member of the Association may inspect and receive copies of all books and records of the Association required to be kept by the bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Association and if the person submits a request in writing.

**10.03** Any Association member or member of the general public may also be granted access to the records of the Association required to be open for inspection by any applicable state or federal law. Requests for information or records access shall be addressed, in writing, to the Executive Director and should be based on a business 'need to know.' The Executive Director shall have the sole discretion, subject to appeal, to either grant or deny the request. Approval for such requests shall be made with due consideration to office workload, need to know and time demands of the requesting person. The requested information shall only be furnished by the Executive Director or designated staff member of the Association within the time periods established by the Executive Director. A denial of any such request may be appealed, in writing, to the President of the Association, whose decision shall be final.

**10.04** Privacy of Member Information. Member information, telephone numbers, addresses, email address, or other collected member data may not be intentionally released to any party outside of the Association without the explicit approval of the Board of Directors, except to licensed, bonded mailing houses operating on behalf of the association who have signed a non-disclosure agreement (this power is retained to the Board and may not be exercised in its recess by either the Executive Director or the Executive Committee).

#### **ARTICLE ELEVEN**

##### **FISCAL YEAR**

**11.01** The fiscal year of the Association shall be the calendar year.

#### **ARTICLE TWELVE**

##### **INDEMNIFICATION**

#### **When Indemnification is Required, Permitted and Prohibited**

##### **12.01**

(a) The Association shall indemnify a Director, officer, committee member, employee, or agent, or attorney, or accountant of the Association who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the employ of Association. For the purposes of this article, an agent includes one who is or was serving at the request of the Association as a Director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, but shall not include independent contractors. However, the Association shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Association's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Association shall

not indemnify a person who is found liable to the Association or is found liable to another on the basis of improperly receiving a personal benefit.

**(b)** The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Association.

**(c)** The Association shall pay or reimburse expenses incurred by a Director, officer, committee member, employee, attorney or agent of the Association in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Association when the person is not a named defendant or respondent in the proceeding.

**(d)** In addition to the situations otherwise described in this paragraph, the Association may indemnify a Director, officer, member, committee member, employee, or agent of the Association to the extent permitted by law. However, the Association shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 12.01(a), above, except that the Association may purchase indemnification insurance in lieu of, or in addition to, the requirements of indemnification as set out in these Bylaws.

**(e)** Before the final disposition of a proceeding the Association may pay indemnification expenses permitted by the bylaws and authorized by the Association. However, the Association shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in an proceeding brought by the Association or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

**(f)** If the Association may indemnify a person under the bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Association, the indemnification is limited to reasonable expense actually incurred by the person in connection with the proceeding.

#### **Procedures Relating to Indemnification Payments**

### **12.02**

**(a)** Before the Association may pay any indemnification expenses (including attorney's fees), the Association shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 12.02(a), below. The Association may make these determinations and decisions by any one of the following procedures:

**(i)** Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

**(ii)** If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of one or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.

**(iii)** Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 12.02(a)(i) or 12.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

**(iv)** Plurality vote of the Executive Committee.

**(b)** The Association shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 12.02(a)(iii) or (iv), above, governing the selection of special legal counsel. A provision contained in the articles of incorporation, the bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by paragraph 12.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

**(c)** The Association shall pay indemnification or advance of expenses shall be reported in writing to the Board of Directors of the Association. The report shall be made with or before the notice or waiver of notice of the next membership meeting,

or with or before the next submission to members of consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of the indemnification or advance.

### **ARTICLE THIRTEEN** **AMENDMENTS TO THE BYLAWS**

#### **Amendment Procedure**

**13.01** The Bylaws may be altered, amended, or repealed; and new bylaws may be adopted by the Board of Directors. The notice of any meeting involving bylaw revisions shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered. Alternatively, the text may include a fair summary of those provisions.

**13.02** The general membership may petition the Board of Directors for an amendment to the Bylaws with signatures to the petition of at least one percent of the Association's membership. The petition form will include signature, printed name, address, and membership number for each signing member.

#### **Amendment Approval**

**13.03** These Bylaws may be amended upon vote of three fourths of the total number of members of the Board of Directors as herein defined, who are present at any regular or special meeting wherein written notice of the proposed amendment has been given to the Board.

**13.04** Board Resolutions must be passed for each ensuing year and may last no longer than the next annual director meeting. Resolutions may not substitute for or change a Bylaw provision.

### **ARTICLE FOURTEEN**

#### **NOTICES**

##### **Notice**

**14.01** Any notice required or permitted by the bylaws to be given to a member, Director, officer, or member of a committee of the Association may be given by mail, facsimile or electronic mail or similar electronic means. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Association, with postage prepaid. If given by telegram or facsimile, a notice shall be deemed to be delivered when sent and addressed to the person at his or her address as it appears on the records of the Association. A person shall be responsible to change his or her address by giving written notice to the secretary of the Association.

##### **Signed Waiver of Notice**

**14.02** Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation of the bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

##### **Waiver of Notice by Attendance**

**14.03** The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **ARTICLE FIFTEEN**

#### **SPECIAL PROCEDURES CONCERNING MEETINGS**

##### **Meeting by telephone**

**15.01** The members, Board of Directors, and any committee of the Association may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

**Decision Without Meeting**

**15.02** Any decision required or permitted to be made at a meeting of the members, Board of Directors, or any committee of the Association may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Association minute book and kept with the Association's records.

**Voting by Proxy**

**15.03** Proxy voting shall not be allowed for any sanctioned meeting of the Association or a committee.

**15.04** Deleted February 06, 2005.

**ARTICLE SIXTEEN**  
**ORDER OF BUSINESS**

**Agenda**

**16.01** The following shall be the regular order of business at all regular and called meeting of the Board of Directors and Executive Committee:

- Roll Call
- Approval of minutes of previous meeting
- Reports of Officers
- Reports of Committees
- Election and installation of Officers
- Old business
- New business
- Resolutions

**Parliamentary Authority**

**16.02** Robert's Rules of Order Newly Revised shall govern the deliberations of all meetings of the Members, Board of Directors, Executive Committee, and all Committees unless specific exceptions are made.

**ARTICLE SEVENTEEN**  
**MISCELLANEOUS PROVISIONS**

**Legal Authorities**

**17.01** The Bylaws shall be interpreted in accordance with the laws of the State of Texas.

**Legal Construction**

**17.02** If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect; the invalidity, illegality, or inability to enforce shall not affect any other provision.

**Headings**

**17.03** The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

**Gender, Number, Denotation**

**17.04** Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neutral gender, all singular words shall include the plural, and all plural words shall include the singular. Wherever the context requires, all denotation in these Bylaws of the Association as an association or the Association as a corporation shall be deemed interchangeable for the purposes of determining that this Association is an Association organized under the Non-Profit Association Act of the State of Texas.

### **Power of Attorney**

**17.05** A person may execute any instrument related to the Association by means of power of attorney if an original executed copy is provided to the Secretary of the Association to be kept with Association records.

### **Parties Bound**

**17.06** The bylaws shall be binding upon and inure to the benefit of the members, Directors, officers, committee members, employees, and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the bylaws.

## **ARTICLE EIGHTEEN** **TENURE AND DISSOLUTION**

**18.01** The Association will never issue stock of any kind or nature, but will issue membership certificates to its Members. No portion of the net income of the Association shall be distributed or inure to the benefit of any such members. In the event of dissolution, the assets remaining shall be distributed to a like or similar organization, organized for the purposes, and whose activities pursuant to such purposes shall be limited to those qualifying under Section 501 of the Internal Revenue Code of 1954 as amended, or the corresponding provision of any future United State Internal Revenue law.

**18.02** Any assets not so distributed by the Association in accordance with the foregoing provisions as selected by order of the appropriate state district court acting in its ministerial and not its judicial capacity, and such organizations to which distribution shall be made in accordance with such order, and in accordance with the terms and conditions of this provision in its entirety, shall be such organizations which will best accomplish the purposes for which this Association is organized.

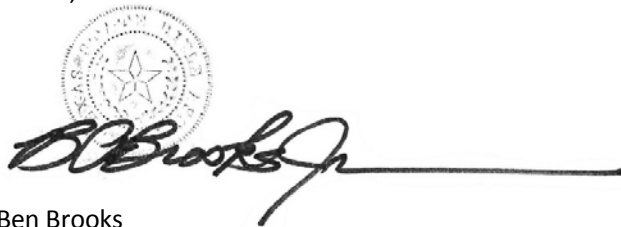
## **ARTICLE NINETEEN** **PROSCRIBED CONDUCT FOR OFFICERS AND DIRECTORS**

**19.01** Conduct warranting investigation and disciplinary action includes, without limitation:

- (a) Abusing ones position as a Director or Officer for personal aggrandizement or preferment, or private benefit or for the benefit of other persons or organizations;
- (b) Dereliction of one's fiduciary obligations to the Association;
- (c) Illegal or dishonest conduct; willfully misrepresenting the business, deliberations or affairs of the Board of Directors, the Association or its good name and reputation;
- (d) Willful false or unsupported allegations of misconduct;
- (e) Willfully making false statements or representations;
- (f) Violating one's obligation of loyalty to the Association;
- (g) With due recognition of one's right to a difference of opinion, disparagement of the Board of Directors, the Executive Committee, the Association, or its Officers;
- (h) Unauthorized disclosure of any matter discussed or acted upon in an Executive Session of the Board, Executive Committee or a Committee Meeting.

### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of the Texas State Rifle Association and that the foregoing Bylaws constitute the Bylaws of the Association. These Bylaws were duly adopted by the Board of Directors on the 2<sup>nd</sup> day of March, 2019

A circular seal of the Texas State Rifle Association is visible in the background of the signature. The seal features a five-pointed star in the center, surrounded by the text "TEXAS STATE RIFLE ASSOCIATION" and "ESTABLISHED 1975". The signature "Ben Brooks" is written in a cursive script over the seal.

Ben Brooks  
Secretary of the Texas State Rifle Association

## NOTES