

IHMSA Official Bylaws

(As amended by referendum vote, 2007)

ARTICLE I.

NAME

The name of the corporation shall be: International Handgun Metallic Silhouette Association, Inc. It may be referred to as "IHMSA" or, in these bylaws, "corporation."

ARTICLE II.

SEAL / FISCAL YEAR

Section 1. Seal. The seal of the corporation shall have inscribed on it the name "International Handgun Metallic Silhouette Association, Inc." and the word "SEAL."

Section 2. Fiscal year. This corporation shall be operated on a calendar year basis.

ARTICLE III.

PURPOSES

Section 1. The purposes for which the corporation is formed are those set forth in the Articles of Incorporation, and as from time to time amended.

Section 2. To exclusively promote and foster, within the provisions of Section 501(c)(3) of the Internal Revenue Code, the amateur sport of handgun metallic silhouette shooting, and primarily to conduct or sanction handgun metallic silhouette shooting competitions among citizens in the United States, and among residents of the international community.

Section 3. The corporation is not formed for pecuniary or financial gain. No part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of, its directors or officers, except to the extent permitted under the not-for-profit corporation laws of the state of Kansas.. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in, any political campaign, including the publication of statements on behalf of any candidates for public office.

Section 4. The purposes of this corporation are promoted through state, regional, and international programs directed toward parties interested in organized silhouette pistol shooting.

ARTICLE IV.

BASIC POLICIES

The following are the basic policies of the corporation:

Section 1. The corporation shall be noncommercial, nonsectarian, and nonpartisan.

Section 2. The name of the corporation, or the names of any members in their official capacity, shall not be used in any connection with a commercial concern or with any partisan interest or for any purposes not appropriately related to the promotion of the objects of the corporation.

Section 3. The corporation may cooperate with any other organizations and agencies concerned with metallic silhouette shooting, but persons representing the corporation in such matters shall make no commitments that bind the corporation.

ARTICLE V.

MEMBERSHIP

Section 1. Any individual who subscribes to the purposes and basic policies of the corporation may become a member of the corporation subject only to compliance with the provisions of these bylaws. Any citizen of the United States, or any citizen of any country in the international community, may become a member of this organization upon proper application.

Section 2. Any member of the corporation in good standing who has not been suspended in accordance with the provisions of Article XIII of these by-laws shall be eligible to participate in the affairs of the corporation. No person under the age of eighteen years shall be eligible to vote.

Section 3. No members in arrears of annual dues shall be eligible to vote or to enjoy other privileges or benefits offered by the corporation.

Section 4. Upon being admitted, members shall receive a membership/classification card, official patch, rulebook, subscription to the *IHMSA News* and upon request, a set of scaled target templates. Additional family members will only receive a membership/classification card.

Section 5. The Board of Directors may, by majority vote, enter into an affiliation agreement with an organization in any country within the international community in the interests of furthering the purposes of the corporation. Individual members of such organizations shall enjoy all of the rights and privileges of the sanctioned match as if they were an individual member of the corporation.

ARTICLE VI.

DUES

Section 1. The members' annual dues to the corporation shall be an amount determined by the Board of Directors from time to time.

Section 2. A Life Member shall be a person who contributes to the corporation, within a maximum period of four consecutive months, an amount as determined from time to time by a majority vote of the Board of Directors. A life member shall not be entitled to a refund of any portion of Life Member dues under any circumstances. A life membership may not be obtained at a discounted rate.

Section 3. A member's spouse or children under eighteen years of age, may become members of the corporation at a family member rate which will be determined from time to time by a majority vote of the Board

of Directors. However, at no time shall the family member rate exceed one half of the prevailing full adult membership rate.

Section 4. The annual fee for the affiliation of an organization within the international community shall be determined from time to time by a two-thirds majority vote of the whole Board.

ARTICLE VII.

OFFICERS AND THEIR ELECTION

Section 1. Officers: The officers of the corporation shall consist of a President, Vice President, and Secretary/Treasurer. Officers shall be elected every year prior to the annual business meeting held in conjunction with the International Championships. Officers shall assume their official duties following the close of the annual meeting and shall serve for a term of three years or until the election and qualification of their successors. To ensure stability, the term of office of the officers shall be staggered.

Section 2. Election: Nominations are to be called via the pages of the January/February issue of the *IHMSA News*, requiring nominations to be submitted on the nomination form provided. All nominations must bear the signature and endorsement of the nominee and signatures of two other financial members of the corporation.

a. The Nominations Officer must receive nominations no later than the 28th day of February. Each nominee may provide a statement of claims of not more than 500-words that cites why he/she should be elected to the office that he/she is being nominated for. Said statement of claims will be published in the April edition of *IHMSA News*.

b. Candidates for any vacant position will be declared in the April edition of the *IHMSA News*.

Section 3. Election: The Board of Directors shall, on an annual basis, appoint a Nominations Officer from within their ranks to conduct the election. The duties of the Nominations Officer shall be:

- To conduct elections in accordance with these bylaws,

- To call for and receive nominations and to reject any nominations, which do not comply with these bylaws,

Where there are more nominations than the number required to fill the vacant office, the election will be conducted via membership ballot presented in the pages of the May issue of the *IHMSA News*. To be elected, a candidate needs a simple majority of the members voting via official ballot received prior to June 1st by the designee at the location specified on the ballot.

If no valid nominations are received prior to the 28th day of February, a nominating committee of at least three members of the board shall be formed, and they shall present at least one eligible nominee for each vacancy to be voted upon by the membership.

Where there are insufficient nominations to require an election for any office, to declare the candidate or candidates elected. Such a declaration shall not take place prior to the annual business meeting of the corporation.

Section 4. Vacancy: A vacancy occurring in any office shall be filled for the un-expired term by a person elected by a majority of the remaining members of the Board of Directors, notice of such election to be given by the President. In the case of a vacancy occurring in the office of President, the Vice-President shall give notice of the election.

Section 5. Protests and Recounts: Any eligible member present at the annual meeting when the winner of that election is declared or any candidate running for the office present at the annual meeting when the winner of that election is declared may request a recount or protest the election procedures prior to the close of the annual meeting. In the event of such protest or request for recount, the Nominations Officer and two Region Directors selected by the Nominations Officer will constitute a committee to resolve the protest or recount and announce the results of the committee's findings prior to the adjournment of the annual meeting. The findings of this committee are final. The Nominations Officer will destroy all ballots at the conclusion of the annual meeting. The records of the corporation will reflect only (1) the total number of votes cast, (2) the total number of votes cast in favor of each candidate, and (3) the number of spoiled ballots.

ARTICLE VIII.

DUTIES OF THE OFFICERS

Section 1. President: The President shall preside at all meetings of the corporation, Executive Committee, and Board of Directors. He shall perform other such duties as may be prescribed in these bylaws or assigned to him by the corporation or the Board of Directors. He shall coordinate the work of other officers and committees of the corporation in order that the purposes of the corporation may be promoted.

Section 2. Vice President: The Vice President shall act as an aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.

Section 3. Secretary/Treasurer: The Secretary/Treasurer shall ensure the recording of all decisions of all meetings of the corporation. Executive Committee, and Board of Directors. He shall perform such other duties as may be assigned to that office from time to time.

The Secretary/Treasurer shall on a quarterly basis, furnish the members of the Board an up-to-date financial statement, with the cycle of reporting beginning with an annual financial report presented to the Board and the annual business meeting of the corporation held in conjunction with the International Championships. This report is to show the financial position of the corporation as at the end of the quarter immediately preceding the annual business meeting.

The Secretary/Treasurer shall present a full, half-year and annual financial report to the membership via the pages of the *IHMSA News*. As a general rule, such reports will not have been subjected to external audit.

The Secretary/Treasurer shall be responsible for ensuring the maintenance of all books of account and records so as to conform to the requirements of these bylaws.

If so determined by a majority vote of the Board, the day-to-day record keeping of the financial affairs of the corporation shall be contracted out to and an individual/firm qualified and properly licensed to undertake such activity, Notwithstanding such a decision the Secretary/Treasurer remains responsible for the provision of the periodic reports referred to above.

Section 4. All officers shall perform their duties as prescribed by the relevant statutes of the state of Kansas in addition to those outlined in these bylaws and those assigned from time to time. All officers shall deliver to their successors all official material not later than ten days following the election of their successors.

ARTICLE IX.

EXECUTIVE COMMITTEE / BOARD OF DIRECTORS

Section 1. The Executive Committee shall consist of the elected officers of the corporation.

Section 2. The Board of Directors ("Board") shall consist of the members of the Executive Committee, each of the U.S. Region Directors and the representative of any affiliated nation that elects to take a seat on the Board.

The duties of the Board of Directors shall be to:

Transact necessary business in the intervals between meetings of the corporation, and such other business as may be referred to it by the corporation, create standing and special committees and confirm the nominations of standing and special committee chairmen,

Approve the plans of work of the standing committees,

Present a report at the annual meeting of the corporation, as needed, and

Review the financial report before publication in the *IHMSA News*.

Section 3. No member of the Executive Committee or Board of Directors of the corporation shall hold any additional positions within the corporation or enter into any contract with the corporation whereby that person is compensated for any service provided to or any work done on behalf of the corporation. Reimbursement for direct expenses incurred as a result of volunteer work on behalf of the corporation is specifically excluded from this prohibition as is any compensation package determined in accordance with the relevant provisions of the Kansas statutes as that compensation relates to activities of members of the Executive Committee or Board of Directors of the corporation for service provided while the individual is serving as a member of the Executive Committee or Board of Directors.

Section 4. Any member of the Executive Committee or Board of Directors of the corporation willfully violating these bylaws, the corporations Articles of Incorporation, or Kansas Statutes as they pertain to the governance of the corporation, or the corporations Official Rules shall be considered to be in breach of that member's official duties and subject to such disciplinary action as determined by the Board of Directors.

ARTICLE X.

MEETINGS

Section 1. The annual business meeting of the corporation shall be held each year in conjunction with the International championships at which time any official business to come before the corporation shall be transacted.

Section 2. Written notices of motion for the annual business meeting must be submitted to the Secretary/Treasurer of the corporation not less than sixty day prior to the annual business meeting which, in turn, shall be communicated to the membership via the pages of the edition of the *IHMSA News* distributed at least thirty days prior to the annual business meeting.

Section 3. Items not notified in accordance with Section 2, above may be discussed at the annual business meeting if two thirds of the eligible delegates present vote in favor of the item(s) being discussed.

Section 4. Only those adult members in good standing who are the official delegates of a qualified club or organization, the properly elected State and Regional Directors, the properly elected officers or the properly credentialed representative of an affiliated nation and who are physically present shall be entitled to one vote at the annual business meeting of the corporation.

Each club or organization having held corporation sanctioned matches within the six months immediately prior to the annual business meeting, and which are in good standing, may elect or appoint two voting delegates per discipline fired and sanctioned, to attend the annual business meeting. A discipline is defined as a separate competition as per the Official Match Rules of the corporation.

Section 5. Special meetings of the corporation, Executive Committee, Board of Directors, and Standing and/or Special Committees may be called at any time, either in person, by-electronic means, or by written ballot, as deemed necessary by the President to carry out the business of the corporation. Such meetings may also be called by a majority of the Board of Directors, or by ten percent of the members of the corporation.

Section 6. Any matter deemed to be of sufficient importance by the Board of Directors may be decided by a referendum vote by a majority of those members of the corporation having voted. A majority vote of the Board will be required to bring an issue to a referendum vote.

Section 7. A quorum for the annual business meeting shall be thirty eligible members. Unless otherwise prescribed, a majority vote of the eligible members present will be required to carry a motion.

Section 8. Unless otherwise prescribed, one half of the members of the Executive Committee, Board of Directors and any standing or special committees shall constitute a quorum at any meeting of those bodies respectively. A simple majority vote of those participating will be required to transact any business unless otherwise prescribed.

ARTICLE XI.

STATE AND REGION DIRECTORS

Section 1. States and Regions shall elect their State and Region Directors by a majority vote of the resident members who participate in such a ballot. The term of office for a Region Director shall be three years or until the election of their successor. To ensure stability at the Board of Directors level, the election of Region Directors shall be staggered in a manner determined by a majority vote of the Board of Directors. State Directors shall serve until such time as their successor is elected in accordance with these By-laws.

Section 2. If a State Director resigns or vacates his office, a call for an election to name a successor will be made by the Region Director for the region including that state. If a Region Director resigns or vacates his office, a call for an election to name a successor will be made by the Executive Committee.

Section 3. A call for an election of a state or region director in which the incumbent continues to serve may be made by the officers or members of any club holding IHMSA sanctioned matches within the respective state or region, providing such members and clubs are in good standing. Such call for an election must be made in writing and mailed to the Secretary/Treasurer. If the call for election involves a position held by an incumbent for less than two years, the call must also include a "due cause" justification for holding the election. Such "due cause" calls must be reviewed and approved by majority vote of the Executive Committee before an election is held.

Section 4. Upon receipt of a call for election as outlined above, a request for nominations for the position in question will be printed in the *IHMSA News*. Nominations will appear on a ballot in the following issue of the *IHMSA News*. Ballots will be accepted for a period of time set by the Executive Committee. Votes Will be received and tabulated by the Secretary/Treasurer.

Section 5. Candidates for State and Region Director positions must be bona-fide residents of said state or region for a period of six months immediately prior to the election and must be members in good standing.

Section 6. Protests and Recounts: Any member participating in the election of a State or Regional Director or any candidate running for the position that is the subject of the election may file a protest of said election or request a recount. The protest or request for recount must be filed and received by the Secretary/Treasurer not later than 30 days following the first day of the month following the mailing of the issue of the *IHMSA News* wherein the winner is declared. In the event of such protest or request for a recount, the Board of Directors will select a committee of at least three but no more than five members to resolve the protest or recount and announce the results of the committee's findings within 30 days. The findings of this committee are final. The ballots will be destroyed upon the later of the conclusion of the 30 calendar day period or the resolution of the protest or recount. The records of the corporation will reflect only (1) the total number of votes cast, (2) the total number of votes cast in favor of each candidate, and (3) the number of spoiled ballots.

ARTICLE XII.

STANDING AND SPECIAL COMMITTEES

Section 1. The Board of Directors, by majority vote, shall have the authority to appoint such committees and delegate such authority (to the extent allowed by the relevant Kansas statutes) as is needed to administer the affairs of the corporation. Notwithstanding the limitations imposed by such statutes, the Board of Directors may, in the interest of utilizing the knowledge and expertise of the broader membership, from time to time establish special committees that will be advisory in nature. Such advisory committees shall be chaired by a member of the Board and comprise a number of other individuals drawn from the broader membership. These members shall not be entitled to vote on any matter before the Board.

ARTICLE XIII.

SUSPENSION / EXPULSION / IMPEACHMENT

Section 1. If any member is found guilty of any conduct, which in the opinion of the Board of Directors is prejudicial to the interests of the corporation, the Board of Directors shall have the power, by resolution, to censure, place on probation, suspend or expel the member from the corporation. No single period of probation or suspension will exceed one year in duration.

Section 2. In the event of such a charge being laid, a discipline committee comprising not less than three members of the Board of Directors shall be convened by a majority vote of the whole Board for the purpose of hearing the charge and determining by resolution the penalty to be imposed. It will be the responsibility of the chairman of said committee to notify the member so charged of what is alleged against them and of the intended resolution. Such notification shall be in writing and occur not less than thirty days prior to the date on which the matter is to be resolved and the member shall, before such date and the passing of such resolution, have had the opportunity of giving oral or written explanation or defense that they may think fit. Such committees shall conclude their business not more than sixty days after the member so charged is notified.

Section 3. In any case where the intended resolution is expulsion from the corporation, any such member may, by notice in writing received by the chairman of the discipline committee not less than twenty four hours before the date on which the matter is to be resolved, elect to have the charge dealt with by the next annual business meeting of the corporation and in that event, such a resolution must be passed by a majority of two thirds of those present and voting (such a vote to be taken by secret ballot). The member concerned shall be dealt with accordingly and in the case of a resolution for their expulsion, the member shall be expelled and their name removed from the register of members. In the event of such an election, the member shall have all rights and privileges of membership suspended from that date until such time as the matter is resolved in accordance with this section.

Section 4. In all other cases, the member may seek a review of any adverse decision of the discipline committee provided such a request for review is lodged in writing with the Secretary/Treasurer of the corporation within thirty days of the date on which the member is notified of the decision in question. All such reviews will be conducted by the remaining members of the Board of Directors and be completed within sixty days of the date of receipt of the request for review. Any decision subject to review under this section shall remain in force until such time as it is substituted with another by a majority vote of the remaining members of the Board of Directors.

Section 5. Any adverse decision taken with the authority of Section XI, parts C and D of the official match rules of the corporation may be reviewed by the full Board upon petition by the member so penalized. For such a review to occur, the member must submit a request in writing to the Secretary/Treasurer of the corporation not more than thirty days after the decision in question was taken. The Board of Directors shall complete any such review within thirty days of the date of receipt by the Secretary/Treasurer.

Section 6. Any Executive Officer may be impeached for due cause by a two-thirds majority vote of the remaining members of the Board of Directors. The highest ranking Executive Officer not being impeached shall notify the Executive Officer so charged of what is alleged against them and the resolution proposed not less than thirty days prior to the date on which the matter is to be resolved and the member shall, before such date and the passing of such resolution, have had the opportunity of giving oral or written explanation or defense that they may think fit. Any decision of the Board in such a matter will have immediate effect.

ARTICLE XIV.

RULES

Section 1. All competitions sanctioned by the corporation will be governed by the official rules adopted, and from time to time amended, by the Board of Directors. In cases of conflict between these bylaws and the rules adopted by the Board of directors, the bylaws shall prevail.

ARTICLE XV.

AMENDMENTS

Section 1. Any proposed additions or amendments to these bylaws may be introduced by any member or officer of the association at any regular or special meeting of the corporation. A two-thirds vote of those eligible members present will be required to pass such additions or amendments to the bylaws.

Section 2. To be considered at the annual business meeting, any proposed additions or amendments to these bylaws must be submitted to the Secretary/Treasurer not less than sixty days prior to the meeting, specifying the exact words to be inserted or deleted which in turn, shall be notified to the membership via the pages of the *IHMSA News*.

Section 3. Any proposed bylaw change deemed to be of significance by a majority vote of the Board of Directors may be decided by membership vote without first being introduced via a general or special meeting of the corporation. In such a situation, the President shall notify the membership of the corporation via the pages of the next two available issues of the *IHMSA News* of the exact words to be inserted or deleted along with the reason for the change. A written ballot shall be conducted not less than thirty days and no more than sixty days following the date of final notification. For a proposed bylaw change to be carried, an affirmative vote by at least two-thirds of those eligible members voting will be required.

Section 4. Protests and Recounts: Any eligible member present at the annual meeting where a vote is taken to amend these bylaws pursuant to Article XV of these bylaws may file a protest of said vote of said vote or

request a recount prior to the adjournment of the meeting. In the event of such protest or request for a recount, the Board of Directors will select a committee of at least three but no more than five members to resolve the protest or recount and announce the results of the committee's findings prior to the adjournment of the meeting. The findings of this committee are final. The ballots will be destroyed immediately following the adjournment of the meeting. If the results of the vote are announced only thru the pages of the *IHMSA News*, any protest or request for recount will be resolved following the procedures in Article XI, Section 6 and the ballots destroyed in accordance with that section. The records of the corporation will reflect only (1) the total number of votes cast, (2) the total number of yea and nea votes, and (3) the number of spoiled ballots.

ARTICLE XVI.

LIABILITY

Section 1. The extent of liability of the officers and directors of this corporation, under either contract, tort, or otherwise, shall be limited to the assets of the corporation. To the extent authorized. under state law, the corporation shall indemnify and hold the officers and directors harmless from liability incurred within the scope of their duties.