

OLD NORTH STATE POSSE BY-LAWS

Article One

NAME AND LOCATION

1.1. Name. The name of the association is Old North State Posse, Limited (ONSP), a non-profit corporation incorporated in the State of North Carolina.

1.2. Location. ONSP will maintain a club location of record within the State of North Carolina as the Board of Directors may determine or as the affairs and/or activities of ONSP may require.

Article Two

PURPOSE

2.1. Purpose. To promote and support shooting activities in a safe and sportsman like manner, in particular Cowboy Action Shooting in accordance with Single Action Shooting Society (SASS) regulations and guidelines. Members are expected to “dress the part” for the cowboy era and use guns in the associated shooting activities appropriate to the 1800’s period.

Article Three

RESTRICTIONS

3.1. Restrictions. All policies and activities of ONSP shall be consistent with:

- a) applicable federal, state, and local antitrust, trade regulation, or other legal requirements; and
- b) applicable tax exemption requirements including the requirements that ONSP not be organized for profit and that no part of its earnings inure to the benefit of any ONSP member or private individual.

3.2. Dissolution. Upon dissolution of the Corporation or the winding up of its affairs, any assets of ONSP shall be distributed exclusively to organizations, preferably related to Cowboy Action Shooting, which would then qualify under the provisions of Section 501(c) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article Four

MEMBERSHIP

4.1. ONSP membership is annual and runs from Jan. 1 thru Dec. 31.

4.2. Applications for Membership. All applicants for ONSP membership must complete the club membership form and return it to ONSP on an annual basis. The ONSP membership form is available at the ONSP monthly matches or from the ONSP web site.

4.3. Expulsion. Any ONSP member may be expelled for adequate reason by a unanimous vote of the Board of Directors. Any member facing an expulsion vote will be given a written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision.

4.4 Annual Membership Meeting. There shall be an annual general ONSP membership meeting after the regular December club match. This annual membership meeting will allow the current club members to elect the Board members for the coming year, make any adjustments to the club By-Laws if deemed necessary, and address issues of interest to the club membership.

Article Five

DUES

5.1. Dues. The ONSP Board of Directors will establish the amount of the yearly club membership prior to the yearly club membership renewal process which begins each January.

Article Six

BOARD OF DIRECTORS

6.1. Board of Directors. The governing body of ONSP is the Board of Directors (BOD), which has authority and is responsible for the supervision, control, and direction of all ONSP activities.

6.2. Board of Director Qualifications: Members of the BOD must be ONSP members and SASS members in good standing.

6.3. Composition of the Board. The BOD shall consist of five (5) core members who conduct ONSP business. These five BOD member positions shall include the ONSP officer positions. In addition, the BOD will include up to two (2) alternate members who are included in BOD functions as non-voting members unless requested to fill in at BOD meetings for an absent member.

6.4. Election and Term of Office. All BOD positions are for a term of one year – January thru December. The BOD members shall be elected by the general club membership at the annual club membership meeting after the December monthly match. In case there is no December match, the club membership meeting and elections for the new year will occur after the next monthly match. The five candidates with the most votes will be the BOD members for the coming year. The next two highest vote totals become BOD alternates. BOD members may serve consecutive terms.

6.5. Vacancies. If a vacancy occurs on the BOD for any reason, the position is filled for the unexpired portion of the term by the BOD.

6.6. Meetings. The BOD shall meet at least quarterly at whatever time and place it selects. A brief BOD meeting will typically occur at each monthly match when a quorum is available. The presence of a majority of BOD members constitutes a quorum. A majority vote of the entire BOD members where a quorum is present is necessary to make a decision except where some other number is required by law or by these By-Laws. Proxy voting is not permitted.

6.7. Responsibilities. A BOD member is required to be present and participate in at least half of the monthly club matches. The North Carolina State Championship match is considered a club match as long as it is held at the same range as used by ONSP.

6.8. Removal. A BOD member may be removed for adequate reason by a unanimous vote of the remaining core BPD members.

6.9. Compensation. BOD members shall not receive any compensation for their services.

Article Seven

OFFICERS

7.1. Officers. The officers of ONSP are a President, Vice-President, a Secretary and a Treasurer and are known as the "Executive Committee". The Executive Committee shall act on the day-to-day management of ONSP matters.

7.2. Qualifications. Officers must be current ONSP Board of Director members. No person may hold more than one office at the same time. Officers may serve consecutive terms.

7.3. Election and Term of Office. Officers are elected by the Board of Directors each year prior to February 1st. Officers serve for one year.

7.4. Duties. The officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors.

- a) The President of ONSP acts as Chairman of the Board of Directors and shall be the principal executive officer of ONSP.
- b) The Vice President acts in place of the President when the President is not available.
- c) The Treasurer is the financial officer of ONSP. The Treasurer is responsible for maintaining accurate documentation of all financial activities and transactions of ONSP. The Treasurer has the power to authorize one time operating expenditures up to \$200 per item. All expenditures that involve multiple payments or one-time expenditures in excise of \$200 per item require Board of Director approval.
- d) The Secretary is responsible for maintaining the required ONSP records and correspondence.

7.5. Powers. The Executive Committee shall have and may exercise the power to perform all ONSP day-to-day operational duties, of every kind and character, not

required by law or Articles of Incorporation of the Corporation to be performed solely by the Board of Directors or otherwise limited by the By-Laws. All acts performed by the Executive Committee in the exercise of its aforesaid authority shall be deemed to be, and may be certified as, acts performed under authority of the Board of Directors.

7.6. Vacancies. If an officer vacancy occurs for any reason, the position is filled for the unexpired portion of the term by the Board of Directors.

7.7. Removal. An officer may be removed from an officer position for adequate reason by a unanimous vote of the other Board of Director members.

7.8. Compensation. Officers shall not receive compensation for their services.

Article Eight

MEMBERSHIP MEETINGS

8.1. Annual Membership Meeting. ONSP holds an annual meeting of the regular membership at a place and date that the Board of Directors determines. This is currently held following the regularly scheduled ONSP December monthly match.

8.2. Special Meetings. Special meetings of ONSP's regular membership may be called by the Board of Directors, or by fifty percent (50%) of the regular ONSP members acting in concert by petition, at any time. The petition must specifically state the purpose or purposes of the requested meeting

8.3. Notice. The Board of Directors must give ONSP members reasonable notice of all annual and special meetings. The notice must include a description of the business to be discussed.

8.4. Voting. The presence of fifty percent (50%) of the regular members constitutes a quorum for the purpose of transacting business that requires a vote. When a quorum is present, a majority is necessary to make a decision except where some other number is required by law or by these By-Laws. Proxy voting is not permitted. Voting by members on the election of the Board of Directors and other matters approved by the Board on forms approved by the Board of Directors is also allowed by other appropriate methods as approved by the Board of Directors when such methods are consistent with non-profit corporate law.

Article Nine

COMMITTEES

9.1. Committees. The President shall appoint other committees as necessary, at the President's sole discretion, and the Chairmen of said committees. All committees will be formed with a specific objective and length of existence. Unless otherwise provided, a majority of the committee shall constitute a quorum of that committee.

9.2. General Counsel and Auditor. The General Counsel and the Auditor are appointed or terminated by the Executive Committee.

Article Ten

ANTITRUST POLICY

10.1. Antitrust Policy. It is the undeviating policy of ONSP to comply strictly with the letter and spirit of all federal, state and applicable internal trade regulations and antitrust laws. Any activities of ONSP or ONSP-related actions of its Board of Directors, officers or members which violate these regulations and laws are detrimental to the interests of ONSP and are unequivocally contrary to ONSP policy.

10.2. Implementation of Antitrust Compliance Policy. Implementation of the antitrust compliance policy of ONSP shall include, but shall not be limited to, the following:

- a) ONSP Membership, Board of Directors, Executive Committee, and other Committee meetings shall be conducted pursuant to agendas distributed in advance to attendees.; discussions shall be limited to agenda items; there shall be no substantive decisions on ONSP matters other than at the official meetings.
- b) All ONSP activities or discussions shall be avoided which might be construed as tending to: (1) raise, lower, or stabilize prices, monopolization, or in any way violate federal, state or applicable international trade regulations and antitrust laws.
- c) No officer, director, or member of ONSP shall make any representation in public or in private, orally or in writing, which states, or appears to state, an official policy or position of ONSP without specific authorization to do so.
- d) Attendance of General Counsel at ONSP Executive Committee, Board of Directors, and Membership meetings shall be at the discretion of the President or by a majority of the Board of Directors.
- e) ONSP members, officers or Board of director members who participate in conduct which the Board of Directors, by a majority vote, determines to be contrary to the ONSP antitrust compliance policy shall be subject to disciplinary measures up to, and including, expulsion.

Article Eleven

RECORDS

11.1. Books and Records. ONSP shall keep correct and complete books and records of account of the financial activities and transactions of ONSP necessary to satisfy requirements as a nonprofit organization. In addition, copies of ONSP's organizational paperwork, a copy of its Articles of Incorporation, By-Laws, and all amendments thereto will be maintained. Other ONSP documentation associated with SASS affiliation, liability insurance and business agreements with other Cowboy Action Shooting organizations such as the North Carolina Cowboys shall be maintained. At least twice a year, a newsletter recapping all official actions by the Board of Directors and any

committees having the authority of the Board will be published and made available for all ONSP members.

Article Twelve

NONDISCRIMINATION

12.1. Nondiscrimination. The members, officers, Board of Directors and persons served by the ONSP shall be selected on a nondiscriminatory basis with respect to age, sex, race, religion and national origin.

Article Thirteen

INDEMNIFICATION

13.1. Indemnification. To the extent required or permitted pursuant to the North Carolina Non-Profit Corporation Act, Article 13 96-2.22A, as may be amended, or its successors, ONSP shall indemnify any and all of its directors, officers, former directors, former officers, any of them in connection with any actual or threatened action, suit, claim, or proceeding in which any of them are or may be made a part by reason of having been a director, officer, employee, committee person or agent of the ONSP.

13.2. Insurance. ONSP may purchase and maintain insurance, at its expense, to protect itself and any person who is or was serving as director, officer, committee person or agent of ONSP against any expense, liability or loss, whether or not ONSP would have the power to indemnify such person against such expense, liability or loss under section 1 above.

Article Fourteen

FISCAL YEAR

14.1. Fiscal Year. The fiscal year of ONSP shall be Jan.1 thru Dec. 31 unless otherwise designated by the Board of Directors.

Article Fifteen

NOTICE

15.1. Waiver of Notice. Whenever any notice is required to be given under the provisions of the North Carolina Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

Article Sixteen

AMENDMENTS

16.1. Amendments to By-Laws. These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted, by a unanimous vote of the Board of Directors at any

regular or called Board meeting, or by a majority of the regular ONSP members present and voting at an annual club membership meeting in December at which a membership quorum is present, if at least thirty (30) days written notice is given of an intention to alter, amend, or repeal these By-Laws and adopt new By-Laws at such Board or membership meeting.

16.2. Interpretation of By-Laws. In the event of any ambiguity or dispute in the interpretation of these By-Laws, such ambiguity or dispute shall be resolved by majority vote of the Board of Directors.

16.3. Rules of Order. Roberts Rules of Order, latest edition, shall serve as the guideline for conducting all meetings of ONSP, its Board of Directors, and all committees