

1st Virginia CMSA

Club Bylaws

Officers and Board of Directors

April 5, 2014

The Bylaws of the 1st Virginia Cowboy Mounted Shooting Association Club are provided herein. These Bylaws provide a framework for the operation and management of the 1st Virginia CMSA Club to include conduct of Shoots, Awards and Committees.

1st Virginia CMSA Bylaws

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BYLAWS

OF

1st Virginia CMSA

ARTICLE I

CLUB

NAME AND PURPOSE

Section 1.1 — Purpose: The object of the Club shall be the encouragement of mounted shooting in the state of Virginia and Mid-Atlantic region and to provide an outlet for those persons wishing to compete by the rules as specified in the Cowboy Mounted Shooting Association™ Rule Book. The Club encourages organized shooting of single action .45 caliber pistols and rifles as well as shotguns of the type available prior to 1900 among citizens of the United States, with a view toward a better knowledge on the part of such citizens of the safe handling and proper care of firearms, as well as improved marksmanship.

It shall further be the objective and purpose of the 1st Virginia CMSA to forward the development of those characteristics of honesty, good fellowship, self-discipline, team play and self-reliance, which are the essentials of good sportsmanship and the foundation of true patriotism. The further intention of the organization is to provide an atmosphere and social climate conducive to riding, camping, and other similar events where the members dress and conduct themselves in a fashion that promotes our western heritage. The Board of Directors following the guidelines set forth in the following articles shall administer the affairs of the association.

Additionally, the club will enable an environment conducive to fun and fellowship through competitive and family oriented gatherings; require of its members and non-club participants' safe gun handling at all times during organized mounted shooting events; require good horsemanship and will not tolerate and acts of cruelty or violence towards any horse at Club events; and will strive to nurture young shooters in the skills of riding, safe gun handling, sportsmanship, good conduct and growth in confidence.

Section 1.2 — Name: The name of the organization shall be 1st Virginia CMSA. Herein referred to as, "the Club."

Section 1.3 — Address: The Business Office of the Club will be the current President's home address, unless required for mailing documents to the treasurers home or designated address.

ARTICLE II

MEMBERS

Section 2.1 —Members: Members of the Club, whose annual membership dues are current and paid, will vote for and elect club Officers to fill the positions of, President, Treasurer and Secretary, and to elect members to a Board of Directors at times deemed under Article V Section 5.2 (b) and Article VI Section 6.4. By this vote the club members confer upon the Officers and Board of Directors rights and duties as set forth and described in Article III. Club members shall have no further voting requirements, but, may by further amendment of these Bylaws, create specified circumstances establishing requirements for club membership votes. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

Section 2.2 —Resignation: A member in good standing may tender their resignation at any time to any member or members of the Board of Directors. A member's resignation will not be cause for a refund of membership dues.

Section 2.3 —Suspension: Any member who, through his actions, has caused personal injury to themselves or others, damage to another's property or livestock, or has projected themselves to be of undesirable character may be put on suspension by the Board of Directors until such time that the board has had the opportunity to review the matter.

Section 2.4 —Expulsion: A member will be expelled from the Club with a 2/3's majority vote by the Board of Directors. Expulsion may result from, but is not limited to, either a member's total disregard for the welfare of the organization through their actions or any blatant and continued safety violations or purposeful harm caused to theirs or other horse. In either case the decision will be based on specific incidents or actions. Expulsion will not be cause for a refund of membership dues.

Section 2.5 —Reinstatement: Any member suspended or expelled from the Club may after a period of ninety (90) days appear before the Board of Directors to seek a reversal of the Board of Directors decision concerning their membership status. The Board of Directors reply to such action will be by mail only.

Section 2.6 — Dues: Shall be determined by the Board of Directors at the year-end board meeting.

Section 2.8— Volunteering: All members should readily volunteer to help with actions necessary to maintain the Club. These duties range from soliciting sponsors, supporting fundraising, preparing for club events including shoots, setting up and packing up for shoots; registration; scorekeeping and range master duties. Without assistance from all members the Club will not be viable.

ARTICLE III

DRESS REQUIREMENTS

Section 3.1 — Clothing: All members of the Club, and non-members participating in shoots will be required to wear clothing in compliance with current CMSA rules and regulations.

Section 3.2 — Non-Compliance: Any member, or participant, not complying with section 2.6 of this article may be requested to not participate in a match or demonstration at the discretion of the match director or Board of Directors.

Section 3.3 — Assistance: Any member or prospective member so wishing may have a seasoned member assigned to help them accumulate the necessary clothing and equipment to comply with Section 3.1.

ARTICLE IV

ARMS and AMMUNITION

Section 4.1 — Firearms: All firearms shall comply with current CMSA rules and regulations.

Section 4.2 — Ammunition: All ammunition shall be provided by the Club at sanctioned club events. No live ammunition will be permitted at a Club sanctioned match, practice or demonstration.

Section 4.3 — Display Ammunition: Contestants are to have no live ammunition on their person or in their cartridge belts or saddlebags. Dummy ammunition with inert or fire primers may be used in cartridge belts. Failure to follow this rule will result in disqualification and suspension.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 — General Powers: The business and affairs of the Club shall be managed by its Board of Directors, except as otherwise provided in these Bylaws.

Section 5.2 — Number, Election, Tenure and Qualifications:

- (a) The number of directors of the Board of Directors shall be specified from time to time by resolution of the Board of Directors, but shall not be less than three (3) nor more than six).
- (b) All Directors, with the exception of one Director position to be held by a new club member, shall be elected for a three year term to succeed those whose terms expire. Following the initial three year term of the founding board, board positions will be rotated out on a staggered basis of two positions, to allow for continuity, if a rotation has not already transpired through resignation or other action vacating the position. The Director position designated to be filled by a new member of the Club, will be held for a term of one year. Despite the expiration of a director's term, the director shall continue to serve until the election and qualification of a successor or until there is a decrease in the number of directors, or until such director's earlier death, resignation or removal from office. The Board of Directors shall present to the Club membership for an electing vote, directors to fill each of the director positions which become open from time to time and or at a regular rotation.
- (c) Directors shall be persons eighteen (18) years of age or older. Directors shall be members but may not be officers of the Club. Only those individuals who are current members of the Club are eligible to serve as a Director. Preferably the Board shall consist of at least one new club member.

Section 5.3 — Resignation: Any director may resign at any time by giving written notice to the president of the Club. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.4 — Removal: The Board of Directors may remove one or more directors by majority vote at a Regular or Special Meeting called for that purpose if notice has been given that a purpose of the meeting is such removal. The removal may be with or without cause.

Section 5.5 — Vacancies: Any vacancy occurring in the Board of Directors may be filled by an appointment approved by the affirmative vote of a majority of the remaining members of the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by an appointment approved by the affirmative vote of a majority of the current members of the Board of Directors; a director so chosen shall hold office until the end of the term designated for the position so created and thereafter until the director's successor shall have been elected and qualified, or until the director's earlier death, resignation or removal.

Section 5.6 — Standards of Conduct: A director shall discharge his or her duties as director:

- (a) In good faith;
- (b) With the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and
- (c) In a manner the director reasonably believes to be in the best interest of the Club.

Section 5.7 — Regular Meetings: Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board of Directors, for the purpose of transaction of such business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or outside the state of Virginia for the holding of regular meetings. No additional notice of meetings held pursuant to a resolution of the Board of Directors, other than the resolution itself, is required.

Section 5.8 — Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the chairman of the board or any two directors. The individual or individuals authorized to call special meetings of the Board of Directors may fix any place as the place, either within or outside Virginia, for holding any special meeting of the Board of Directors called them.

Section 5.9 — Annual Meetings: One of the regular meetings of the Board of Directors described above in section 3.7 shall be designated as the Annual Meeting for the purposes of organization, election of directors and officers and the transaction of other business.

Section 5.10 — Notice: Notice of each meeting of the Board of Directors (other than regular meetings held pursuant to a resolution of the Board of Directors under section 5.7 above) stating the place, day and hour of the meeting shall be given to each director via at least ten days prior thereto by the emailing of or through written notice by first class, certified or registered mail, or at least five business days prior thereto by personal delivery of written notice or by telephonic or facsimile notice (and the method notice need not be the same as to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted electronically or by facsimile, such notice shall be deemed to be given when the transmission is completed. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, unless the director, at the beginning of the meeting or promptly upon later arrival, objects to holding the meeting because of lack of notice or defective notice, and after objecting, the director does not vote for or assent to action taken at the meeting with respect to the purpose. If special notice was required for a particular purpose, the director must object to the purpose for which the special notice was required, and after objecting, refrain from voting for or assenting to the action taken at the meeting with respect to the purpose, or the director's attendance will constitute a waiver of notice.

Section 5.11 — Quorum and Voting: A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the

vote of a majority of the directors present in person at the meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 5.12 — Proxies: For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be considered to be present at a meeting and to vote if the director has granted a signed written proxy:

- (a) to another director who is present at the meeting and authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy; or
- (b) to a person who is not a director if the proxy authorizes such person to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.

Section 5.13 — Presumption of Assent: A director who is present at a meeting of the board of directors when club action is taken is considered to have assented to all action taken at the meeting unless:

- (a) (i) the director objects at the beginning of the meeting, or promptly upon the director's arrival, holding the meeting or transacting business at the meeting; and (ii) after objecting, the director does not vote for or assent to any action at the meeting; and
- (b) The director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or
- (c) The director causes written notice of the director's dissent or abstention as to any specific action to be received by: (i) the presiding officer of the meeting before adjournment of the meeting; or (ii) the Club promptly after adjournment of the meeting.

The right of dissent or abstention as set forth above as to a specific action is not available to a director who votes in favor of the action taken.

Section 5.14 — Compensation: Directors shall not receive any compensation for their services as such. Reasonable stipends and expenses for directors for attendance at Board of Director meetings may be paid or reimbursed by the Club. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity.

Section 5.15 — Executive and Other Committees: By one or more resolutions adopted by majority of the directors then in office, the Board of Directors may designate from

among its members an Executive Committee and one or more other committees, each of which shall have and may exercise all of the authority of the Board of Directors granted to such committee by the resolution establishing such committee. Each committee shall be comprised of at least two directors appointed by the Board of Directors. The Chairman of the Board shall be a member of and shall chair the Executive Committee, if any. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the Board of Directors from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board of Directors shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

Section 5.16 — Meetings by Telecommunication and other Electronic Media: Members of the Board of Directors or committee thereof may participate in a meeting of the Board of Directors or committee by any means of communication so long as all individuals participating in the meeting can hear one another when meetings are held telephonically and are receiving electronic mail, “e-mail,” relating to the meeting. Such participation shall constitute presence in person at the meeting. Information, decisions and votes may also be communicated by the Club Secretary for consideration and votes by the Board of Directors via email. Directors will respond (“Reply to All”) via email to all Directors and Club Officers to affirm or deny the issue under consideration for vote. The Club Secretary will maintain the electronic responses for historical purposes and will provide a follow up email to confirm the total votes and outcome of the action under consideration calling for a vote by the Board of Directors.

Section 5.17 — Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board of Directors in writing either (a) votes for the action or (b) waives the right to demand that action not be taken without a meeting and (i) votes against the action or (ii) abstains from voting. Action is taken under this section only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the directors then in office were present and voted. An action taken pursuant to this section will not be effective unless the Club receives writings describing the action taken, satisfying the above requirements, signed by all of the directors, and not revoked by any director.

Section 5.18 — Advisory Board: The Board of Directors may appoint such advisory commission or board as it may deem appropriate, consisting of directors or persons who are not directors, but such board shall not be deemed a committee of the Board and shall not exercise any powers of the Board. The Board shall select a chairman and such other officers of the advisory board as it may determine. Notice, and procedures for, meetings of any advisory board shall be as prescribed by the chairman of such board, and meetings of any advisory board may be called by the President, the Board of Directors or the chairman of the advisory board.

Section 5.19 — Chairman of the Board: The chairman of the Board of Directors shall be selected by the Board of Directors majority vote and shall (i) preside at all meetings of

the Board of Directors; (ii) see that all orders and resolutions of the Board of Directors are carried into effect; (iii) supervise and manage the activities of the Executive Committee of the Board, if any, and (iv) perform all other duties incident to the office of chairman of the Board of Directors and as from time to time may be assigned to the chairman by the Board of Directors.

Section 5.20 — Vice-Chairman of the Board: In the absence of the chairman of the board, or in the event of the chairman's death, inability or refusal to act, the vice-chairman of the board shall perform the duties of the chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. The vice-chairman shall perform such other duties as from time to time may be assigned to him or her by the chairman or by the Board of Directors.

Section 5.21 — Secretary of the Board: The Club secretary shall also serve as the Secretary of the board and shall keep the minutes of the proceedings of the Board of Directors and any committees of the Board of Directors and shall perform such other duties as from time to time may be assigned to him or her by the chairman or by the Board of Directors.

ARTICLE VI

OFFICERS

Section 6.1 — Number and Qualifications: The appointed officer of the Club shall be a president. The Board of Directors may also appoint such other officers, assistant officers and agents, including additional vice-presidents, assistant secretaries and assistant secretaries and assistant treasurers, as it may consider necessary. One individual may hold more than one office at a time.

Section 6.2 — Power/Duties: The Board of Directors may delegate to any officer of the Club or any committee of the Board of Directors the power to appoint, remove and prescribe the duties of other officers, assistant officers, agents and employees.

Section 6.3 — Resignation: An officer may resign at any time by giving written notice of resignation to the Club. An officer's resignation shall take effect at the time specified in the notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.4 — Appointment and Term of Office: — Appointment and Term of Office: The officers of the Club shall be nominated by the Board of Directors prior to each annual meeting of the club at which a rotation of a three year term is pending for the position of President or at a two year rotation for Treasurer and Secretary positions. If the nomination of officers shall not be held at such meeting, such appointment shall be held at such meeting, such appointment shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly appointed and

shall have qualified, or until the officer's earlier death, resignation or removal. Current members of the club shall vote for Officers of the club at the annual full membership meeting.

Section 6.5 — Removal: An officer, assistant, agent or employee may be removed, with or without cause, at any time: (i) in the case of an officer, assistant, agent or employee appointed by the Board of Directors, only by resolution of the Board of Directors; and (ii) in the case of any other officer, assistant, agent or employee, by any officer of the Club or committee of the Board of Directors upon who or which such power of removal may be conferred by the Board of Directors; but such removal shall without prejudice to the contract rights, if any, of the individual so removed.

Section 6.6 — Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.7 — Compensation: Directors shall not receive any compensation for their services as such. Reasonable stipends and expenses for Officers for attendance at Board of Director meetings, purchase of supplies (receipts must be provided to the Club treasurer) required to accomplish Club business may be paid or reimbursed by the Club. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Club in any other capacity. The purposes for which compensation or reimbursement of expenses to the officers shall be fixed from time to time by the Board of Directors based upon the fair value of services rendered by such officers.

Section 6.8 — Authority of Duties of Officers: The officers of the Club shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Board of Directors or these bylaws, expect that in any event each officer shall exercise such powers and perform such duties as may be required.

- (a) *President.* The president shall perform such duties as may be assigned to him/her by the Board of Directors and all duties normally performed by a chief executive officer or president of a Club. The president shall; (i) arrange for and finalize contracts with locations at which club shoots will be conducted; (ii) provide guidance and direction to the Club secretary and treasurer regarding actions to be taken; (iii) seek guidance and decisions from the Board of Directors; (iv) identify specified "jobs" i.e., range masters, ammunition table and gun loading and unloading oversight; prior to, club events, solicit volunteers to perform such jobs and delegate duties to ensure smooth and efficient shoots and to provide for a safe environment at each event; provide oversight for solicitation of sponsors for the club; maintain good working relationships with CMSA officers and ensure the Clubs best interest are consider by CMSA; (v) put forth membership and Board of Directors concerns to the CMSA Mid-Atlantic representative for consideration

by CMSA; (vi) resolve individual conflicts and concerns in the best interest of the Club, including issues of safety or horsemanship; (vii) The President, within the limits of the law, and at the direction of the Board of Directors, shall act from time to time as the representative of the Board and the Club; (vii) The President will be responsible for all assets and property belong to the Club, such as timer, cones, blanks, balloons, etc.

- (b) *Vice-President*. The vice-president (i) shall perform such duties as may be assigned to him/her by the Board of Directors and all duties normally performed by a vice-president of a Club; (ii) as authorized by the Board, shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in case of his or her temporary inability to act, the office shall be declared vacant by the Board of Directors and a successor chosen by the Board; (iii) The Vice President shall serve as a member of all committees.
- (c) *Secretary*. The secretary shall: (i) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (ii) be custodian of the Club records and the seal of the Club; and (iii) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the Board of Directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary. (iv) The secretary will maintain the Club's social media sites; accept membership applications from the treasurer and enter the individuals as members in relevant files; (v) calculate, maintain and post to the club website following each shoot the members annual club points as a protected document; (vi) provide electronic notifications to club members regarding club shoots, practices, and other club business; (vii) receive and accept electronic notifications from CMSA regarding member and associate registrations for participation in each club shoot, (viii) maintain good working relationships with staff members at the CMSA and contact as necessary to ensure the best interest of the Club for purposes of registrations, member document issues, and resolve to the best of his or her ability in disputed issues without intervention by the Club president; (ix) put forth to the president any unresolved issues or concerns with CMSA regarding matters under the discretion and responsibility of the secretary; (x) ensure the flow of communication, primarily via email, between all Directors and club officers and provide follow up to all regarding votes or resolution of actions for consideration. (xi) Maintain files as appropriate.
- (d) *Treasurer*. The treasurer shall: (i) be the principal financial officer of the Club and oversee the care and custody of all its funds, securities, evidences of indebtedness and other personal property, and deposit the same in accordance with the instructions of the Board of Directors; (ii) supervise the process of receiving and giving receipts for moneys paid in on account of the Club (iii) supervise the paying of all bills, payrolls and other just debts of the Club of

whatever nature upon maturity out of available funds; (iii) prescribe and supervise the methods and systems of accounting to be followed, see that complete books and records of account are kept, and prepare and file all local, state and federal tax returns and related documents, prescribe and supervise an adequate system of internal audit, and oversee the preparation of and furnish to the chairman of the Board of Directors and the Board of Directors statements of account showing the financial position of the Club and the results of its operations; (iv) upon request of the Board of Directors, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the chairman of the Board of Directors or the Board of Directors; (vi) The treasurer shall also be responsible for the collection of all dues and entry fees. (vii) The treasurer shall deposit funds of the Association in such bank or banks as designated by the Board; (vii) The Treasurer shall supervise all payments of regularly occurring expenses and distribute winnings/payback for any and all matches. (viii) The treasurer shall make sure all Federal, State and Local taxes are prepared, filed and paid in a timely manner.

- (e) *Range Master* – This person must be a current CMSA Certified Range Master and shall (i) ensure that CMSA rules are followed at all Club events; (ii) supervise all personnel to insure their competence prior to their serving as line judge; (iii) instruct new shooters in proper loading/unloading, gun handling, safety and safe horsemanship; (iv) the Range Master will also supervise any qualifying runs by new members or Non-Competition Cardholders to ensure both the competitor and his or her mount is able to engage the prescribed course of fire safely.

Section 6.9 — Multiple Offices: An individual may hold more than one office of the Club; provided, however, no individual may serve both as the president and as the secretary and or treasurer of the Club. Additionally, the spouse of the Club president may not serve as the treasurer of the Club and vice versa.

Section 6.10 — Check Writing Authority: Signature authority for purposes of disbursing Club funds to reimburse and or pay for expenses incurred by The Club must be on file with The Club's servicing bank.

- (a) *BOD members with signature authority* - Three members of Board of Directors, preferably the President, Chairman and Treasurer must file with the servicing bank, currently BB&T, an authorization to prepare and sign for checks on behalf of the Club upon assuming the duties of those positions or as soon as reasonably possible afterwards. The servicing bank will be notified immediately by any of these BOD members when another person in a position of holding signature authority is no longer in the position.

- (b) *Authority to sign checks for \$499 or less* – A check required to pay for an expense of the club that is in the amount of \$499 or less may be signed by any 1 (one) of the three BOD members with signature authority.
- (c) *Authority to sign for checks in an amount of \$500 or greater* – Any check disbursing club funds for an amount greater than \$500 must be signed by at least 2 (two) of the three BOD members with signature authority.
- (d) *Exception to \$500 or greater disbursement two signature requirement* – The purchase of ammunition for a shoot is the only exception to the \$500 or greater dual signature requirement.

Section 6.11 — Surety Bonds: The Board of Directors may require any officer or agent of the Club to execute to the Club a bond in such sums and with such sureties as shall be satisfactory to the Board of Directors, conditioned upon the faithful performance of such individual's duties and for the restoration to the Club of all books, papers, vouchers, money and other property of whatever kind in such individual's possession or under such individual's control belonging to the Club.

Section 6.12 — Standards of Conduct: An officer shall discharge his or her duties as an officer:

- (a) In good faith;
- (b) With the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and
- (c) In a manner the director reasonably believes to be in the best interest of the Club.

ARTICLE VII

EXECUTION OF INSTRUMENTS

Section 7.1 — Checks, Drafts, etc: All checks, drafts and orders for payment of money, and notes or other evidences of indebtedness issued in the name of the Club shall be signed by such officer or officers, or agent or agents of the Club and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.2 — Deposits: All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7.3 — Contracts: The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the

name of and on behalf of the Club, and such authority may be general or confined to specific instances.

Section 7.4 — Conflicts of Interest: The directors of the Club may adopt by majority vote a conflicts of interest policy.

ARTICLE VIII

INDEMNIFICATION

Section 8.1 — Indemnification:

- (a) Notwithstanding Section 6.1(b), and to the fullest extent allowed by relevant law, the Club shall identify any director or officer of the Club who is successful, on the merits or otherwise, in the defense of any proceeding or matter to which the director or officer was a party by reason of having served as a director or officer of the Club, or any claim, issue or matter in the proceeding to which the director or officer was a party because the director or officer is or was a director of the Club, against reasonable expenses incurred in the proceeding or matter, including reasonable attorney fees.
- (b) The Club may in its discretion indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee, fiduciary or agent of the Club or of any other Club at the request of the Club, or by reason of any action alleged to have taken, omitted or neglected as such director, officer, employee, fiduciary or agent against reasonable expenses incurred in connection with the proceeding, if;
 - (i) The individual's conduct was in good faith;
 - (ii) The individual reasonably believed that the individual's conduct was in, or not opened to, the Club's best interests; and
 - (iii) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.
- (c) The Club shall not indemnify a director, or officer, employee, fiduciary, or agent in connection with a proceeding in which individual was adjudged liable to the Club, or in connection with any other proceeding charging that the individual derived an improper personal benefit, whether or not involving action in the basis that the individual derived an improper personal benefit.

Section 8.2 — Advances of Costs and Expenses: The Club may in its discretion pay for reasonable expenses incurred by a director, officer, employee or agent (in defending a

civil or criminal action, suit or proceeding) who is a party to a proceeding in advance of final disposition of proceeding if:

- (a) The individual furnishes the Club a written affirmation of the Individual's good faith that the individual has met the applicable standard of conduct described above in Section 6.1(b).
- (b) The individual furnishes the Club a written undertaking, executed personally or on the individual's behalf, to repay the advance, if it is ultimately determined that the individual did not meet the standard of conduct; and
- (c) A determination is made that the facts then known to those making the determination would not preclude indemnification.

Section 8.3 —Insurance: Insurance is provided by the CMSA for purposes of conducting approved Club Shoots. By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Club may, subject to Section 8.5, purchase and maintain additional insurance, in such amounts as the Board of Directors may deem appropriate, on behalf of any individual indemnified hereunder against any liability asserted against such individual and incurred by such individual's capacity of or arising out of such individual's status as an agent of the Club, whether or not the Club would have the power to indemnify such individual against such liability under applicable provisions of law. The Club may also purchase and maintain insurance, in such amounts as the Board of Directors may deem appropriate, to insure the Club against liability, including without limitation, any liability for the indemnifications provided in this Article.

Section 8.4 —Right to Impose Conditions to Indemnification: The Club shall have the right to impose as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case, including but not limited to any one or more of the following (a) that any counsel representing the individual to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the individual to be indemnified and to the Club; (b) that the Club shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the individual to be indemnified; (c) that the Club shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified individual's right to recovery, and that the individual to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Club.

Section 8.5 —Limitation on Liability: The directors and officers of the Club shall not be liable to the Club for monetary damages for any action taken or any failure to take any action as a director.

ARTICLE IX

LIMITATIONS

Section 9.1 —Prohibition Against Sharing in Club Earnings: No director, officer or employee or individual connected with the Club, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Club, provided that this shall not prevent the payment to any such individual of such reasonable compensation for services rendered to or for the Club in effecting any of its purposes as shall be fixed by the Board of Directors; and no such individual or individuals shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Club. All directors of the Club shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Club, whether voluntary or involuntary, the assets of the Club, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors.

Section 9.2 —Investments: The Club shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which nonprofit Club is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Club if such action is a prohibited transaction or would result in the denial of tax exemption under any section of the IRC.

ARTICLE X

EMERGENCY CLAUSE

Section 10.1 — Emergency Clause: These bylaws may be temporarily suspended in full or in part when the Board of Directors decide an emergency exists and provided that the action is a temporary expedient to best serve the interest of all members of the Club.

Section 10.2 —Rules of Order: shall govern the conduct of any business of the Club, which is not otherwise listed in these bylaws.

ARTICLE XI

CHANGING BYLAWS

Section 11.1 —Changing Bylaws: These bylaws may be changed as follows. Any board member in good standing may submit a proposed change to these bylaws by submitting the recommended change in writing at a regularly scheduled meeting to the Board of Directors. The Board will consider the change and vote on it at the next year-end board meeting. If the recommended change receives at least a 2/3 majority vote it will be adopted.

Section 11.2 —Bylaw Committee: A bylaw committee will be formed as needed by the President and will make recommendations to the Board of Directors.

ARTICLE XII

COMMITTEES

Section 12.1 —Committee Members: Any member in good standing shall be eligible to serve on special and standing committees as formed at the direction of the President and/or Board of Directors to perform special projects for the betterment of the Club.

Section 12.2 —Standing Committees: Standing committees are recommended as follows:

- 1. Web Design Committee** – to update and maintain the website of the Club. This committee works within a yearly budget approved by the board of directors.
- 2. Marketing & Promotion Committee** – responsible for club advertising and scheduling/coordinating events such as horse fairs and other opportunities that have the potential to promote the sport of Cowboy Mounted Shooting. This committee works within a yearly budget approved by the board.
- 3. Wrangler Committee** – responsible for introducing young members under the age of 12 to the sport of Cowboy Mounted Shooting through safe riding practices, gun handling, course management and good sportsmanship. This committee will assist Wranglers during club practices and shoots assisting them in their growth in the sport to prepare them for advancement to the Mens and Ladies Level 1 at age 12. This committee works within a yearly budget approved by the board of directors.
- 4. Demo/Clinic Committee** – will coordinate all activities that have the goal of new member recruitment. Will hold clinics to help all levels of shooters achieve on-going

training to be the best mounted shooter they can be. This committee works within a yearly budget approved by the board of directors.

5. Sponsorship Committee – to obtain sponsorship income. This committee works within a yearly budget approved by the board of directors.

6. Banquet/Awards Committee – shall coordinate and facilitate the yearly awards banquet and obtain awards for High Point Class Winners, Overall and Reserve Cowboy and Cowgirl Winners, 1st Virginia Hall of Fame, Recruiter of the Year and Top Hand. This committee works within a yearly budget approved by the board of directors.

ARTICLE XIII

CONDUCT OF CLUB SHOOTS

Section 13.1—Conducting Club Shoots: The Club shall arrange for and conduct mounted shooting events, referred to as “shoots,” as specified by the current rules of the Cowboy Mounted Shooting Association™ Rule Book.

Section 13.2—Registration Closing Times at Club Shoots: Registration will be closed one hour prior to the scheduled start time for each event. The cut-off of registrations is required to enable event documentation to be efficiently and properly accomplished and to allow the volunteers entering registrations to prepare for and enjoy the shoot. Those shooters who have pre-registered for the shoot and are not able to arrive at the event one hour prior to the scheduled start time may contact the Club President, Treasurer or other participant at the event of their late arrival. Late arrivals meeting these criteria will remain on the “go order,” and will settle payment prior to the end of the shoot. Those not pre-registered and arriving within an hour of the scheduled start time may not be able to run in the main event for the first day of the shoot but may run paid exhibitions when exhibitions are otherwise being conducted. These restrictions are established to encourage pre-registration and to reduce the level of confusion and activity in the shoot operations booth just prior to the shoot. Exceptions may be allowed only as determined by the Club President, Range Master and registration booth volunteers.

Section 13.3—Exhibitions: The Club may allow and support participants to run courses at shoots for purposes of practicing in a competitive setting on horses becoming accustomed to different environments as well as allowing new riders and shooters to gain experience prior to the time they feel they are ready for real competition.

Exhibition rules are as follows:

1. Exhibitions will be allowed at the discretion of the club president and board of directors for each sanctioned shoot.

1st Virginia CMSA Bylaws

2. Allowance of exhibitions will be determined by number of shooters, condition of the facility, i.e., footing, size, and spectators.
3. Advertised exhibitions or participants in exhibitions may be disallowed by the Range Master for any reason relating to safety.
4. Exhibitions are not appropriate for horses not broken to gunfire. Any participant registering for an exhibition may be pulled from further participation in exhibition at the shoot if it becomes apparent their horse is not properly trained and may be unsafe to the participant or spectators. A partial refund of the exhibition fee may be made for stages not ridden and or bullets not used.
5. Exhibition costs per stage are \$10 for participants registered to compete in the shoot.
6. Exhibition costs per stage are \$15 for participants not registered to compete in the shoot.
7. Exhibitions may be offered on Sunday for the first three stages only whenever there are less than 20 participants registered to shoot the Sunday match.
8. "Mulligan" runs may be offered as exhibitions only when less than 20 participants are registered to shoot and all other conditions are suitable to additional pattern runs. Mulligans are \$5 per run per stage with no ammunition.
9. Exhibitions may be limited to certain stages of a shoot as well as number of participants in exhibitions.
10. Participants paying for exhibition runs may run the stages on different horses, the purpose is to allow exposure and experience for horses.
11. Exhibitions are not allowed at State or Regional shoots.
12. Exhibitions will be allowed at the discretion of the club president and board of directors for each sanctioned shoot.

ARTICLE XIV

CONDUCT OF CLUB DEMONSTRATIONS

Section 14.1 —*Conducting Club Demonstrations:* The Club shall arrange for and conduct mounted shooting events, referred to as “Demonstrations” as specified by the current rules of the Cowboy Mounted Shooting Association™ Rule Book. Demonstrations are critical the advancement of the Club and the sport.

Section 14.2 —*Demonstrations:* The Club may conduct demonstrations upon request by members of the community and or at events, such as county fairs, for the purposes of advancing and expanding the sport of Cowboy Mounted Shooting and to attract new members to the Club.

Section 14.3 —*Requests for Demonstrations:* Requests for demonstrations conducted under the name of the 1st Virginia CMSA must be made to the President. Any member receiving a request to conduct a demonstration in the name of the club, must refer the requestor to the president, or provide requestor contact information to the president.

Section 14.4—*Approval for Demonstrations:* The president will consult with and obtain permission from the Chairman of the Board of Directors prior to conducting any demonstration under the auspices of the 1st Virginia CMSA.

Section 14.5—*Participation in Demonstrations:* Demonstrations are a time when the Club and sport should be presented in its best light. Participants and horses in a demonstration should possess the necessary skills to demonstrate the mounted shooting sport. New horses and riders will not be invited nor permitted to participate in a Club sanctioned demonstration. The president will contact members of the club, as described in Article II Section 2.1, in good standing who have registered for and shot in at least one event during the current or prior season. The president should strive to include different levels of shooters and at least one shotgun or rifle shooter in Club sanctioned demonstrations.

ARTICLE XV

TRAINING AND COACHING DURING CLUB SHOOTS

Section 15.1 —*Conduct Training and Coaching at Club Shoots:* The Club recognizes that professional trainers in the sport of mounted shooting provide a service that benefits the Club, its members and those registered in Club shoots, as well as the continued growth of the sport. Trainers assist new and seasoned shooters and horses through development of shooting and riding skills that enhance the safety and overall enjoyment of the sport. Given the positive impact such services render, The Club shall allow training and coaching at club shoots to the extent such training and coaching does not

interfere with the event or registered shooters not participating in the training or coaching.

Section 15.2 —Trainer Responsibilities: Trainers planning to provide coaching and training during a Club shoot must provide notice to the club President prior to the event to discuss the parameters of the conduct of training and coaching for each event. Such parameters shall be established based upon the event, i.e., facility and number of registered shooters. Response by the Club President will be affirmative whenever no impediments are imposed by facility rules or other restrictions as previously described.

Section 15.3 —Trainer Fees: Trainers charging fees to their students or shooters for coaching and or lessons may be required to pay a fee when The Club incurs additional fees to support the training, i.e., additional arena rental. All facility rules regarding “vendor” fees will be adhered to.

ARTICLE XVI

MISCELLANEOUS

Section 9.1 —Account Books, Minutes, etc.: The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees. All books and records of the Club may be inspected by any director; such director’s authorized agent or attorney, for any proper purpose at any reasonable time. Electronically held information will be presented by the officers to the Board of Directors upon request within five business days of requested material.

Section 9.2 —Fiscal Year: The fiscal year of the Club shall be as established by the Board of Directors. Unless otherwise directed, the fiscal year for the Club shall coincide with the CMSA™ Shooting Year dates, November 1 through October 30 annually.

Section 9.3 —Conveyances and Encumbrances: Property of the Club may be assigned, conveyed or encumbered by such officers of the Club as may be authorized to do so by the Board of Directors, and such authorized individuals shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease, or other disposition of all substantially all of the property and assets of the Club shall be authorized only in the manner prescribed by the Board of Directors.

Section 9.4 —Loans Prohibited: No loans shall be made by the Club.

Section 9.5 —Severability: The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

1st VIRGINIA CMSA
BYLAWS CERTIFICATE

The undersigned certifies that he is the Chairman of the Board of Directors of the 1st Virginia CMSA, a Cowboy Mounted Shooting Association™, and that, as such, is authorized to execute this certificate on behalf of said Club, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said Club.

Dated effective as of the 5th day of, April 2014.

//Signed//

A. Charles Otto, Chairman of the Board