

Article One

NAME AND LOCATION

1.1. Name. The name of the association is the North Carolina Cowboys, Inc. (NCC) a nonprofit corporation incorporated in the State of North Carolina.

1.2. Location. The NCC will have offices within the State of North Carolina as the Board of Directors may determine or as the affairs of the NCC may require from time to time.

Article Two

PURPOSES

2.1. Purpose. To promote and support shooting activities in a safe and sportsmanlike manner, in particular Cowboy Action Shooting, using firearms available in America prior to 1900 or replicas thereof. Competitors are expected to “dress the part” by wearing clothing and accessories appropriate to the period.

Article Three

RESTRICTIONS

3.1. Restrictions. All policies and activities of the NCC 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 the NCC not be organized for profit and that no part of its earnings inure to the benefit of any private individual.

3.2. Dissolution. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the NCC shall be distributed exclusively to organizations 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. Membership consists of all Single Actions Shooting Society (SASS) affiliated club within the state of North Carolina.

4.2. Applications for Membership. All members must complete the information form provided by the NCC annually and submit the to the principal office of the NCC. Within 30 days of receipt from the NCC.

4.3. Resignation. Any member may resign by filing a written resignation with the Board of Directors.

4.4. Expulsion. Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors. Failure to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member and deliberation by the Board. Any member proposed for expulsion for another reason is given advance 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.

Article Five

DUES

5.1. Dues. There are no dues for membership.

Article Six

DIRECTORS

6.1. Directors. The governing body of the NCC is the Board of Directors, which has authority and is responsible for the supervision, control, and direction of the NCC.

6.2. Director Qualifications: Members of the Board of Directors must be SASS members in good standing and must have completed SASS Range Officer 1 certification.

6.3. Composition of the Board. Members of the Board of Directors shall be elected by and from the regular membership. The Board of Directors shall consist of no less than seven, nor more than nine persons. The Board shall determine the number of Directors between seven and nine, with exceptions for possible additional members as noted in this article.

a) If the current President's term of office as a Director terminates and the President chooses not to run for reelection or is not reelected, the Board will be temporarily increased in size by one member (up to a total of 10 members) to accommodate the current President staying on the Board for one more year in the capacity of Immediate Past President.

6.4. Election and Term of Office. Except for the Initial Board of Directors, the Board shall be elected by an appropriate method as adopted by the Board before **January 1st** of each year. Members shall choose one-third (1/3) of the Board, who shall take office on **January 1st**. Directors serve staggered terms of three years.

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

6.6. Meetings. The Board of Directors meets at least annually at whatever time and place it selects. The presence of a majority of Directors constitutes a quorum. A majority of Directors where a quorum is present is necessary to make a decision except where some other number is required by law or by these Bylaws. Proxy voting is not permitted. Voting on matters approved by the Board on forms approved by the Board is also allowed by other appropriate methods as approved by the Board when such methods are consistent with non-profit corporate law.

6.7. Responsibilities. A Director is required to participate in at least one major (annual, state or regional level) Cowboy Action Shooting match outside of the state of North Carolina each year of Board membership. A Director must attend all functions associated with the North Carolina State Championship of Cowboy Action Shooting, unless excused by a majority of the board.

6.8. Removal. A director may be removed for adequate reason by a two-thirds vote of the regular membership present at any regular membership meeting at which a quorum is present.

6.9. Compensation. Directors shall not receive compensation for their services.

Article Seven

OFFICERS

- 7.1. Officers. The officers of the NCC are a President, Vice-President, a Secretary-Treasurer (the "Executive Committee"). The Board of Directors may elect or appoint such other officers as it shall deem desirable. The office of Secretary-Treasurer may be separated by the Board into two offices, a Secretary and a Treasurer. Officers shall take office no later than February 1st of the year following their election.
- 7.2. Qualifications. Officers must be regular members of the NCC who have been elected Directors. 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. In addition, the President of the NCC acts as Chairman of the Board of Directors and shall be the principal executive officer of the NCC. The Vice President acts in place of the President when the President is not available. The Treasurer is the financial officer of the NCC. The Secretary is responsible for maintaining the minutes of each Board and Membership meeting.
- 7.5. Powers. The Executive Committee shall have and may exercise when the Board of Directors is not in session the power to perform all 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 Bylaws. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the NCC. 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 a vacancy occurs among the officers for any reason, the position is filled for the unexpired portion of the term by the Board.
- 7.7. Removal. An officer who is appointed or terminated by the Executive Committee, may be removed for adequate reason by a two-thirds (2/3) vote of the Board of Directors.
- 7.8. Compensation. Officers shall not receive compensation for their services.

Article Eight

MEMBERSHIP MEETINGS

- 8.1. Annual Membership Meeting. The NCC holds an annual meeting of the regular membership at the place and on the date that the Board of Directors determines.
- 8.2. Special Meetings. Special meetings of the NCC's regular membership may be called by the Board of Directors, or by thirty percent (30%) of the regular 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 NCC 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 Bylaws. Proxy voting is not permitted. Voting by members on the election of the Board and other matters approved by the Board on forms approved

by the Board is also allowed by other appropriate methods as approved by the Board when such methods are consistent with non-profit corporate law.

Article Nine

COMMITTEES

9.1. Committees. The Executive Committee shall act on the day-to-day management of NCC matters. The President shall appoint other committees as necessary, in the President's sole discretion, and the Chairmen of said committees. 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.

9.3. Rules. The Board of Directors may establish rules that are consistent with these Bylaws for the policies, procedures, and programs of the NCC.

Article Ten

ANTITRUST POLICY

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

10.2. Implementation of Antitrust Compliance Policy. Implementation of the antitrust compliance policy of the NCC shall include, but shall not be limited to, the following:
a) NCC 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 discussions of NCC matters other than at the official meetings; minutes shall be distributed to attendees promptly.

b) All NCC 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 the NCC 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 the NCC without specific authorization to do so.

d) Attendance of General Counsel at NCC Executive Committee, Board of Directors, and Membership meetings shall be at the discretion of the President, Executive Director, or by a majority of the Board of Directors.

e) NCC members, officers, directors, or employees who participate in conduct which the Board of Directors, by a two-thirds (2/3) majority vote, determines to be contrary to the NCC antitrust compliance policy shall be subject to disciplinary measures up to, and including, expulsion.

Article Eleven

RECORDS

11.1. Books and Records. The NCC shall keep correct and complete books and records of account of the activities and transactions of the NCC including a minute book which shall contain a copy of the NCC's application for tax-exempt status, copies of the IRS information return, and a copy of its Articles of Incorporation, Bylaws, and all amendments thereto. The NCC shall also keep minutes of the proceedings of its Board of Directors meetings, and any committees having the authority of the Board or Bylaws. All books and records of the NCC may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax for 990.

Article Twelve

NONDISCRIMINATION

12.1. Nondiscrimination. The members, officers, directors, employees and persons served by the NCC 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, the NCC 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 NCC.

13.2. Insurance. The NCC may purchase and maintain insurance, at its expense, to protect itself and any person who is or was serving as director, officer, employee, committee person or agent of the NCC against any expense, liability or loss, whether or not the NCC 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 the NCC shall be established from time to time 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 Bylaws, 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 Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted, by a two-thirds (2/3) vote of the Board of Directors at any regular or called Board meeting, or by a majority of the regular members present and voting at any regular or special membership meeting at which a quorum is present, if at least thirty (30) days written notice is given of an intention to alter, amend, or repeal these Bylaws and adopt new Bylaws at such Board or membership meeting.

16.2. Interpretation of Bylaws. In the event of any ambiguity or dispute in the interpretation of these Bylaws, 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 the NCC, its Board of Directors, and all committees.