

# **OFFICIAL BY-LAWS**

**OF THE**

# **MIDSOUTH MARKSMEN**

**105 IMPERIAL BOULEVARD #68  
HENDERSONVILLE, TN 37077-0068**

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# Official Bylaws of the MidSouth Marksmen

## **ARTICLE I – Name**

The official name of this organization will be the MidSouth Marksmen hereinafter referred to as the MSM. This is a nonprofit organization incorporated in the State of Tennessee and affiliated with the Civilian Marksmanship Program and the National Rifle Association.

## **ARTICLE II – Mission Statement**

The mission of the MSM is to promote participation in the sport of NRA High Power Rifle Competition by conducting NRA approved and NRA registered high power rifle matches and providing high power marksmanship training with focus on firearm and range safety to all participants and to promote the sport of NRA High Power competition to new shooters with a heavy emphasis on the proper training of juniors. Other matches will be conducted under the guidelines and rules of the Civilian Marksmanship Program (CMP).

## **ARTICLE III –Membership**

### **Section 1. Classes of Membership**

Membership in the MSM will be composed of two classes, individuals, and clubs or organizations, who pay dues as set by the Board of Directors for the respective classes of membership and meet all other requirements for membership as set forth in this Article. Dues for membership will be accepted from 1<sup>st</sup> Saturday of December thru February 28. Membership begins March 1 thru February 28 of the following year.

### **Section 2. Individual Membership**

- A. Individual membership will be open to all citizens or residents of the United States who are of good repute, have never been convicted of any crime which precludes ownership and/or possession of firearms (unless civil rights have been restored), subscribe to the purpose and objectives of the MSM, and who meet the specific requirements for the type of membership for which application is made. Membership will last for one (1) year per annual payment of dues.
- B. Types of Individual Membership will include the following:
  - 1. Adult Membership will be open to any adult who makes application on the prescribed form, pays the required dues, and otherwise meets all criteria for such membership.
  - 2. Junior Membership will be open to any person who has not yet reached the age of twenty and who otherwise meets the qualifications for membership. Such members will not be eligible to hold office or vote. Membership will last for one (1) year upon payment of dues.

### **Section 3. Club & Organizational Membership**

Club and Organizational memberships will be open to all organized and operating clubs, associations, or other nonprofit corporations which have five or more members subscribing to the purposes and objectives of the MSM, which make application and tender the required dues, and which are approved for membership by the Board of Directors. Sporting retail stores or commercial range operations and others which support the Objectives and Purposes of the MSM are also eligible for Organizational Membership. Such membership will be for a period of one year and is renewable upon application at the discretion of the Board of Directors. The Secretary will issue an appropriate certificate of membership to each Club or Organizational Member.

### **Section 4. Rights and Privileges of Membership**

- A. Except as otherwise provided in the Bylaws, Adult, Junior, Club and Organizational Members will have the right to receive MSM publications, attend and be heard at all meetings of the MSM, compete in any matches or competitions sponsored by the MSM for which they otherwise meet eligibility standards, and exercise such other rights and privileges as many accrue to members of the MSM.
- B. Adult Members will have the right to vote in all matters which are put to a vote of the membership, and will also have the right to hold any office of the MSM for which they are otherwise eligible.
- C. Club and Organizational Members will have the right to cast the vote of the Club or Organizational Member in all matters which are put to a vote of the membership as provided below.
- D. Membership will not be required to participate in MSM sponsored competitions.

### **Section 5. Voting**

Each Adult Member will be entitled to cast one vote on any matter which may come before any meeting of the MSM. Each Club or Organizational Member will be entitled to one vote to be cast by an officially designated delegate of that organization. The President or Secretary of the Club or Organizational member must certify the member's delegate to the MSM Secretary. All voting will be done in person, and not by proxy. Proxy voting is prohibited. No member of any type who is in arrears on any payments to the MSM will be eligible to vote.

### **Section 6. Expiration, Suspension and Expulsion**

- A. If a member's dues remain unpaid on the thirtieth (30<sup>th</sup>) day following the date on which renewal payments were due, membership in the MSM will automatically terminate.
- B. A member may be suspended or expelled for cause from membership in the MSM by a majority vote of the Board of Directors.
- C. No vote on suspension or expulsion of a member may be taken unless the Secretary has caused notice of the proposed suspension or expulsion, together with the charges which are thought to merit such action and notification of the member's right to request a hearing on the charges, to be forwarded to the accused member not less than 15 days prior to the date of the meeting of the Board of Directors at which the vote on suspension or expulsion will be taken. If the member does not request a hearing on the charges, the member will be deemed to have waived his/her right on the matter and indicated his/her willingness to abide by the decision of the Board. If the member requests a hearing, the Board of Directors must convene a

hearing within 30 days, at which time the accused member will have the right to confront his/her accusers, examine witnesses, and present evidence bearing on the charges. At the completion of the hearing, the Board of Directors, by majority vote, may affirm the charges, impose some lesser penalty, or reject the charges.

- D. Charges against a member may be brought by any member of the MSM in good standing and must be made in writing, with supporting documents, if any, attached. Charges must be submitted to the attention of the Secretary or President of the MSM.
- E. Any member of the MSM who is suspended or expelled by the Civilian Marksmanship Program or the National Rifle Association of America, for cause, will likewise be immediately suspended or expelled by this MSM.

### **Section 7. Resignations**

A member may resign from the MSM by submitting a resignation notice in writing to the Membership Officer or a member of the Board.

## **ARTICLE IV – Meetings of the MSM**

### **Section 1 Annual Meeting.**

During the first two weeks of December in each calendar year, the MSM will conduct its annual meeting, open to all MSM members, for the election of Directors and the transaction of such other business as may properly come before the meeting. The Board of Directors will determine the exact date, time, and place of this meeting. The time, date and the place of the meeting will be provided to all members of the MSM not less than 30 days in advance.

### **Section 2 Regular Meetings**

Regular Meetings will be held on a quarterly basis to discuss and vote on normal club issues. These meetings will be open to the entire membership and will be attended by the board of directors. Notice of agenda, time, and place of regular meetings will be provided to all members in good standing not less than 15 days prior to meeting.

### **Section 3 Special Meetings**

Special meetings of the MSM may be held at any time, upon the call of the President, or a majority of the Board of Directors, or upon a petition of 15 percent of the members in good standing of the MSM, which petition will state the object of the proposed meeting. Notice of the agenda, time and place of any proposed special meeting will be provided to all members in good standing not less than 15 days prior to said meeting.

### **Section 4 Quorum**

At any annual, regular, or special meeting, a quorum will consist of the voting members present.

## **ARTICLE V – The Board of Directors**

### **Section 1. Composition**

The Board of Directors will consist of four (4) executive officers and 5 representatives of the membership, for a total of nine, elected as provided in this Article from among the members entitled to vote.

### **Section 2. Term of Office**

The term of office of a Director will normally be three years. The terms will be arranged such that one-third of the Board must stand for election each year. Terms may be adjusted for resignation, etc. so that the one-third election of the Board of Directors each year is maintained.

### **Section 3. Powers and Duties**

The governing body of the MSM will be the Board of Directors. The nine member Board will from its members elect the Executive Committee (Officers). The Board of Directors will have supervision, control, and direction of the affairs of the MSM, its committees and publication; will determine its policies or changes therein; will actively prosecute its objectives; and supervise disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as may be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority to the Executive Committee.

### **Section 4. Regular Meetings**

The Board of Directors will meet to transact business of the MSM on a quarterly basis, with proper notice being given. Proper notice shall be thirty days written notice by first class mail or by electronic or telephonic means. The notice requirement may be shortened if all members of the Board of Directors agree in writing to a shortened period of notice. The 1<sup>st</sup> quarter meeting shall be known as the "Membership Meeting".

### **Section 5. Special Meetings**

Special meetings of the Board of Directors may be called by the President, or by signed petition of not less than one-third of the Directors, which petition will state the matters to be considered at said meeting. The President will determine the time and place of such special meetings.

### **Section 6. Quorum**

At all meetings of the Board of Directors, a majority of the Board will constitute a quorum for the conducting of business.

### **Section 7. Proxy Voting**

All votes at meetings of the Board of Directors will be cast in person and not in proxy. This Section is not to be constructed to prohibit the taking of mail or telephone ballots as hereinafter described.

### **Section 8. Nomination and Election Procedures**

The Board of Directors will elect, from among the members of the MSM who are entitled to vote, a Nominating Committee of three members which will include the Vice President. The Vice President will serve as the Chairperson of the Nominating Committee. It will be the responsibility of the Nomination Committee to present nominees for all vacancies on the Board of Directors to the voting membership at the Annual Meeting. Nominations from the floor of the Annual Meeting may be made, provided that the specific vacancy(s) for which the nomination is made are included in the nomination. In the event of nominations from the floor, balloting will take place between the nominees for each contested vacancy. Nominees to uncontested vacancies will be declared elected by unanimous ballot. Directors will be elected by a majority vote of those members entitled to vote who are present and voting at the Annual Meeting. All voting will be done by secret ballot.

### **Section 9. Suspension or Removal of Directors**

The Board of Directors may, at its discretion and by affirmative vote of three-quarters of its members, suspend or remove any Director for cause.

### **Section 10. Vacancies**

Vacancies which occur on the Board of Directors will be filled by appointment of the President, with the concurrence of the Board, until the next regular election of Directors, at which time an individual will be elected to complete the unexpired term of office.

### **Section 11. Voting by Mail**

A mail ballot of the members of the Board of Directors, in which a majority of the Directors, in writing, are in agreement, will constitute a valid action of the Board if reported at the next regular meeting of such Board.

### **Section 12. Electronic or Telephonic Voting**

An electronic or telephonic ballot of the members of the Board of Directors, in which a majority of Directors are in agreement, will constitute a valid action of the Board if reported at the next regular meeting of such Board.

### **Section 13. Compensation of Directors**

No director will receive any salary or emolument unless specifically authorized by resolution of the Board of Directors, but all such persons will be entitled to reimbursement for expenses incurred on behalf of the MSM, to such extents as may be authorized or approved by the Board of Directors.

## **ARTICLE VI – The Executive Committee (Officers)**

### **Section 1. Composition**

The executive Committee will consist of the President, Vice President, Secretary, and Treasurer.

### **Section 2. Powers and Duties.**

The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except those specially reserved to the Board by law or these Bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. All actions of the Executive Committee will be reported to the Board for ratification at the next regular meeting of the Board.

### **Section 3. Call of Meetings**

Other than the Board of Directors meetings, there will be no regularly scheduled meetings of the Executive Committee. The Executive Committee will however, meet upon the call of the President, proper notice being given. Proper notice shall be fifteen days written notice by first class mail, electronic or telephonic means. The notice requirement may be shortened if all members of the Executive Committee agree in writing to the secretary of a shortened period of notice.

### **Section 4. Quorum**

Three members of the Executive Committee will constitute a quorum for the conducting of business.

### **Section 5. Election**

They must be members in good standing of the MSM, a current member of the Board of directors, and at least twenty years of age. No officer may hold more than one office simultaneously. The entire Board of Directors will within fourteen days of being voted into office at the annual membership meeting, vote on which of their nine members will become President, Vice President, Secretary, and Treasurer to fill a one year term in that position. If any of these officers is not re-elected by the Board at the end of their year, they will continue as a member representative on the Board until their three year term on the Board has expired.

## **6. Individual Powers and Duties**

### **A. President.**

The president will serve as the chairperson of the Board of Directors and the Executive Committee, and will preside at all meetings thereof and at all meetings of the members. The President will serve as a member and ex-officio and having no voting powers in meetings except for the purpose of breaking a tie and holding a vote in the nomination process. (The Vice President will serve as the chair of the Nominating Committee.) The President will make all required appointments of standing and special committees and the chairperson thereof. At the Annual Meeting of the MSM and at such other times as is deemed proper, the President will communicate to the members such matters and make such recommendations, as may in his/her opinion, tend to promote the welfare and increase the effectiveness of the MSM. The President will perform all such other duties as usually pertain to this office, or which will be assigned to him/her by the Board of Directors.

### **B. Vice President.**

The Vice President will perform the duties of the President in his/her absence, or at his/her request, or in the event of his/her inability or refusal to act. In case a vacancy will occur in the office of the President, the Vice President will become President and will serve for the balance of the term. The Vice President will serve as the chairperson of the Nominating Committee, and will perform such other duties as may be assigned to him/her by the President or the Board of Directors.

### **C. Secretary.**

The Secretary will attend and keep minutes of all meetings of the MSM, the Board of Directors, and the Executive Committee. The Secretary will see that all notices are given in accordance with the provisions of state law and these Bylaws; shall be the custodian of all books, minutes and records of the MSM (except the Treasurer's books of account), and will attest to all official documents and resolutions of the MSM. The Secretary will cause all required reports, amendments and returns to be filed with the Secretary of State of Tennessee and the Internal Revenue Service on an annual basis in order to maintain the Corporate Charter active and to keep the Corporation in compliance with all state and federal laws. The Secretary will keep records of and provide certificate of membership on an annual basis to all individual and club-organizational members from list provided by the Treasurer.

### **D. Treasurer.**

The Treasurer will receive, have in charge, and be responsible for all money, bills, notes, bonds, and like property belonging to the MSM. The Treasurer will establish and maintain proper accounting standards for the handling of the MSM's funds, and will be responsible for the keeping of the funds in such banks, other financial institutions, and/or investment media as will be determined by the Board of Directors. The Treasurer will report on the financial condition of the MSM at all meetings of the Board of Directors, at the Annual Meeting, and at such other occasions as called upon to do so by the President. The Treasurer will prepare a statement of financial condition as of the close of each fiscal year, as may be established by the Board of Directors, and will furnish a copy of such statement to each member of the Board of Directors.

The Treasurer will also serve to collect annual membership dues and provide the Secretary with annual membership list for certification. At the expiration of his/her term of office, the Treasurer will promptly deliver over to his/her successor all books, money, and other property of the MSM in his/her charge, or in the absence of a successor, they will deliver such properties over to the President. The Treasurer will serve as the Chairperson of the budget and finance Committee, and will perform such other duties as may be assigned by the President or the Board of directors.

## **Section 7. Vacancies.**

In the event of a vacancy in any office other than President, the vacancy will be filled by majority vote of the Board of Directors.

### **Section 8. Suspension and Removal.**

An officer may be suspended or removed from office, for cause, by a two-thirds majority vote of the Board of Directors. No vote on such suspension or removal will be taken until the Secretary will have caused notice to be served upon the accused officer, stating the nature of the charges thought to merit suspension or removal, and giving the accused an opportunity to request a hearing on the charges before the Board. If such a hearing is requested, it will be conducted in the same manner as specified in Article III, Section 6 of these Bylaws. Any such suspension or removal from office will have no effect upon the officer's status as a Director or member of the MSM.

### **Section 9. Appointive Offices**

Appointive offices of the MSM will include:

- A. Liaison officer to Arnold Engineering and Development Center, (AEDC)
- B. Liaison officer to the Civilian Marksmanship Program Director, (CMP)
- C. Director of safety, training, and education.
- D. Director of publicity and public relations.

(SEE APPENDIX 1 FOR JOB DESCRIPTIONS)

The specific powers and duties of these appointive offices, as well as their terms of office, will be as specified by the Board of Directors. The Board will retain the power to create additional appointive offices, or abolish any such offices previously created, as it deems fit and necessary.

## **ARTICLE VIII – Committees**

### **Section 1. Standing Committees.**

The MSM will have the following Standing Committees. Such committees may only be chaired by members of the Board of Directors. Committee chair will provide a status report at all quarterly meetings and the annual meeting and as requested by the president.

Board members may chair more than one committee. Individual members, adult and junior, and club-organizational members may serve on a committee.

- A. Executive-----President, Vice-President, Secretary, Treasurer
- B. Long-Range
- C. Mid-Range
- D. XTC (Across the Course)
- E. Junior

(SEE APPENDIX 1 FOR JOB DESCRIPTIONS)

### **Section 2. Special Committees.**

The President will establish such special committees, as are deemed necessary for the conduct of the affairs of the MSM, and will appoint the members and Chairpersons thereof.

### **Section 3. Reporting by Committees.**

At least once per quarter, the chairperson of all standing committees will submit a report at regular meetings, and will report at such other times as may be requested by the President. Each special committee will report at such time and place as may be specified by the President or the Board of Directors. Committees may also make written reports and recommendations to the Board of Directors or the Executive committee at any regular or special meeting.



## **ARTICLE IX – Finance**

### **Section 1. Fiscal Year.**

The fiscal year of the MSM will be from March 1 thru February 28 of the following year.

### **Section 2. Budget.**

With recommendations from the Treasurer, the Board will, in advance of the next fiscal period, adopt an annual operating budget covering all activities of the MSM.

### **Section 3. Bonding**

Trust or surety bonds will be furnished for the President, Vice-President, Secretary, Treasurer, Membership Officer and such other Officers of the MSM, as the Board of Directors may direct. The amount of the bonds is to be determined by the Board, and the expense of obtaining said bonds will be borne by the MSM.

### **Section 4. Audit.**

The accounts of the MSM will be audited not less often than annually by a Certified Public Accountant selected by the Board of Directors, who will provide a report to the Board.

### **Section 5. Checking Account**

MSM will maintain a checking account with a local bank in good standing and will be accessible by the Executive Committee. Checks written by the Treasurer for payment will require the signature of the Treasurer and one (1) other member of the Executive Committee to be valid.

## **ARTICLE X—Parliamentary Authority**

Roberts's Rules of Order, Newly Revised, or any subsequent revision thereof, will govern the deliberations at all meetings of members, the Board of Directors and the Executive Committee.

## **ARTICLE XI – Seal**

The MSM does not have a Seal and is not required to do so by the State of Tennessee.

## **ARTICLE XII – Revisions**

These Bylaws may be revised by a three-quarters (3/4) vote of the members entitled to vote present at any Quarterly Meeting of the MSM duly called and regularly held. Notice of such proposed changes having been sent in writing to the members entitled to vote thereon not less than thirty days before such meeting. Proposed revisions will be reviewed and approved by a two-thirds vote of the Board of Directors before they may be submitted to the MSM membership for a vote. Any Officer, Board member or MSM member in good standing may submit a proposed revision to the Board for consideration.

## **ARTICLE XIII – Dissolution**

The MSM will use its funds only to accomplish the Purposes and Objectives specified in these Bylaws and no part of said funds will inure, or be distributed, to the members of the MSM. Upon dissolution of the MSM, after the payment of all indebtedness of the MSM, including unpaid loan capital however evidenced, any funds remaining will be distributed to the National Rifle Association of America through the Friends of NRA.

-----End of Midsouth Marksmen Bylaws-----

# APPENDIX 1

## Job Descriptions

### 1) Committee Chair Descriptions

- A. **Long-Range**-The Chairperson for Long-Range is responsible for assigning duties for range operation, i.e. RSO, pit official, line official, block officers, and stat officer, for long-range matches. Chairperson will act as match director for said matches or appoint an acting match director in his absence. He is responsible to oversee collecting and depositing entry fees, posting scores, handling awards program for said matches then sending scores out to competitors following matches and reporting scores to the NRA. Chairperson will provide budget requests, equipment inventory and status reports at regular and annual MSM meetings. Chairperson must be a member of the board of directors.
- B. **Mid-Range**-The Chairperson for Mid-Range is responsible for assigning duties for range operation, i.e., pit official, line official, block officers, and stat officer, for Mid-Range matches. Chairperson will act as match director for said matches or appoint an acting match director in his absence. He is responsible to oversee collecting and depositing entry fees, posting scores, handling awards program for said matches then sending scores out to competitors following matches and reporting scores to the NRA. Chairperson will provide budget requests, equipment inventory and status reports at regular and annual MSM meetings. Chairperson must be a member of the board of directors.
- C. **XTC (Across the Course)**-The Chairperson for XTC is responsible for assigning duties for range operation, i.e., pit official, line official, block officers, and stat officer for XTC matches. Chairperson will act as match director for said matches or appoint an acting match director in his absence. He is responsible to oversee collecting and depositing entry fees, posting scores, handling awards program for said matches then sending scores out to competitors following matches and reporting scores to the NRA. Chairperson will provide budget requests, equipment inventory and status reports at regular and annual MSM meetings. Chairperson must be a member of the board of directors.
- D. **Junior Program**-The Chairperson for the Junior Program Committee is responsible for the promotion of safety and marksmanship concerning junior shooters of the club and at competitions with a focus on the recruitment of appropriate aged prospective junior shooters. He is responsible for providing supervision and coaching as needed during practices and matches. The Chairperson will provide a Junior Program status report and budget at regular and annual MSM meetings. Chairperson must be a member of the board of directors.

2) Appointed Offices

A. **Arnold Engineering Development Center (AEDC) Liaison**

This individual will be responsible for direct communication between the Board of Directors, Long Range, Mid Range, XTC and Junior Program Chairpersons and officials of the Highland Rim Shooters Club and/or the National Guard officials at the AEDC range. This individual does not need to be a member of the Board.

B. **Civilian Marksmanship Program (CMP) Liaison**

This person will be the representative of MSM to the CMP and will handle all paperwork and communication between MSM and CMP. This individual does not need to be a member of the Board.

C. **Safety and Training Supervisor**

This individual provides safety training and supervision for Range Safety Officers (RSO's), coaches and range personnel. This individual does not need to be a member of the Board.

-----Appendixes End-----