**BY-LAWS**

**of the**

**Washington State Muzzleloaders Association**

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**Washington state muzzleloaders association**

**by-laws**

ARTICLE I – Operation

Section 1:  Non-profit

The Washington State Muzzleloaders Association, hereafter referred to in this document as the Association, shall operate on a non-profit basis in accordance with the Articles of Incorporation.

Section 2:

The Association shall operate in accordance with the procedures set forth below.

ARTICLE II – Membership and Dues

Section 1: Membership

a.       Any club or organization representing Muzzleloading interests and with the desire to support the objectives of the association may apply for Affiliate Membership.

b.      Any individual of 18 years of age or older and with the desire to support the objectives of the Association may apply for IndividualMembership.

c.       An individual desiring to support the objectives of the Association through commercial enterprise i.e. a rendezvous trader or other commercial business may request designation as a Trader Member.  Trader members in good standing, at their discretion, are entitled to have their identity and contact information listed in each issue of the Journal.  They are also entitled to reference their status in publicizing their enterprise.

d.      Any individual of 16 years of age or older and with the desire to support the objectives of the Association may, with written approval of a parent or guardian, apply for Junior Membership.

e.       Membership shall be granted upon receipt by the Secretary-Treasurer of current year dues but, except for Individual or Junior Members who are members in good standing of an Affiliate Club, membership shall be provisional contingent upon the announcement at the next meeting of the general membershipor through publication in the next newsletter.  Unless challenges or protests are received at the next meeting or within thirty (30) days of publication then the applicant shall be immediately entitled to be included in the Voting Body.   If challenged and rejected by the Voting Body, the dues paid shall be returned to the applicant.

f.        Any Family with the desire to support the objectives of the Association may apply for a Family Membership. A Family is defined as a Head of Household and Spouse, and any child or junior under the age of 18 and still residing at the same residence. A Family Membership shall only carry one vote in all proceedings. Any member of the Family may cast that vote if designated to do so by the Head of Household

Section 2: Dues

a.       Annual dues for Affiliate Membership shall be  recommended by the Executive Committee and will be based on the number of members of the Affiliate club.  A minimum dues amount will be set by the Executive Committee for clubs with a membership under 10.

b.      Annual dues for Individual, Family or Junior Membership shall be recommended by the Executive Committee..

c.       Dues shall become due on January 1 of the current year, but shall not be in arrears until March 31st.

d.      Any member who is in arrears in dues shall forfeit all rights in the Association until reinstated by paying the current year’s dues.

e.       The Executive Committeemay propose changes in the amount of annual dues.  Such proposals shall be presented to the Voting Body following notice as provided in Article III, Section 4e and if passed, shall be effective as of January 1 of the next year.

Section 3:  Termination of Membership

a.       A member can terminate membership by written notification to the Secretary/Treasurer.

b.      The Association can terminate any membership by following the procedure described for removal from office under Article IX.

ARTICLE III – Meetings of General Membership

            Section 1:  General Membership

General membership of the Association is taken to mean all members of the Association of whatever status and includes all members in good standing of affiliate clubs.

Section 2:  Regular Meetings

There shall be at least two (2) regular meetings held each calendar year, one in the first half of the year, and one in the second half.

Section 3:  Special Meetings

A special meeting can be called by the President or by the Presiding Member of the Executive Committee.

Section 4:  Time and Place

a.       At least one meeting each year shall be held in Eastern Washington and at least one meeting each year shall be held in Western Washington.

b.      At each regular meeting, the time and place for the next regular meeting shall be set by the Voting Body.

c.       In the event that a time and place for the next regular meeting is not set by the Voting Body, then the time and place shall be set by the Executive Committee.

d.      The Executive Committee shall set the time and place for special meetings.

e.       The Secretary/Treasurer shall send notice to Affiliate Clubs, Individual Members and Junior Members informing as to time and place of each meeting of the general membership.  Such notice shall be sent at least thirty (30) days prior to the meeting date, and shall include all proposals or recommendations as are required to be presented by the Executive Committee.

Section 5:  Quorum

A quorum for conducting business at any meeting of the general membership shall consist of at least twenty-five percent (25%) of the Executive Committee, with a minimum of five (5) voting members present; said voting members not to include proxies.

Section 6:

Meetings of the general membership shall be governed by Robert’s Rules of Order, Revised, when not inconsistent with the By-Laws.

ARTICLE IV – Voting Body

Section 1:  Composition

a.       The Voting Body of a meeting of the general membership shall be composed of representatives of Affiliate Members and representative of Individual Members.

b.      The first order of business of any meeting of the general membership shall be to identify and record all representatives in attendance.Written proxies for absent affiliate member representatives shall be presented at this time.

Section 2:  Representatives

a.       Each Affiliate member shall be allowed one (1) representative for each twenty-five (25) members or part thereof, the number based on the previous year’s membership.

b.      An Affiliate Member representative may appoint an alternate to vote in his place.

c.       In the absence of the total number of allowed representatives, an Affiliate Member representative shall be allowed to vote proxy for absent representative from the same club.

d.      Representatives for Individual Members shall be elected at each meeting of the general membership by a simple majority vote of the Individual Members in attendance at that meeting, and at the rate of one (1) representative for each twenty-five (25) current individual members or part thereof with no proxy votes allowed.

e.       Representatives who are members of more than one affiliated club or who are Individual Members shall vote in only one (1) capacity.

f.        In the event that the Executive Committee has presented to the Voting Body a recommendation for termination of membership, then the member under that recommendation shall be excluded from the Voting Body until such time and in such event that the Voting Body rejects the recommendation.

Section 3: Voting

a.       A simple majority of the Voting Body shall be needed for passage of motions on regular business.

b.      A two-thirds (2/3) majority vote of the Voting Body shall be needed for passage of motions to change or amend the By-Laws; purchase, sell or otherwise dispose of Association property; accept an Executive Committee recommendation for removal from office or for termination of membership.

ARTICLE V – Association Officers

Section 1: Officers

a.       The officers of the Association shall be President, Vice President, Secretary/Treasurer, Events Booshway, and Directors.  The functions of the Secretary and Treasurer may be combined if so determined by the Executive Committee.

b.      Officers of the Association shall be members in good standing, either as members of Affiliated Clubs or as Individual Members of the Association.

c.       The term of office for President, Vice President, and Events Booshway shall be one year.  The Secretary/Treasurer, when performed by a single individual shall have a term of one year.  When functions are divided as provided in Section a. above, the term of office shall be two years for each function. To serve as staggered terms.

Section 2:  Election

a.       The officers shall be elected annually by the Voting Body at the first regular meeting of the general membership of the year.

b.      No office may be held by the same person for more than two(2) consecutive terms unless nomination is specifically requested by the incumbent and the incumbent is then elected by two-thirds (2/3) majority vote of the Voting Body.

Section 3:  Duties of the President

a.       The President shall preside at meetings of the general membership and see that all rule and regulations are strictly followed.

b.      The President shall appoint and ex-officio all committees except the Executive Committee and shall be the presiding member of the Executive Committee.

c.       The President shall prepare an agenda for all meetings of the general membership and shall inform the Secretary/Treasurer as to the addenda such that it may be included in the notice of time and place as provided in Article III, Section 4e.

d.      The President shall cause a journal to be published and distributed in a timely manner following every WSMA meeting, with the assistance of the Vice President and Secretary/Treasurer.  The President may appoint subordinates to handle specific functions connected with the publication and distribution of the journal, and inform the Secretary/Treasurer of the appointments so that a record is made.

e.       The President shall perform all duties regularly done by a president.

Section 4: Duties of the Vice President

a.       The Vice President shall perform the duties of the President in the absence of the President or at the President’s request.

b.      If the office of the President is vacated, then the Vice President shall fill that office for the remainder of the term.

c.       The Vice President shall assist in the preparation and distribution of the journal.

Section 5:  Duties of the Secretary/Treasurer

a.       The Secretary/Treasurer shall attend meetings of the general membership and preserve in books of the Association true minutes of the proceedings of such meetings; give all notices required by statute, By-laws, or resolution; keep a correct roll of members with their addresses; conduct official correspondence; attest documents; announce all new applications for membership at each meeting of the general membership.

b.      The Treasurer shall have custody of all organization funds and securities; keep in books belonging to the Association full and accurate records and accounts of all receipts and disbursements, which records and accounts shall be subject to an annual audit to be performed by an Auditing Committee designated by the President or the Presiding Member of theExecutive Committee; deposit all money, securities and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors; render at meetings of the general membership and to the Board of Directors an account of all transactions and of the financial condition of the Association.

c.       The Treasurer shall disburse funds of the Association only by check, electronic transaction or other means approved by the Executive Committee and in such a manner and with such signatures as the Executive Committee shall prescribe.

d.      Perform such other duties as are incident to the office of Secretary and Treasurer.

e.       The Secretary shall assist in the publication and distribution of the journal.

Section 6: Duties of the Events Booshway.

a.       The Events Booshway shall promulgate safety rules and guidelines regarding muzzleloading and related activities.

b.      The Events Booshway shall arrange for and/or supervise the conduct of all rendezvous and/or shooting matches sanctioned by the WSMA including the arrangements for hosting clubs.

c.       The Events Booshway may appoint subordinates to handle specific functions connected with all association sanctioned rendezvous and/or  shooting matches as he finds necessary and inform the Secretary/Treasurer of the appointment so that a record is made.

ARTICLE VI – Directors

Section 1: Composition

There shall be Directors composed of Five (5) members in good standing, either as members in good standing of affiliated clubs or as individual members.

Section 2:  Election and Term of Office

a.       The Voting Body shall elect two (2) Directors from the western Washington membership and two (2) Directors from the eastern Washington membership.  The immediate past president shall become the fifth Director.In the event that the immediate past president is unable to serve, a fifth Director (as Director-at-large) may be appointed by the Executive Committee to serve a one-year term.

b.      The term of office shall be two (2) years effective as of election, except for the position held by the immediate past president. One Director from Eastern Washington and one Director from Western Washington shall be elected in even-numbered years. One Director from Eastern Washington and one Director from Western Washington shall be elected in odd-numbered years

c.       Election of Directors shall take place at the first meeting of the general membership of the year.

Section 3: Duties

The Directors are responsible for maintaining contact with organized shooting groups and muzzleloading activities at large, both statewide and in their respective area.  In fulfilling these responsibilities they shall:

a.       Promote all aspects of muzzleloading in general and WSMA in particular in their respective geographic areas.

b.      Act as an ongoing source of information to muzzleloaders and maintain active participation in WSMA meetings.

c.       Represent the various muzzleloading interest groups statewide, but more especially in their respective areas.

d.      Represent WSMA on both a statewide and local level.

e.       Attend or participate in rendezvous, shoots and whatever meetings related to muzzleloading.

f.        Assist other WAMA staff and members with WSMA associated presentations, work, etc.

ARTICLE VII – Executive Committee

Section 1:  Composition

There shall be an Executive Committee composed of the Elected Officers and the Directors of the Association**.**

Section 2:  Presiding Member

a. In the event that the President cannot function as the Presiding Member of the Executive Committee, then the order of succession to that position shall be to the Vice President.

b. In the event that neither the President nor the Vice President can function as the Presiding Member, then the remaining members of the Executive Committee shall select a Presiding Member from their number.

Section 3:  Committee Procedures

a.       The presiding member may convene a Committee meeting or may in some other manner bring any matter or issue before the Executive Committee as the need arises.

b.      Any three (3) members of the Executive Committee can require the Presiding Member to convene a meeting of the Executive Committee and to bring any matter or issue before the Committee.

c.       Matters or issues before the Committee shall be decided upon and passed by common consent except that any member of the Committee can demand a vote on any issue, proposal or motion, passage of which shall require a simple majority vote except that a motion to recommend removal of an Elected Officer, a Director or an Appointee or a motion to terminate a membership shall require a two-thirds (2/3) majority vote.

d.      On the event of a vote in which there is an even number of Committee members voting, the Presiding Member shall not vote except to break a tie.

e.       In the event that a proposal or motion to recommend removal of a Committee Member from office is passed, then that Committee member shall not function as Presiding Member and shall not vote on the Executive Committee until such time and in such event that the Voting Body rejects the recommendation for removal.

Section 4: Duties

a.       Under the direction of the Presiding Member, the Executive Committee shall have and exercise authority in the management of the Association between meetings of the general membership.

b.      The Executive Committee shall have the sole authority to make recommendations for removal from office or for termination of membership and shall make such recommendation if so passed by the Committee.

c.       The Executive Committee shall appoint a Registered Agent as provided in Article VIII.

d.      Contingent upon a simple majority vote of the Executive Committee, the Presiding Member shall be empowered to sign power of attorney if such power of attorney is required for the Executive Committee to discharge its duties.

e.       The Executive Committee may designate depositories for the deposition of money, securities and other valuable effects to be held in the name of the Association.

f.        The Executive Committee may receive and accept funds or property, whether real, personal or mixed, to be held, administered or disposed of in the furtherance of the objectives set forth in Article III of the Articles of Incorporation or under the provisions of Article XI of the By-laws.

g.       The Executive Committee shall present for a vote at a meeting of the general membership proposals for all acquisition by purchase or for the sale or disposal of Association property or assets of value greater than one hundred dollars ($100.00) and if of value greater than five hundred dollars ($500.00) notice shall be sent to Association members as provided in Article III Section 4e.

h.       The Executive Committee may purchase, sell or otherwise dispose of Association property or assets without a vote of the Voting Body provided that the transaction must of necessity take place before it would be possible to convene a meeting of the general membership, and provided that the transaction is approved by a two-thirds (2/3) majority vote of the Executive Committee.

ARTICLE VIII – Registered Agent

Section 1:  Appointment

The Executive Committee shall appoint a Registered Agent by duly adopted resolution.  The term of office shall be indefinite.

Section 2:  Resignation or Removal

a.       The Registered Agent may resign from office by sending immediate notice of resignation to the office of the Secretary of State, and also to the Presiding Member of the Executive Committee.

b.      The Registered Agent can be removed from that position by the Executive Committee which shall send immediate notice of removal to the Secretary of State.

Section 3:  Duties

a.       The Registered Agent shall represent the Association in accepting process, notice or demand made upon the Association and shall immediately notify both the Secretary/Treasurer and the Presiding Member of the Executive Committee of such process, notice, or demand.

b.      The Registered Agent shall send written notice of appointment to the Secretary of State.  Such notice shall include a signed and dated consent to the appointment, acknowledgement of responsibility to receive Service of Process in the name of the Association, and the registered office address of the Association which shall be the address of the Registered Agent.

c.       The Registered Agent shall forward any and all mail or correspondence to the Secretary/Treasurer.

ARTICLE IX – Removal from office

Section 1:  Recommendation for Removal

a.       The Executive Committee can, either on its own initiative or by request from general membership, recommend for removal from office an Elected Officer, a Director, or an Appointee.

b.      A motion to present to the Voting Body a recommendation for removal from office shall be made only at a meeting of the Executive Committee convened for the sole purpose of considering that recommendation and at which the member under consideration shall be informed of any and all charges or allegations and shall be given an opportunity to testify.

c.       A member under recommendation for removal shall be ineligible to participate as a member of the Voting Body as provided in Article IV Section 2 f.

Section 2:  Notification

a.       A motion to recommend from office having been passed by the Executive Committee, the member named in the motion shall be given written notice of the recommendation and of the time and place at which the recommendation shall be presented to the Voting Body.  Such notice shall be sent by certified mail to the last address of record and shall be sent within thirty (30) days of passage of the motion to recommend removal and at least thirty (30) days prior to the date at which the recommendation shall be presented.

b.      Notice of recommendation shall be sent to Association members as provided in Article iii Section 4e.

Section 3:  Voting Body Action

a.       Motion to remove an Elected Officer, a Director, or an Appointee or to terminate a membership shall not be made unless preceded by a presentation of a recommendation from the Executive Committee.

b.      A member recommended for removal from office or for termination of membership shall be given an opportunity to present arguments, testimony and evidence to the Voting Body prior to a vote on the recommendation.

c.       Removal from office or termination of membership shall be effective as of passage by the voting of a motion to accept the recommendation,

d.      The Secretary/Treasurer shall notify a member removed from office.  Such notification shall be sent by certified mail to the last address of record and shall be sent within ten (10) days of the effective date of the removal.

ARTICLE X – Vacancy

Section 1: Vacancy

A vacancy occurs when a member can no longer function in office due to resignation, removal from office or death or when due to a clear and generally acknowledged incapacity or unavailability the Executive Committee declares a vacant.

Section 2:  Replacement

a.       A vacancy in any Elected Office, on the Board of Directors, or of any Registered Agent shall be filled within thirty (30) days of the effective date of the vacancy.

b.      If the office of President is vacated, then the Vice President shall fill that vacancy for the remainder of the term.

c.       If the position of Registered Agent is vacated, then the Executive Committee shall appoint replacements.

d.      With the exception of the office of President, the Executive Committee shall appoint a replacement to fill any vacancy in an Elected Office or on the Board of Directors, that replacement to serve until the next meeting of the general membership, at which time the Voting Body shall vote to confirm the appointment for the remainder of the term of the vacated position of, the Voting Body shall elect another replacement to serve for the remainder of the term of the vacated position.

ARTICLE XI – Disposition of Assets

Section 1:  Maintenance of the Association

Membership dues and other assets of the Association shall be used to cover expenses incidental to conducting meetings of the general membership and in pursuance of the objectives set forth in Article II of the Articles of Incorporation.

Section 2;  Private Benefit and Reimbursement

No part of the Association assets shall inure to the benefit of the Elected Officers, Directors, or other private persons, except that the Association shall be authorized and empowered to pay any reasonable reimbursement for expenses incurred in furtherance of the objectives set forth in Article II of the Articles of Incorporation.

Section 3:  Assets of Dissolution

In the event of dissolution of the Association and upon payment of all bills, taxes, and other financial obligations, the residual money derived from the disposition of the physical assets of the corporation shall be paid over the National Muzzleloading Rifle Association as specified in Article IV of the Articles of Incorporation.

ARTICLE XII – Dissolution

Section 1:  Dissolution

The Association can be dissolved upon recommendation by the Executive Committee and subsequent approval by a three-fourths (3/4) vote of the Voting Body.

Section 2:  Notification

Notice of recommendation to dissolve the Association shall be sent to Association members as provided in Article III Section 4e.

ARTICLE XIII – Change and Amendments

Section 1: Change and Amendment

The By-laws can be changed or amended at a meeting of the general membership.

Section 2:  Notification

Notice of proposed changes or amendments to the By-laws shall be sent to Association Members as provided in Article III Section 4e.