

Tri-Cities Metallic Silhouette Association By-Laws

Jan. xx, 2024

ARTICLE I - NAME and DOCUMENTATION

The name of this corporation shall be "Tri-Cities Metallic Silhouette Association," a non-profit organization, hereafter referred to as "TCMSA." TCMSA will be governed by these By-laws and supplemented with details contained in the Policy Manual.

Commented [BB1]: Overall, simplification, clarification, and added references to the Policy Manual (where additional details are to be provided). Resequenced sections to increase user friendliness.

Commented [JD2]: Added header expanding Article scope and text to include Policy Manual as a implementation supplement

Commented [BB3]: Changed Club to TCMSA
Removed other names

ARTICLE II - PURPOSE

The purpose of the TCMSA is encouragement of structured shooting among law-abiding citizens of the United States with a view toward developing a better knowledge of the safe handling practices and proper care of firearms, as well as improved marksmanship.

Commented [BB4]: Changed "organized" to "structured" and simplified paragraph. Removed establishment of competitions.

ARTICLE III - MEMBERSHIP

The annual Membership period runs between April 1st and March 31st of the subsequent year. Membership renewal policies and initiation/Membership fees shall be defined in the TCMSA's Policy Manual.

Commented [BB5]: Removed dues schedule (belongs in Policy Manual)

A. Members

Anyone who may legally own a firearm under the laws of the United States and the State of Washington, may become a Member of this organization after filling out a Membership form, payment of the usual dues and initiation fees, providing proof of current Membership in the National Rifle Association, on a vote of the Members and satisfactory completion of the Range Orientation. Members shall have voting privileges and have access to TCMSA facilities.

Commented [BB6]: Removed 18-yr old age restriction

Commented [BB7]: Added details, such as use of Membership form.

Commented [JD8]: Added completion of the Orientation - We don't currently allow dues or other fees to be paid until after orientation a so it is a gate keeper for membership as dues payment is required for membership.

B. Junior Members

Anyone under the age of eighteen (18) who may legally possess a firearm under the laws of the United States and the State of Washington under circumstances available at the range at all times when they are present at the range and who has obtained written permission of a parent or guardian and upon completing the Junior Membership requirements listed in the Policy Manual may be granted limited access to the range. Junior Members are not voting members.

Commented [JD9]: This mostly new I think there is a good way to get more young folks involved and by getting this much in the by-laws it can be fleshed out in the Policy Manual I have some ideas for the policy book portion of this but thought this may be enough here

C. Life Memberships

May be awarded for outstanding service or contributions to the TCMSA may be awarded Membership as outlined in TCMSA Policy Manual.

D. Law Enforcement Members

Active duty, reserve, and retired law enforcement officers, who have fulfilled the requirements for Membership may be offered Membership as outlined in the TCMSA Policy Manual.

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Officers and Members of the Board of Directors, hereafter referred to as the "Board," shall not be assessed membership fees during their term in office as outlined in TCMSA Policy Manual.

ARTICLE IV - MEETINGS

All TCMSA meetings will be conducted using parliamentary procedure. Robert's Rules of Order shall be used as a **guide**.

Commented [BB10]: Added Robert's Rules is a GUIDE.

A. Annual Meeting

The Annual TCMSA Meeting shall be held in January of each year. Members will be notified in writing or via approved electronic methods at least ten (10) day prior regarding the date, time, and place. Approved meeting notification methods include TCMSA Newsletter and posting on the TCMSA **website**.

Commented [BB11]: Added references to website and newsletter

B. Regular Meetings

Regular TCMSA Meetings will be held monthly or as directed by the Board. Members will be given at least ten (10) days notice in writing or via approved electronic methods of the date, time, and place of the meeting.

Commented [BB12]: Added use of electronic tools (global change)

C. Special Meetings

Special Meetings of the Membership may be held at any time upon call of the Board or upon demand in writing to the President signed by three (3) Members. The President will then call a Special Meeting. The Secretary shall give at least ten (10) days notice in writing or via approved electronic methods of the date, time, and place of the Special Meeting to the Membership.

Commented [JD13]: Combined and modified the last two sections of Art IV to more closely mirror the text of annual and regular meetings

ARTICLE V - BOARD OF DIRECTORS

A. Board Membership

The Board shall consist of six Members elected by a majority of Members voting **at the** Annual Meeting. The terms of office for a Board Member shall be three (3) years. Board Members shall be elected upon expiration of that Member's term on a rotating basis of new replacement Members every two (2) years.

Commented [BB14]: Removed staggered term definition which was used during implementation of the Board.

Commented [JD15]: Crystal calcification that it is a majority of members casting votes not total club membership that determines the outcome of the vote taken at the annual meeting. Small thing but leaves no question on meaning

Candidates for the Board must have at least three (3) years Membership in the TCMSA as Members and have been actively involved in structured shooting and/or TCMSA **activities**. No Officer may concurrently serve as a Board Member.

Commented [BB16]: Refined involvement requirement

B. Board Member Nominations

Board Member nominations shall be made at a Regular membership meeting and a vote on the nominations will be held at the following Regular membership meeting. Nominations will remain open and may be presented to the Secretary in writing or

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approved electronic means no less than ten (10) days prior any vote to fill the vacancy. The membership will be notified in writing or approved electronic means of the complete list of candidates as soon as practicable. When Board vacancies are filled, the new Member will complete the original tenure.

The Board shall elect a Chair and a Board Secretary at the first Board meeting following the Annual Meeting. The Chair shall preside over all Board Meetings. The Chair shall only cast a vote to break ties.

C. Resignations

Resignation of a Board Member shall be submitted in writing to the Board Chair, hereafter referred to as the Chair. The need to fill a vacancy on the Board shall be communicated to the membership in writing or approved electronic means as soon as practicable.

D. Board Meetings

Board Meetings shall be held monthly or periodically as directed by the Board. Board Members will be notified in writing or via approved electronic methods at least ten (10) days prior as to the date, time, place of the meetings by the Board Secretary.

A Special Board Meeting may be called by the Board Chair, President or by a Member by demand in writing to the Chair and signed by no less than three (3) Members. Board Members will be notified in writing or via approved electronic methods at least ten (10) days prior to the date, time, place, and purpose of the Special Meeting.

E. Board Functions

- 1) The Board shall establish long-term goals for the TCMSA and ensure the established goals and guidelines are followed. Acquisition of, or physical changes to, TCMSA facilities shall be preapproved by the Board.
- 2) The Board shall ensure TCMSA meetings, procedures, and rules are consistent with these By-Laws and the Articles of Incorporation.
- 3) The Board Secretary will notify the Board Members of all Board Meetings, keep an accurate record of the activities of Board, and ensure the Articles of Incorporation are updated/filed as required, and confirm payments are made to the Secretary of State when required.
- 4) Three (3) Board Members and the Chair shall constitute a quorum.
 - a) If the Chair is not available for a meeting, the Board Secretary may serve, or another Board Member may be appointed to serve as the Chair for the meeting.
- 5) TCMSA Officers and Committee Chairpersons may be requested to attend a Board Meeting to report activities, status of their committee, or present requests to the Board.
- 6) TCMSA Members may attend Board meetings.

Commented [JD17]: it is inappropriate to have nominations and a vote without prior notice to the membership ... this is an attempt to provide notice and increased opportunity to make nominations. It adds a month to the process but also adds legitimacy and transparency

This was intended to be mirrored in the replacement of Officers

Commented [BB18]: Added resignations are to be in writing.

Commented [BB19]: Clarified Board responsibility

Commented [BB20]: Added members may attend Board meetings, with details of sensitive topics and notice requirement is they wish to speak.

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- a) If sensitive issues, such as Membership concerns, are to be discussed, TCMSA Members shall not be present during those discussions as determined by the Board Chair.
- b) TCMSA Members who wish to speak shall make a request to the Board Secretary to be placed on the meeting Agenda at least 24 hours prior to the Board meeting as outlined in the Policy Manual.

ARTICLE VI - OFFICERS

- 1) The Officers of the TCMSA shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Membership Coordinator.
- 2) TCMSA officer nominees shall be Members and be involved in TCMSA activities and/or organized shooting activities.
- 3) Officers shall be elected by a majority vote of Members at the Annual Meeting. The term of office for each of these positions is one year.
- 4) The resignation of an Officer shall be submitted in writing to the Board Chair.
- 5) The need to fill an Officer position shall be communicated to the membership in writing or approved electronic means as soon as practicable. Nominations can be made at the next Regular membership meeting and a vote on the nominations will be held at the following Regular membership meeting. Additionally, nominations will remain open and may be presented to the secretary in writing or approved electronic means no less than ten days prior any vote to fill the vacancy. The membership will be notified in writing or approved electronic means of the complete list of candidates as soon as practicable.

A. PRESIDENT:

- a) The President shall preside over all Meetings. The President shall report progress of all committees and TCMSA business to the Board at Board Meetings.
- b) The President shall oversee normal day-to-day operations, including temporary closures, range maintenance activities, and official communications.
- c) The President is responsible for overseeing new Member orientation.

B. VICE PRESIDENT:

- a) The Vice President shall perform the duties of the President in the absence of, or at the request of, the President.

C. SECRETARY:

- a) The Secretary shall conduct all official correspondence pertaining to the TCMSA. The Secretary shall notify the Membership of all Annual, Regular, and Special Meetings.
- b) The Secretary shall maintain a true and accurate record of TCMSA activities and with the exception records required for the execution of the office of Treasure and

Commented [BB21]: Added resignation is to be in writing.

Commented [JD22]: It is inappropriate to have nominations and a vote without prior notice to the membership ... this is an attempt to provide notice and increased opportunity to make nominations. It adds a month to the process but also adds legitimacy and transparency.

this was intended to be process mirrored for Board vacancies

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the office of Membership Coordinator maintain custody of TCMSA records. The Secretary shall retain the annual reports created by the Treasurer and Membership Coordinator.

Commented [JD23]: Clarifies that the secretary is not the custodial gate keeper of banking records or membership records primarily used by the treasurer or membership coordinator

D. TREASURER:

- a) The Treasurer shall be responsible for the custody of all TCMSA funds and shall deposit said funds, in a timely manner, in financial institution(s) approved by the Board of Directors.
- b) TCMSA funds shall only be withdrawn by a check signed by the President and Treasurer, or other designated Officer, for payment of bills related to TCMSA operations.
- c) The Treasurer shall keep an accurate account of all transactions and render a detailed report, with vouchers, when requested to the Board and as an annual report at the Annual Meeting. The annual report shall be submitted to the Secretary for retention.

Commented [BB24]: Removed Board approval required to expend funds

E. MEMBERSHIP COORDINATOR:

- a) The Membership Coordinator shall keep an accurate Membership record of the TCMSA.
- b) The Membership Coordinator shall generate an Annual Report for the Annual Meeting or when requested by the President. The Annual Report shall be submitted to the Secretary for retention.
- c) All Membership applications and renewals shall be submitted to the Membership Coordinator for processing per the TCMSA Policy Manual.

F. COMMITTEES

- a) Committees may be formed for a specific purpose by the President or Board. Long-term committees shall have a written charter to define the role and authority of the Committee. Examples of long-term Committees includes range development and maintenance, safety volunteers, and those who maintain the web page and publish the TCMSA newsletter. Additional details on Committees shall be provided in the Policy Manual.

Commented [BB25]: New element to address roles of Committees. Policy Manual needs to provide more details!

ARTICLE VII - DISCIPLINARY ACTIONS

A. Actions of the Board

Charges against a Member, Officer, or Board Member may be filed by any Member. Charges shall be in writing, signed by at least three members (3), and clearly state the facts relied upon and accompanied by affidavits or exhibits used in support of the charges. Such charges shall be filed with the Board Secretary who will immediately notify the President and the Chair. Charges will include the identity of the accused, the accuser, a true copy of the charges, and all supporting affidavits and exhibits.

Commented [BB26]: Significant changes! Changed suspension or expulsion to discipline and added lesser actions are possible. Removal of an Officer or Board member needs to be by vote of the membership. Removed reporting to NRA. Policy Manual NEEDS to provide additional details!

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The President shall request charges be discussed at a Board Meeting or a Special Meeting. The Board Secretary shall give at least ten (10) days notice in writing or via approved electronic methods of the date, time, and place of the meeting to the Member, the President, and the Board. No vote on disciplinary action may be taken unless at least ten (10) days notice has been given in writing or via approved electronic methods to the Member, explaining the reasons for the action.

The Member against whom the charges are being made shall be granted a full hearing.

Any Member may be suspended or expelled from the TCMSA, for any cause deemed sufficient by a two-thirds affirmative vote of the Board Members present at the Board Meeting. The Board is empowered to apply less serious measures for lesser violations. Specific disciplinary actions may be provided in the TCMSA Policy Manual.

At Regular meetings, the results of disciplinary action proceedings by the board will be included in the monthly board report to the membership. Personal identifying details are not to be included in the report.

B. Appeal

Any Member, Officer, or Board member who has been assigned disciplinary action by the Board may appeal to the full Membership within thirty (30) days of formal notification of the action.

Such appeal shall be filed with the Board Secretary who will immediately notify the President and the Chair. The President shall include the appeal in the next Regular Membership Meeting, or call a Special Membership Meeting, to hear the appeal within thirty (30) days of receipt of appeal. The Board Secretary shall give at least ten (10) days' notice to the full membership in writing or via approved electronic methods of the date, time, and place of the meeting at which the appeal will be addressed. The identity of the accused and the accuser may be redacted from the appeal request upon request of the accused and pre-approval of the Board.

At the appeal, the Secretary will read the original charges, the supporting affidavits, and shall read or display the accompanying exhibits, and read the minutes of the Board Meeting at which the charges were heard, and action taken. A full hearing will be given to the accused. A vote will be taken by written ballot of the Members present and two-thirds (2/3) vote shall be required to reverse the action of the Board.

C. Recall

An Officer or Board Member may be removed from their position by a two-thirds (2/3) vote by Members at a Special Meeting called for that purpose. If the notice requirements allow a Special meeting may be co-joined with a Regular meeting. The initiation of a recall may be by action of the Board or by direct written request to the board and signed by at least six (6) members and accompanied by a statement describing the basis for the recall. Upon receipt the Board will call a special meeting of

Commented [JD27]: Repositioning

Commented [JD28]: 'Punishment' might be a little harsh

Commented [JD29]: New - Offers an opportunity for transparency as well a learning opportunities and effectiveness of disciplinary proceedings

Commented [JD30]: Clarifies Officers and board members my appeal - included because the they are included as a separate group from members in the first sentence of Art VII

Commented [JD31]: Action may be less that suspension or expulsion

Commented [JD32]: This section jumps back an forth between board meetings and an membership meetings ... this is clarification

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the membership and include the statement provided as part of that notification. The Secretary shall give at least ten (10) days' notice to the full membership in writing or via approved electronic methods of the date, time, and place of the meeting at which the recall will be addressed. Prior to any vote the Officer or Board member subject to recall will be granted a full hearing.

Commented [JD33]: This section jumps back and forth between board meetings and an membership meetings ... this is clarification

Commented [JD34]: This section is new for the most part ... it attempts to flesh out the single sentence in the section that really seems to stand alone

ARTICLE VIII - AMENDMENTS

D. Amendments to the By-Laws

Any TCMSA Member may propose bylaw changes in writing prior to the 1st of September or the 1st of March of each year to the TCMSA Secretary. The TCMSA Secretary shall retain the proposal in the official records and pass the proposal to the Board Chair.

The proposed amendment shall be reviewed by the Board for compliance with the By-Laws, Articles of Incorporation, and applicable laws, and not conflict with short term or long-term goals of the TCMSA. Changes to the proposed amendment shall be a cooperative effort between the Members making the proposal and the Board.

Commented [BB35]: Added changes to proposal is a cooperative effort.

Upon review of proposed amendment by the Board, the Board return the proposal to the TCMSA Secretary by the 15th of November or the 15th of May, whichever comes first. The Secretary shall then provide a copy in writing or approved electronic means and include the proposal in the next newsletter to Members no later than the 1st of December or the 1st of June, whichever comes first. The proposed amendment shall be voted on at the next Annual Meeting or at a Special Meeting held on the date of the Meeting in July, whichever comes first.

Commented [JD36]: Wording change to be similar to other notice language in the document

E. Amendments to the Policy Manual

Motions for changes to the Policy Manual may be made at any TCMSA membership meeting and if seconded, a vote will be held on the motion at the next regular meeting. Passage requires two-thirds (2/3) majority of the members voting. Announcements of upcoming votes and the text of motions will be posted on the club's website and in the monthly newsletter. Any changes resulting from the vote will be announced on the club's web site and in the monthly newsletter.

Commented [JD37]: Added a new section with substantially the same wording as exists in the current policy manual - this puts the path to amendment of governing and operational documents in one place