

**BY-LAWS
OF
Bemidji Area Shooters Association, Inc.**

PURPOSE.

The Bemidji Area Shooters Association, Inc., hereafter known as BASA, is a Minnesota private nonprofit association, for the promotion of interest in shooting sports of all types with a focus on supporting and promoting the interest and activities of and for youth. As a result of this intent BASA places emphasis on firearms safety training for youth and adults. BASA provides equal membership opportunities to all persons without regard to race, color, creed, religion, national origin, age, gender, political affiliation or belief, marital status, disability, sexual orientation, or status with regard to public assistance.

ARTICLE ONE. MEMBERS

1.01. Qualification: Any natural person who is at least eighteen (18) years old and legally able to own and possess a firearm, interested in and willing to work toward the goals of BASA, shall be eligible for membership in BASA. An applicant shall be admitted to membership on his/her application to the secretary, and payment of dues as determined by the Board of Directors from time to time. There shall be no limitation upon the number of members, nor shall there be different classes of membership.

1.02. Powers and Rights of Members: Members of BASA in good standing have the power:

- a. To elect the directors of BASA at the annual meeting of the members.
- b. To hear, consider and approve or disapprove reports of the Board of Directors, officers and committees of BASA.
- c. To adopt resolutions for the guidance and direction of BASA at any annual or special meeting, such resolutions shall not be binding on the Board of Directors, but shall be advisory only.

1.03. Annual Meeting: The annual meeting of the members for the election of directors for the ensuing term and for such other business as may properly come before the membership shall be as determined by the Board of Directors. It may be held at such a place as the Board of Directors shall designate.

1.04. Special Meetings: Special meetings of the members may be called for any purpose or purposes at any time by:

- a. The president and the treasurer,
- b. Two or more directors, or

- c. Members representing 50 percent or more of the voting membership.

Special meetings shall be held on the date and at the time and place fixed by the president, or the board, except that a special meeting called by or at a demand of the members pursuant to this subdivision shall be held in the county where the principal executive office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

1.05. Notice: Notice of all meetings of members shall be given to every current member, except when the meeting is an adjourned meeting and the date, time and place of the meeting were announced at the time of adjournment. The notice shall be given at least 10 days before the date of the meeting, and not more than 60 days before the date of the meeting. The notice shall contain the date, time and place of the meeting. In the case of a special meeting, the notice shall also contain a statement of the purposes of the meeting. The notice may also contain any other information deemed necessary or desirable by the board. Notice of meeting shall be by regular mail or by e-mail or other electronic communications.

1.06. Active Members: The members shall take action by the affirmative vote of the holders of a majority of the voting power of the members present, except where a larger proportion or number is required by law or these by-laws.

1.07. Quorum: Members representing five percent (5%) of the voting membership entitled to vote at a meeting present in person at the meeting are a quorum for the transaction of business. In the absence of a quorum, the Board may reschedule the meeting and allow voting in person at the rescheduled meeting in order to obtain a quorum.

1.08. Voting Rights: At each meeting of the members, every member of record shall be entitled to one vote and may vote in person.

1.09. Place of Meetings: All meetings of the members of BASA shall be held at such places as the Board of Directors shall determine.

1.10. Termination of Membership: Membership in BASA and all rights incident thereto, shall be terminated by any one of the following:

- a. Written or oral resignation of the member submitted to the secretary;
- b. Non-payment of dues; or
- c. For good cause, as determined by the Board of Directors.

ARTICLE TWO. BOARD OF DIRECTORS

2.01. Management: The Board of Directors of BASA shall have the general management of its affairs and shall elect all officers of BASA.

2.02. Powers: In addition to the powers and authorities expressly conferred upon it by these by-laws, the Board of Directors may exercise all powers allowed by law and shall do all such lawful acts and things as are not by statute or by these by-laws directed or required to be exercised or done by the members.

2.03. Number: The Board of Directors shall consist of at least nine (9) but not more than thirteen (13) persons, subject to the authority of the Board of Directors to increase the number of directors as permitted by law. The directors may be elected at any special meeting of the members called for that stated purpose.

2.04. Term: A director, exclusive of the first Board of Directors, shall serve for a term of three (3) years. Provided, however, that The Board of Directors shall, by resolution, adopt a schedule to stagger the terms of office so that approximately one-third of all directors are elected annually.

2.05. Vacancies: If the office of any director or directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the remaining directors, though less than a quorum, shall choose a successor or successors, who shall hold the office until a successor or successors have been duly elected.

2.06. Place of Meetings: The Board of Directors may hold its meetings at a location as is determined from time to time by the President.

2.07. Regular Meetings: The regular meetings of the Board of Directors, to be held on approximately a monthly basis, shall be as determined by the Board of Directors. The Board shall designate one regular meeting as the annual meeting, for the election of officers for the ensuing year and for such other business as may properly come before it,

2.08. Special Meetings: Special meetings of the Board of Directors may be called by any director upon giving ten (10) days notice thereof to all directors. Such notice shall state the date, time and place of meeting but need not state the purpose of the meeting.

2.09. Action Without Meeting: Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done by e-mail by all the directors, even if done in counterparts. A written consent to an action by a board member is acceptable if transmitted electronically.

2.10. Quorum: At all meetings of the Board of Directors a quorum sufficient for the transaction of business shall consist of five (5) of the directors then in office. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the proportion or number otherwise required for a quorum.

2.11. Absent Director: A director may give advance written consent or opposition to a proposal to be acted on at a board meeting. If the director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director had consented or objected.

2.12. Act of the Board: The board shall take action by the affirmative vote of a majority of the directors present at a duly held meeting.

2.13. Waiver of Notice: Any director may, in writing, either before or after the meeting, waive notice thereof; and without notice any director by his attendance at and participation in the action taken at any meeting of the Board of Directors shall be deemed to have waived notice thereof.

2.14. Presumption of Assent: A director who is present at a meeting of the board when an action is approved by the affirmative vote of a majority of the directors present is presumed to have assented to the action approved, unless the director:

- a. Objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting;
- b. Votes against the action at the meeting; or
- c. Is prohibited by law, as a result of conflict of interest, from voting on the action.

ARTICLE THREE. OFFICERS

3.01. The officers of BASA shall be chosen by the directors and shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the board may from time to time deem advisable. The Board of Directors may fix the powers, duties and compensation, if any, of the officers not specifically provided for herein. Officers shall be selected from current members of the Board.

3.02. Term: The officers of BASA shall be elected and hold their respective offices for the term of one (1) year. Any officer may be removed at any time by the Board of Directors with or without cause. In case of the death, disqualification, absence or inability to act of any officer of BASA or for any other reason that the board may deem sufficient, the board may delegate the powers, duties or any of them, of any such officer to any other officer or to any director.

3.03. Vacancies: The Board of Directors may fill all vacancies in any office of BASA. Persons so elected shall fill any such vacancy for the unexpired term in respect to which such vacancy occurs.

3.04. President: The President shall actively manage the business and affairs of BASA; shall, when present, preside at all meetings of the directors; shall see that all orders and resolutions of the directors are carried into effect; may execute and deliver in the name of BASA any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of BASA, including, without limitation, any instruments necessary or appropriate to enable BASA to donate income or principal of BASA to or for the account of BASA, associations, trusts, foundations, and institutions as are referred to or described in the articles of incorporation of BASA and as BASA was organized to support; shall perform such other duties as may from time to time be prescribed by the directors; and, in general, shall perform all duties usually incident to the office of the president.

3.05. Secretary: The Secretary shall record proceedings of all meetings of the directors, shall keep a register of the names and addresses of all members of; BASA shall at all times keep on file a complete copy of the articles of incorporation and all amendments and restatements thereof and a complete copy of these by-laws and all amendments and restatements hereof; shall, when directed to do so, give proper notice of meetings of the directors, and, in general, shall perform all duties usually incident to the office of the secretary.

3.06. Treasurer: The Treasurer shall keep accurate accounts of all moneys of BASA received or disbursed; shall insure the deposit all moneys, drafts and checks in the name of, and to the credit of, BASA in such banks and depositories as a majority of the directors shall from time to time designate; shall have the power to endorse for deposit all notes, checks and drafts received by; BASA; shall disburse the funds of BASA as ordered by the directors, making proper vouchers therefore; shall render to the president and the directors, whenever required, an account of all his or her transactions as treasurer and of the financial condition of; BASA; shall perform such other duties as may from time to time be prescribed by the directors or by the president; and, in general, shall perform all duties usually incident to the office of the treasurer. Checks written on or otherwise drawn from BASA accounts shall be signed and endorsed by any two (2) of the four (4) officers.

3.07. Vice President: The vice president shall assume the duties of the president in the event that the president is unavailable or unwilling to fulfill his/her duties.

ARTICLE FOUR. NOTICE

Whenever under the provisions of these By-laws notice is required to be given to any director, officer, member, or other person, it shall not be construed to require personal notice. Such notice shall be given in writing by mail by depositing the same in the post office or a letter box within the United States of America, in a postpaid, sealed wrapper addressed to such director, officer or member at the last address appearing on the corporate books; or by e-mail or other similar electronic transmission to the last such electronic address appearing on BASA books. Any such notice shall be deemed to have been given at the time when the same shall be thus mailed, deposited, or electronically transmitted.

ARTICLE FIVE. INDEMNIFICATION.

To the full extent permitted by Minnesota law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding by or in the right of, BASA), whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director or officer of, BASA, or he/she is or was serving at the specific request of the board of directors of BASA as a director, officer, employee or agent, shall be indemnified by BASA against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually reasonably incurred by him/her in connection with such action, suit or proceedings. The indemnification provided by this section shall continue as to a person or agent and shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section.

ARTICLE SIX. AMENDMENT

These by-laws may be altered, amended or repealed by the members or the Board of Directors to the full extent permitted by law.

Dated this 7th day of July, 2009, at Bemidji, Minnesota.

Bemidji Area Shooters Association (BASA)

By _____
_____, Secretary