

BENCH REST SHOOTERS CANADA

By-Laws

ARTICLE I

Name and Principal Office

- Section 1. The name of the Corporation shall be Bench Rest Shooters Canada.
- Section 2. The principal office of the Corporation shall be at the residence of the then existing Recording Secretary of the Corporation.

ARTICLE II

Purpose

- Section 1. The development and encouragement of competition to achieve the ultimate accuracy in firearms, ammunition, components, equipment and shooting methods.
- Section 2. The standardization of the entire bench rest shooting program to the end that targets, ranges, scoring methods, records and match procedure will be uniform and comparable.
- Section 3. The assistance and encouragement of individuals and organizations in the promotion of competitive bench rest shooting.
- Section 4. The gathering and making available to its members pertinent statistical and technical data.

ARTICLE III

Membership

- Section 1. Membership in the Corporation shall consist of Individual Annual Memberships, Life Memberships, and Honorary Memberships.
- Section 2. An Individual Member shall be a citizen or subject of good repute of any nation, resident within or without Canada, who is interested in the goals and aims of this Corporation and who pays such dues as may be determined by the Board of Directors. Each member shall be entitled to compete at registered matches of Bench Rest Shooters Canada at fees to be determined by the Board of Directors.

ARTICLE IV

Meetings

Section 1. Annual Meeting

(a) One Annual Meeting of the members shall be held each year at a time and place to be determined by the Board of Directors.

(b) The Annual Meeting is for the purpose of receiving the Annual Reports of the Corporation Officers, Directors and Committees; for the installation of Officers and Directors; for establishing dues, fees, and other compulsory charges; for establishing competition schedules; and for such other business as may properly come before such meeting.

(c) Notice of Annual Meeting shall be published to each member not less than sixty (60) days prior to the meeting. The notice shall set forth the time, place and agenda of such meeting.

(d) The meeting of the Members at which time these By-Laws are adopted shall be the Annual Meeting for the first calendar year.

Section 2. Special Meetings

(a) Special Meetings of the members may be called at the discretion of the President, or a majority of the Directors, or by written petition of at least one-fourth (1/4) of the members. It shall be the duty of the Secretary to call such meeting within thirty (30) days after such demand.

(b) Notice of Special Meetings of members, stating the time and in general terms the purpose thereof, shall be given to each member at least thirty (30) days before such meeting.

Section 3. Quorum

(a) The presence in person or by written proxy of at least a simple majority of the Board of Directors is necessary to constitute a quorum at each Annual Meeting or Special Meeting called by the President or Board of Directors. If a simple majority is not available at these meetings, the number of Directors' votes necessary to make a simple majority shall be voted by the members present.

(b) The presence in person or by written proxy of at least three-quarters (3/4) of the Directorate requesting a Special Meeting is necessary to constitute a quorum at that Special Meeting.

(c) If a quorum is not present at any meeting; such a meeting shall be adjourned and recalled under the original requirements.

Section 4. Voting

(a) Each Individual Member is entitled to one vote.

(b) Each Individual Member may designate any other Individual Member as proxy provided written authorization is filed with the Secretary. Such authorization shall be dated and shall be valid for only one meeting. An Individual Member may accumulate and vote no more than one proxy at any one meeting.

(c) A majority of the members present or by proxy is controlling.

ARTICLE V

Board of Directors

Section 1. The Board of Directors shall be composed of the President, Past-President, Vice-President, Recording Secretary, Treasurer, an Eastern Director and a Western Director, elected by the membership.

Section 2. **Duties and Powers**

(a) The government of the Corporation shall be vested in the Board of Directors, who shall have the power to make all necessary contracts, to borrow money, to secure the same by mortgage, or deed of trust to the property of the Corporation, and as evidence of the indebtedness secured by such mortgage or deed of trust, to issue bonds therefore; and they shall have the charge and control of all its property, and may set dues for the members in the manner and subject to such rules, regulations and restrictions provided by these By-Laws.

(b) Any decision of the Board of Directors may be repealed by an affirmative vote of two-thirds (2/3) of the entire membership.

Section 3. **Meetings**

(a) Regular meetings of the Board of Directors shall be called at a time and place to be determined by the President.

(b) Special meetings of the Board of Directors shall be called at any time on the order of the President or on the order of a majority of the Directors.

(c) Notice of Special Meetings of the Board of Directors, stating the time and in general terms the purpose, shall be mailed or personally given to each Director no later than sixty (60) days preceding the day appointed for the meeting.

(d) If all Directors shall be present at any meeting, any business may be transacted without previous notice.

(e) A simple majority of the Directors shall constitute a quorum of the Board at all meetings, as stipulated in Article IV Section 3, and the affirmative vote of at least a simple majority of the Directors shall be necessary to pass any resolution or authorize any act of the Corporation.

Section 4. Standing Rules

(a) Each member of the Board of Directors shall serve without compensation or reward, except as otherwise provided in these By-Laws.

(b) The Board of Directors shall cause to be kept a complete record of all its acts and proceedings of its meetings, and to present a full statement at the Annual Meeting of the members, showing in detail the condition of the affairs of the Corporation.

ARTICLE VI

Officers

Section 1. The Executive Officers of the Corporation shall be the President, Vice-President, Recording Secretary, Treasurer, Eastern Director and Western Director.

Section 2. The Executive Officers of the Corporation shall be elected at the Annual General Meeting by a majority vote of the Membership present, or by mailed ballot.

ARTICLE VII

The President

Section 1. The President is the Chief Executive Officer of the Corporation.

Section 2. He shall preside at all membership meetings, and at all meetings of the Board of Directors.

Section 3. He shall appoint all committees with the approval of the Board of Directors. He shall be an ex officio member of all committees.

Section 4. He shall sign and execute all contracts in the name of the Corporation when authorized to do so by the Board of Directors; appoint and discharge agents and employees, or delegate this duty as he may elect, subject to the approval of the Board of Directors; and he shall have general supervision over the management of all affairs of the Corporation.

ARTICLE VIII

The Vice-President

Section 1. The Vice-President shall be vested with all the powers and shall perform the duties of the President in case of the absence or disability of the President.

Section 2. He shall preside at all meetings of the Board of Directors in the absence of the President.

Section 3. The Vice-President shall also perform such duties in connection with the operation of the Corporation as he may undertake at the suggestion of the President.

ARTICLE IX

The Secretary (Recording Secretary)

Section 1. The Secretary shall perform all duties incident to the Office of the Secretary, subject to the control of the Board of Directors, including: He shall keep the minutes of all proceedings of the members and of the Board of Directors in books provided for the purpose. He shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors. He shall keep the book of By-Laws, the Corporation Seal, if any, and such other books, records and papers as the Board of Directors may direct. He shall execute with the President, in the name of the Corporation, contracts, and instruments which have first been approved by the Board of Directors. In the absence or disability of the Treasurer, and under the direction of the President, he shall execute in the name of the Corporation cheques for expenditure authorized by the Board of Directors.

Section 2. The Secretary shall also perform such duties connected with the operation of the Corporation as he may undertake at the suggestion of the President.

ARTICLE X

The Treasurer

Section 1. The Treasurer shall perform all duties incident to the office of the Treasurer, subject to the control of the Board of Directors, including: He shall execute in the name of the Corporation all cheques for expenditures authorized by the Board of Directors. He shall receive and deposit all funds of the Corporation in the bank (s) selected by the Board of Directors, which funds shall be paid out only by cheques as hereinbefore provided. He shall account for all receipts, disbursements and balance on hand.

Section 2. The Treasurer, together with the President, shall prepare the annual budget and submit it to the Board of Directors for their approval.

Section3. The Treasurer shall also perform such duties connected with the operation of the Corporation as he may undertake at the suggestion of the President.

ARTICLE XI

Special Committees

Section 1. Special Committees may be formed by the President at any time as deemed necessary or advantageous to the Corporation.

Section 2. Chairmen of Special Committees shall attend the Board of Directors' Meetings when they have business to transact.

ARTICLE XI

Suspense, Expulsion and Removal from Office

Section 1. A member may be removed from office, suspended for a period, or expelled for a cause, such as violation of any of these By-Laws or other rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Such removal, suspension or expulsion shall require a two-thirds (2/3) vote of all the members at a Special Meeting, provided that a statement of the charges and a notice of the time and place of the Special Meeting have been mailed to the member at least fourteen (14) days before the Special Meeting, and that the member will have an opportunity to present a defence at the meeting. Voting by mail or proxy shall not be permitted at such Special Meeting.

ARTICLE XII

Finances

Section 1. The Board of Directors shall establish a schedule of fees that shall be sufficient to pay the Corporation's expenses and to maintain the value of the Corporation's assets.

Section 2. The fiscal year shall be from January 1st to December 31st.

Section 3. Annually between the end of the fiscal year and the Annual General Meeting, the books and the accounts shall be audited by a special auditing committee of two (2) appointed by the President with the advice and the consent of the Directors. The Board of Directors, by a majority vote, may cause an independent audit to be made by an outside auditing firm at any time when in their judgment it is deemed advisable.

Section 4. The net savings or surplus remaining after all operating costs and other expenses have been paid shall remain in the Corporation's Treasury for the purpose of new equipment or for contingencies, as determined by the Board of Directors. The net savings in any event shall not be distributed to the members for their individual use.

ARTTICLE XIII

Amendments

Section 1. Amendments to these By-Laws may be made by a two-thirds (2/3) vote of the Individual Members of this Corporation in good standing. Amendments may be acted upon at any meeting of the membership or by mail ballot, provided the substance of the proposed

amendment shall have been stated in the notice of the meeting and that each member shall have had at least twenty-one (21.) days notice in advance of such proposed amendment.

ARTICLE XIV

Dissolution

Section 1. The Corporation may be dissolved by an affirmative vote of two-thirds (2/3) of the Individual Members.

Section 2. Funds received from the sale of all Corporation assets at the time of dissolution shall, after all the obligations of the Corporation have been paid, be given to a worthy organization with similar purpose.