

**AMENDED AND RESTATED BYLAWS
OF
Utah's Mounted Thunder Association, Inc.**

ARTICLE I - NAME

The name of the corporation shall be Utah's Mounted Thunder Association, Inc. ("UMT"). The corporation may use such other name or names approved by the Board of Directors, including "Basin Wild Bunch" ("BWB"), among others. UMT and BWB are collectively referred to herein sometimes as the "corporation." To the extent required or recommended by the Act, the corporation will make such DBA filings as needed.

ARTICLE II - BUSINESS AND REGISTERED OFFICE

The Business and Registered Office shall be the current President's address:

155 North Redwood Road
North Salt Lake, Utah 84054

The name of the Registered Agent is Rick Johnson.

ARTICLE III – MEMBERSHIP

1. The business and affairs of the corporation shall be managed by a governing board of directors (the "Board of Directors" or "Board"), except as otherwise required by the Utah Revised Non-Profit Act (the "Act").

2. Membership in the corporation shall consist of three (3) classes:

A. Active – which will consist of all persons wishing to participate in the corporation matches as competitors regardless of age or gender, and riders under the age of 18 years may compete with a signed parental consent form. Emergency contact information must be on file with the club.

B. Associate – will be all persons wishing to participate in the activities as non-riding participants and/or support staff at the corporation's matches (does not have a vote on the corporation's issues).

C. Family – same as an active member and immediate family members in the same household. This will include spouse and any one in their custody (children-grandchildren) under the age of 18 years.

No membership role shall be retained, unless otherwise determined by the Board.

3. DUES shall be determined by the Board of Directors at the year-end board meeting.

4. ELIGIBILITY in the corporation shall be extended to all persons of good character who would like to become members of an organization dedicated to the preservation of the cowboy lifestyle.

Each new applicant will have his/her application submitted to the Board of Directors for approval. Membership can be denied by majority vote of the Board.

5. **PURPOSE** – The object of the corporation shall be the encouragement of organized mounted shooting in the Utah and Intermountain areas and to provide an outlet for those persons wishing to compete by the rules of various widely-recognized [nationally-recognized] mounted shooting organizations, including the rules and recommendations of the Cowboy Mounted Shooting Association (CMSA) and the US Mounted Shooting Organization (USMS). Such rules shall be as set forth from time to time in the official CMSA rulebook and the USMS rulebook, as the case may be. The corporation will encourage organized shooting of single action .45 caliber pistols of the type available prior to 1900 among citizens of the United States resident in our community, with a view toward a better knowledge on the part of such citizens of the safe handling and proper care of firearms, as well as improved marksmanship. It shall be our further object and purpose of the corporation to forward the development of those characteristics of honesty, good fellowship, self-discipline, team play and self-reliance, which are the essentials of good sportsmanship and the foundation of true patriotism. The further intention of the corporation is to provide an atmosphere and social climate conducive to riding, camping, and other similar events where the members dress and conduct themselves in a fashion that promotes our western heritage. The Board of Directors following the guidelines set forth herein shall administer the affairs of the corporation.

6. RESIGNATIONS, SUSPENSION, EXPULSION, AND REINSTATEMENT OF MEMBERS

A. **Resignation** – A member in good standing may tender his or her resignation at any time to any member of the Board of Directors. A member's resignation will not be cause for a refund of membership dues.

B. **Suspension** – Any member who, through their actions, has caused personal injury to themselves or others, damage to another's property or livestock, or has projected themselves to be of undesirable character including social media, may be put on suspension by the Board of Directors until such time that the Board has had the opportunity to review the matter. The suspension will be in accordance with the disciplinary procedures identified in the CMSA and USMS rulebooks, as the case may be. The suspended member will be notified of suspension verbally and in writing.

C. **Expulsion** – A member will be expelled from the corporation only with a unanimous vote by the Board of Directors. Expulsion would only result from either a member's total disregard for the welfare of the corporation through their actions or any blatant and continued safety violations. In either case, the decision will be based on specific incidents or actions. The expulsion will be in accordance with the disciplinary procedures identified in the CMSA and USMS rulebooks. The expelled member will be notified verbally and in writing.

D. Reinstatement – Any member suspended or expelled from the corporation may after a period of ninety (90) days appear before the Board of Directors to seek a reversal of the Board of Directors decision concerning their membership status. The Board of Directors reply to such action will be by mail only.

ARTICLE IV - CLOTHING

1. **COSTUME** – All members of the corporation will be required to wear clothing in compliance with current CMSA and USMS rules and regulations, as applicable.
2. **NON-COMPLIANCE** – Any member not complying with Section 1 of this Article IV and Article V of these Bylaws may be requested to not participate in a match or exhibition at the discretion of the match director or Board of Directors.
3. **ASSISTANCE** – Any member or prospective member so wishing may have a seasoned member assigned to help them accumulate the necessary clothing and equipment to comply with Section 1 of this Article IV of these Bylaws.

ARTICLE V - ARMS and AMMUNITION

1. **FIREARMS** – All firearms shall comply with current CMSA and USMS rules and regulations.
2. **AMMUNITION** – All ammunition shall be provided by the corporation. No live ammunition will be permitted at a corporation or USMS sanctioned match or practice.
3. **DISPLAY OF AMMUNITION** – Contestants are to have no live ammunition on their person or in their cartridge belts or saddlebags. Dummy ammunition with inert or fired primers may be used in cartridge belts. Failure to follow this rule will result in disqualification and suspension.

ARTICLE VI – ALCOHOL AND DRUG POLICY

Violation of the following shall result in disqualification from any match: (a) Alcoholic beverages are prohibited in the range, staging and shooting areas. This includes all persons, competitors, range officials, guests or anyone else in these areas. (b) Competitors shall not consume any alcoholic beverage until they have completed all of their shooting for the day and have unloaded, inspected, and stored all of their firearms and ammunition. (c) Competitors shall not ingest any other substance which may affect their ability to participate in a completely safe manner. Both prescription and nonprescription pharmaceuticals that may cause drowsiness or other physical or mental impairment are to be avoided.

ARTICLE VII – BOARD OF DIRECTORS

1. **NUMBER OF DIRECTORS** – The number of the members of the Board of Directors shall be four (4), unless otherwise determined by the Board. The corporation's Board of Directors will have the authority to appoint officers and directors in the absence of elections. The number of officers and directors and their specific duties shall be determined by the Board from time to time.

2. SPECIFIC DUTIES OF OFFICERS

A. **President** – The President shall schedule and preside at all meetings of the Board of Directors. He\she shall prepare the agenda for the meetings of the Board. He\she may appoint necessary committees to carry on the Board's duties. The President, within the limits of the law, and at the direction of the Board of Directors, shall act from time to time as the representative of the Board and the corporation. In addition, he\she shall have the authority to sign all papers required for the ongoing business of the Board and the corporation. The President will be responsible for all assets and property belonging to the corporation such as timer, cones, blanks, balloons etc.

B. **Vice President** – The Vice President shall perform such duties as from time to time may be assigned to him or her by the Board of Directors. The Vice President, as authorized by the Board, shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in case of his or her temporary inability to act, the office shall be declared vacant by the Board of Directors and a successor chosen by the Board. The Vice President shall serve as a member of all committees.

C. **Secretary** – The secretary shall record the minutes of all Board meetings, maintain all membership roles, supervise the signup booth at all of the corporation's shooting events, jackpots, demonstrations, etc. or designated person in crows nest to perform these duties, keep score at all timed events, and insure that match results be submitted to CMSA or USMS or appropriate designation within the prescribed time allotted. The secretary shall be a signatory on the account of the corporation.

D. **Treasurer** – The treasurer shall record all gifts, donations, and financial transactions of the Board in an accepted bookkeeping method. The treasurer shall provide current financial reports at each regularly scheduled meeting and a yearly financial statement. All financial records will be available to the Board upon request. The treasurer shall also be responsible for the collection of all dues and entry fees. The treasurer shall deposit funds of the corporation in such bank or banks as designated by the Board. The treasurer shall supervise all payments of regularly occurring expenses and distribute winnings/payback for any and all matches including a financial statement for each event upon request with in a timely manner. The treasurer shall make sure all Federal, State and Local taxes are prepared, filed and paid in a timely manner. The Board may designate another officer to act if the treasurer is unavailable.

A person may hold more than one office, except that no person shall act both as president and treasurer.

E. **Directors** – All directors shall be assigned duties as deemed necessary by the President or the Board of Directors. All directors are required to accept and reliably execute the duties for corporation's activities. 2 directors are elected in odd years and 2 directors are elected in even years (4 total).

F. **Range Master** – Shall insure that CMSA and USMS rules are followed at all corporation CMSA and USMS events, supervise all personnel to insure their competence

prior to their serving as line judges, and instruct new shooters in proper loading/unloading, gun handling, safety and safe horsemanship. The Range Master will also supervise any qualifying runs by new members or non-competition participants to insure both the competitor and his/her mount are able to engage the prescribed course of fire safely. This person must be a current CMSA or USMS Certified Range Master, as the case may be, or willing participant if a CMSA or USMS Certified Range Master is not available.

ARTICLE VII – ELECTION AND TENURE

1. TIME OF ELECTIONS – The election of officers and, if appropriate, directors shall take place during the annual meeting of the Board of Directors which will be scheduled each year between October 1 and December 31.

2. METHOD OF ELECTIONS – Board members and members of the corporation may submit nominations for the officers who are up for election/re-election and directors positions. The applying member must receive a majority vote by the board for confirmation. Current Incumbents will automatically be on the ballot if they so desire.

3. TERM OF OFFICE – The term of office for all officers shall be (2) years and shall begin on the day following the election. An officer may be reelected to the same position or another position as often as the Board appoints them.

4. VACANCIES – The nominating committee shall place before the Board the name of an individual or individuals to be considered to complete the vacated term of office. The replacement shall be decided by a majority vote of the Board.

ARTICLE VIII – QUALIFICATION OF BOARD MEMBERS

1. PRESIDENT – Must be a member of the corporation for 2 years, and must have served on the Board for 1 year. To be elected in even years.

2. VICE-PRESIDENT – Must be a member of the corporation for 2 years, and must have served on the Board for 1 year. To be elected in odd years.

3. SECRETARY – Must be a member of the corporation for 1 year, and must have served on the Board for 1 year. To be elected in odd years

4. TREASURER – Must be a member of the corporation for 1 year, and must have served on the Board for 1 year. To be elected in even years.

ARTICLE IX – EMERGENCY CLAUSE

1. EMERGENCY CLAUSE – These Bylaws may be temporarily suspended in full or in part when the Board of Directors decide an emergency exists and provided that the action is a temporary expedient to best serve the interest of all members of the corporation.

2. Rules of Order shall govern the conduct of any business of the corporation, which is not otherwise listed in these Bylaws.

ARTICLE X – MEETINGS

The Board of Directors will decide when and where meetings will be held and schedule them as needed. All members in good standing, new or prospective members are welcome to attend meetings of the Board of Directors, unless a closed meeting is called. Those members who wish to address the Board of Directors should request of the President in writing that they would like to have an item added to the agenda. Requests to add business items to the agenda should be received by the President at least 48 hours in advance of the specific meeting date. The members will be notified via e-mail and/or the calling committee of meeting time, date and location. In the event that an emergency or closed meeting is called no notification will be forthcoming.

ARTICLE XI – CHANGING BYLAWS

These Bylaws may be changed as follows. Any Board member in good standing may submit a proposed change to these Bylaws by submitting the recommended change in writing at a regularly scheduled meeting to the Board of Directors. The Board will consider the change and vote on it at the next Board meeting. If the recommended change receives at least a 2/3 majority vote of the Board, it will be adopted. A Bylaw committee may be formed as needed by the President and will make recommendations to the Board of Directors.

ARTICLE XII – COMMITTEES

Any member in good standing shall be eligible to serve on special and standing committees as formed at the direction of the President and/or Board of Directors to Perform special projects for the betterment of the corporation.

Standing committees are as follows:

1. Web Design Committee – to update and maintain the website of the corporation. This committee works within a yearly budget approved by the Board of Directors.
2. Marketing and Promotion Committee – responsible for club advertising and scheduling/coordinating events such as horse fairs and other opportunities that have the potential to promote the sport of Cowboy Mounted Shooting. This committee works within a yearly budget approved by the Board.
3. Nominating Committee – to nominate potential officers and Board members for annual elections.
4. Demo/Clinic Committee – will coordinate all activities that have the goal of new member recruitment. Will hold clinics to help all levels of shooters achieve on-going training to be the best mounted shooter they can be. This committee works within a yearly budget approved by the Board.
5. Sponsorship Committee – to obtain sponsorship income.
6. Banquet/Awards Committee – shall coordinate and facilitate the yearly awards banquet and obtain awards for high point class winners, and other awards to be determined by the Board. This committee works within a yearly budget approved by the Board of Directors.

ARTICLE XIII – INDEMNIFICATION

The corporation shall defend, indemnify, and hold harmless every agent, employee, director, or officer and his or her heirs, spouses, executors or administrators, against liability, including expenses reasonably incurred in connection with any action, suit or proceeding to which the individual is made a party by reason of being or having been an agent, employee, director or officer, provided the person acted in good faith and in a manner that was reasonably believed to be in the best interests of the corporation as determined by the corporation’s Board of Directors. The Board of Directors shall have the right to impose reasonable conditions to such indemnification including that the corporation shall have the right to assume and control the defense or settlement of any claim made against the person to be indemnified.

ARTICLE XIV – DISSOLUTION

In the event of the dissolution of the corporation and after the payment or the provision of payment of all the liabilities of the corporation, the Board in its sole discretion shall transfer all of the net assets of the corporation to those members of the corporation qualified as exempt under Code Section 501(c)(3) during the year the dissolution occurs, in equal shares. Any assets not so disposed will be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located.

ARTICLE XV – SEVERABILITY

In the event that any provision of these Bylaws is void or voidable, the balance of these Bylaws shall be enforced to the fullest extent allowed by law.

AMENDED AND RESTATED this ____ day of _____, 2020.

President _____ date _____

Vice President _____ date _____

Secretary _____ date _____

Treasurer _____ date _____

Director #1 (2 year term-odd years) _____ date _____

Director #2 (2 year term-odd years) _____ date _____

Director #3 (2 year term-even years) _____ date _____

Director #4 (2 year term-even years) _____ date _____