

# **MICHIGAN COALITION FOR RESPONSIBLE GUN OWNERS BYLAWS, 2003**<sup>FEB.15</sup>

## **ARTICLE 1 OFFICES**

### **SECTION 1. PRINCIPAL OFFICE** (PA 162 of 1982, 450.2241)

The principal office of the Corporation is located in Ingham County, State of Michigan.

### **SECTION 2. CHANGE OF ADDRESS** (PA 162 of 1982, 450.2242)

The designation of the county or state of the Corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county and such changes of address shall not require an amendment of these Bylaws.

### **SECTION 3. OTHER OFFICES**

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

## **ARTICLE 2 NONPROFIT PURPOSES**

### **SECTION 1. IRC SECTION 501(c)(4) PURPOSES**

This Corporation is organized exclusively for the promotion of social welfare, and the net earnings of the Corporation shall be devoted exclusively for charitable, educational or recreational purposes as specified in Section 501(c)(4) of the Internal Revenue Code.

### **SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this Corporation shall be to promote the responsible, legal ownership and usage of firearms through education and legislative action.

Furthermore, this Corporation seeks civil betterments and social improvements by promoting sportsmanship and hunter safety education; and by protecting and defending the rights of our citizens to own, keep and bear arms for any purpose including self defense as guaranteed by Article 1, Section 6 of the Michigan Constitution and the Second Amendment to the U.S. Constitution.

## **ARTICLE 3 DIRECTORS**

### **SECTION 1. NUMBER** (PA 162 of 1982, 450.2505)

The Corporation shall have eleven (11) Directors and collectively they shall be known as the Board of Directors. The Directors shall be comprised of 1 Director from the Upper Peninsula region, 1 Director from the Northern Lower Peninsula region, 2 Directors from the Southwest region, 2 Directors from the South Central region, 3 Directors from the Southeast region and 2 Directors elected at large. Directors should reside in the regions they represent, but if no candidates are available for a designated regional position, that regional position shall default to an At Large position. This change shall only be in force for the length of the term under election. Directors running for At Large positions may reside anywhere within the State of Michigan. While Directors are elected from specific regions, they are required to represent all members of MCRGO impartially, while serving as a liaison between the Board of Directors and the region from which they are elected.

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The number of Directors may be increased or decreased by a two-thirds vote of the Board of Directors. If decreased, the number of Directors shall not be less than seven (7). No Director shall be removed by this action except by completion of their regular term of office.

### **SECTION 2. QUALIFICATIONS** (PA 162 of 1982, 450.2501)

Directors shall be of the age of majority in this state and shall be voting members in good standing of the Corporation. In addition, they shall comply with the following:

- Maintain membership in good standing for length of term.
- US citizen and Michigan resident.
- No felony or violent misdemeanor convictions.
- Demonstrable record of support for MCRGO Mission Statement.
- Required to serve on a standing committee(s) as determined by the Board of Directors.
- Personal e-mail account that is able to accept attachments to facilitate effective and efficient communication on behalf of the membership.
- No expenses paid by MCRGO except in specific and limited situations.
- Attend meetings throughout the state, consistent with attendance policy.
- Willing and able to commit the necessary hours on Coalition business.

### **SECTION 3. POWERS** (PA 162 of 1982, 450.2501)

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 4. DUTIES** (PA 162 of 1982, 450.2531. p.4, 450.2541)

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- (b) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly.
- (d) Address issues, formulate policy resolutions, and initiate on behalf of the Corporation.
- (e) Register their addresses with the Secretary of the Corporation, and notice of meetings mailed, phoned or provided by electronic means to them at such addresses shall be valid notices thereof.
- (f) Meet at such times and places as required by these Bylaws.

### **SECTION 5. TERM OF OFFICE** (PA 162 of 1982, 450.2505, 450.2501a, 450.2506)

In 2003, all 11 positions shall be elected, 6 for 1 year, 5 for 2 years, see chart below for distribution. In 2003, the 1 year and 2 year candidates shall be identified on the ballots. Each year thereafter, starting in 2004, an election of Directors shall be held which will elect 6 Directors the first year, then 5 Directors the second year. Each Director shall serve for a term of 2 years, or until his or her successor is appointed or elected. This pattern shall be repeated until modified by amendment to these Bylaws. The breakdown of elections is as follows:

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	<b>Southeast</b>	<b>South Central</b>	<b>Southwest</b>	<b>Northern Lower</b>	<b>Upper Peninsula</b>	<b>At Large</b>
<b>Year 1</b> (1-year terms for 2003)	2	1	1	0	0	2
<b>Year 2</b> (2-year terms for 2003)	1	1	1	1	1	0

Election of Directors shall be by written ballot or by other means deemed reasonably necessary by the Secretary of the Corporation to insure the fair and efficient election of Directors. (See Article 7).

**SECTION 6. COMPENSATION** (PA 162 of 1982, 450.2301)

Directors shall serve without compensation except that a reasonable fee may be paid to Directors for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

**SECTION 7. PLACE OF MEETINGS** (PA 162 of 1982, 450.2521)

Board of Directors meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

**SECTION 8. REGULAR MEETINGS** (PA 162 of 1982, 450.2521)

Regular meetings of Directors shall be held at least quarterly at such times and locations as set by the Board of Directors.

**SECTION 9. SPECIAL MEETINGS** (PA 162 of 1982, 450.2521)

Special meetings of the Board of Directors may be called by the Chairman of the Board, First or Second Vice-Chairman, the Secretary, or by any three Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

**SECTION 10. NOTICE OF MEETINGS** (PA 162 of 1982, 450.2521)

The following provisions shall govern the giving of notices for meetings of the Board of Directors:

(a) Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.

(b) Special Meetings. Except in the case of extreme emergency, at least one week prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by electronic means, or by posting on the Corporation website, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of electronic notification, the Director to be contacted shall acknowledge personal receipt of the notification by a return message or telephone call within twenty-four hours of the first transmission.

**SECTION 11. QUORUM FOR MEETINGS** (PA 162 of 1982, 450.2523)

A quorum shall consist of a majority of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

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### **SECTION 12. MAJORITY ACTION AS BOARD ACTION** (PA 162 of 1982, 450.2523)

Every act or decision done or made by a majority of the Directors present (but not less than 4) at a meeting at which a quorum is present, or by electronic bulletin Board vote or other authorized electronic medium is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

### **SECTION 13. CONDUCT OF MEETINGS** (PA 162 of 1982, 450.2304, 450.2441, 450.2521, 450.2523, 450.2525)

Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or, if no such person has been so designated or in his or her absence, the First Vice-Chairman of the Corporation or in his or her absence, by the Second Vice-Chairman of the Corporation or in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at each meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

### **SECTION 14. PROXY VOTES** (PA 162 of 1982, 450.2421)

Any Director may give his or her proxy to another Director for the purpose of voting on MCRGO business. The proxy must be in writing or accepted by consent of the Board of Directors present, and shall be effective only for the meeting indicated in the proxy, and must be submitted to the Secretary for inclusion in the official minutes. Any votes cast by proxy cannot be withdrawn unless the proxy provided is proven to be a forgery, or if the Director giving the proxy is able to attend the meeting in person, in which case the proxy is null and void.

### **SECTION 15. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation, expiration of term of office or removal of any Director, and (2) whenever the number of authorized Directors is increased. (See Article 4, Sections 4 through 6.)

Any Director may resign effective upon giving written notice to the Chairman of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office for cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board that occur for reasons other than an expiration of term may be filled by approval of the Board of Directors. The candidates for appointment shall be selected from candidates who reside within the region of the open seat, as long as a suitable candidate is available. Failing that, the position defaults to an At Large position for the remainder of the term. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person appointed to fill a vacancy shall hold office until the original term of office he or she is appointed to fill is completed or until his or her death, resignation or removal from office.

### **SECTION 16. NONLIABILITY OF DIRECTORS** (PA 162 of 1982, 450.2541)

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation, except where such debts, liabilities or obligations result from criminal activity by that Director or former Director.

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### **SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS** (PA 162 of 1982, 450.2561, 450.2562, 450.2563, 450.2564, 450.2565)

The Directors and officers of the Corporation shall be indemnified by the Corporation the fullest extent permissible under the laws of this state, except for criminal activity and/or acts that are contrary to the best interests of the Corporation.

### **SECTION 18. VOLUNTEER DIRECTOR, OFFICER, LIABILITY** (PA 162 of 1982, 450.2541)

To the extent permitted by law, a volunteer Director or volunteer officer shall not be personally liable to the Corporation or its members for monetary damages, except where such damages shall have accrued from the criminal activity of the Director or volunteer.

To the extent permitted by law, the Corporation assumes the liability for all acts or omissions of a volunteer Director, volunteer officer, or other occurring on or after the filing of the Articles of Incorporation, except in cases where the Director, officer of volunteer has committed criminal acts or omissions.

### **SECTION 19. INSURANCE FOR CORPORATE AGENTS** (PA 162 of 1982, 450.2567)

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

## **ARTICLE 4 OFFICERS**

### **SECTION 1. DESIGNATION OF OFFICERS** (PA 162 of 1982, 450.2531)

The officers of the Board of Directors shall be a President/Chairman, a First Vice Chairman, a Second Vice Chairman, a Treasurer and a Secretary. Unless otherwise specified, the Chairman of the Board shall also act as the President. The Corporation may also designate other such officers with such titles as may be determined by the Board of Directors.

### **SECTION 2. QUALIFICATIONS** (PA 162 of 1982, 450.2501, 450.2501a, 450.2506)

Any adult voting member may serve as an officer of this Corporation. A voting member of the Corporation is one whose membership is current.

### **SECTION 3. ELECTION AND TERM OF OFFICE.** (PA 162 of 1982, 450.2505)

Governing officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns, is removed or is otherwise incapacitated to serve, or until his or her successor shall be appointed or elected and qualified, whichever occurs first.

### **SECTION 4. REMOVAL AND RESIGNATION** (PA 162 of 1982, 450.2535, 450.2541)

Any officer may be removed for cause by the Board of Directors, at any time. An officer may resign at any time by giving written notice to the Board of Directors, the Chairman, or Secretary. Any resignation shall take effect on the date of receipt of notice or at any later date specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

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The above provisions of this section shall be superseded by any terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

### **SECTION 5. ATTENDANCE** (PA 162 of 1982, 450.2511)

Directors are required to attend all Board and committee meetings. Prior excuse and the issuance of a written or accepted voice proxy to another Director is acceptable, but no more than 3 consecutive excused absences may occur. Directors who miss 2 consecutive meetings of the Board or 2 consecutive Committee meetings and do not provide prior excuse and proxy, or who miss 3 consecutive meetings with excuse and proxy shall be assumed to have resigned their Directorship, and a replacement appointed by the Board of Directors for the remainder of the term.

### **SECTION 6. VACANCIES** (PA 162 of 1982, 450.2515)

Any vacancy caused by the death, resignation, removal, incapacity, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than the Chairman, such vacancy may be filled temporarily by appointment by the Chairman, until the Board shall fill the vacancy. Vacancies occurring in appointed offices may or may not be filled, as the Board shall determine.

### **SECTION 7. DUTIES OF CHAIRMAN** (PA 162 of 1982, 450.2531)

The Chairman shall be the chief executive officer and President of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed by the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors and if this Corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors, but is prohibited from any personal gain or conflict of interest that may occur through the execution of any aforementioned instrument.

### **SECTION 8. DUTIES OF FIRST AND SECOND VICE CHAIRMAN**

In the absence of the Chairman, or in the event of his or her inability or refusal to act, the First Vice Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairman. The First Vice Chairman shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or may be prescribed by the Board of Directors. In the event both the Chairman and the First Vice Chairman are unable or refuse to perform the duties of the office, the Second Vice Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairman.

### **SECTION 9. DUTIES OF THE SECRETARY** (PA 162 of 1982, 450.2485)

The Secretary shall:

Certify and keep at the principal office of the Corporation the original, or copy, of these Bylaws as amended or otherwise altered to date, and shall see that copies are provided upon request to any member in good standing.

Keep at the principal office of the Corporation or at such place as the Board may determine, a book of minutes (on paper or in electronic format) of all meetings of the Directors, and, if applicable, meetings of Committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called if other than a regular meeting, how notice thereof was given if other than a regular meeting, the names of those present or represented at the meeting, and the proceedings thereof.

## **MICHIGAN COALITION FOR RESPONSIBLE GUN OWNERS BYLAWS**

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, including an annual report to the state governing office, and to the membership (PA 162 of 1982, 450.2901).

Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.

Oversee the membership Committee and require an accurate, updated list of current and terminated members be provided in both electronic and paper versions in the principal office of the Corporation. The list shall include the name, address and other contact information for each member, and, in the case where any membership has been terminated (other than by non-payment of dues), he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

### **SECTION 10. DUTIES OF THE TREASURER** (PA 162 of 1982, 450.2487)

The Treasurer shall perform the following duties or oversee the activity of an employee of the Corporation that is duly appointed by the Board of Directors to perform these duties:

Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request.

Render to the Board of Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

### **SECTION 11. COMPENSATION** (PA 162 of 1982, 450.2301)

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered to or for the Corporation.

Expenses may be reimbursed by the vote of the Board of Directors for attending authorized business of the Corporation.

**ARTICLE 5  
MEMBERS**

**SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS** (PA 162 of 1982, 450.2304, p. 3)

No member shall hold more than one membership in the Corporation. Except as expressly provided for in or authorized by the Articles of Incorporation, the Bylaws of this Corporation, or provisions of law, all members shall have the same rights, privileges, restrictions and conditions. Members shall actively pursue the purpose of this organization and participate in adopted programs and activities.

**SECTION 2. QUALIFICATIONS OF MEMBERS AND ASSIGNMENT TO CHAPTERS OR REGIONS** (PA 162 of 1982, 450.2443)

Membership in this Corporation shall be open to all that subscribe to the purposes and objectives of the Corporation, except that individuals whose membership has been revoked for cause in accordance with Article 5, Section 7, may not rejoin without express approval by a two-thirds vote of the Board of Directors until after a period of 5 years have elapsed from the date of termination.

Members shall be assigned to affiliated chapters of the Corporation as determined by the Board of Directors. The Board of Directors shall draw the chapters or local units according to territorial limits or such other reasonable basis.

There shall be 5 regions within the state, for the purpose of ensuring fair and equitable representation of the members, with regard to the Board of Directors. The 5 regions (Southeast, South Central, Southwest, Northern Lower and Upper Peninsula) shall be determined by the Board of Directors, with consideration given to member distribution and geography.

The Board shall take such other actions reasonably necessary to insure the fair representation of each member within the local chapters or units at meetings of the Corporation.

**SECTION 3. ADMISSION OF MEMBERS** (PA 162 of 1982, 450.2311)

Upon making application and payment of fees, any person seventeen (17) years of age or older shall become a regular member unless the membership is refused by the Board of Directors. Members less than seventeen (17) years of age shall become Junior members and shall have no voting rights.

The annual dues payable to the Corporation by members shall be set by the Board of Directors. The Board of Directors may set chapter or unit dues or award honorary membership at their discretion pursuant to guidelines adopted by the Board of Directors. Annual membership dues are for a one-year period, and are due immediately upon joining the Corporation and, in subsequent years, on the first of the month following the anniversary of the date the member joined the Corporation

**SECTION 4. NUMBER OF MEMBERS** (PA 162 of 1982, 450.2304)

There is no limit on the number of members the Corporation may admit, but the Board of Directors can refuse a submitted membership application for any reason.

**SECTION 5. NONLIABILITY OF MEMBERS** (PA 162 of 1982, 450.2556, 450.2561, 450.2562, 450.2563, 450.2564, 450.2565)

A member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation, except where such debts, liabilities or obligations accrue from the criminal act of that member.

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### **SECTION 6. NONTRANSFERABILITY OF MEMBERSHIPS** (PA 162 of 1982, 450.2304 p. 6)

No member may transfer a membership or any right arising from membership, except for Directors conferring proxies for voting purposes.

### **SECTION 7. TERMINATION OF MEMBERSHIP** (PA 162 of 1982, 450.2304)

The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) Upon his or her notice of such termination delivered to the Chairman, Secretary or Membership Chairman personally, by mail or electronic method, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (2) Upon failure to renew his or her membership by paying on or before their due date, such membership termination shall be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Membership Chairman of the Corporation or 30 days after the actual membership expiration date, whichever occurs last.
- (3) After providing the member with a reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interest or purposes of the Corporation or caused or intends to cause embarrassment to the organization, or is in violation of its Bylaws or rules. A member will be given not less than fifteen days to respond to such complaint. If the Board of Directors, upon review of the facts, finds the complaint to be true, it may revoke the individual's membership by a two-thirds affirmative vote.
- (4) A member whose membership has been revoked is barred from re-applying for membership for a period of 5 years from the date of revocation, and must be approved by a two-thirds vote of the Board of Directors before membership may be re-established.
- (5) All rights of a member in the Corporation shall cease on termination of membership as herein provided.
- (6) All rights of membership cease upon the member's death.

## **ARTICLE 6 MEETINGS OF MEMBERS**

### **SECTION 1. PLACE OF MEETINGS** (PA 162 of 1982, 450.2401)

Meetings of the members shall be held at the principal office of the Corporation or at such other place or places as may be designed from time to time by resolution of the Board of Directors.

### **SECTION 2. REGULAR MEETINGS OF MEMBERS** (PA 162 of 1982, 450.2402)

An annual meeting of the members shall be held on each year on a date selected by the Board of Directors. The purpose of the meeting is to elect Directors, to provide information to the membership on legislative, litigation and educational activities of the Corporation, or to transact other business as may come before the meeting.

The regular meeting of the members may be re-scheduled to accommodate the availability of a reasonable meeting place.

Other informational meetings of the members shall be set by the Board of Directors as necessary.

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### **SECTION 3. SPECIAL MEETINGS OF MEMBERS** (PA 162 of 1982, 450.2403)

Special meetings of the members shall be called by the Board of Directors, the Chairman of the Board, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

### **SECTION 4. NOTICE OF MEETINGS** (PA 162 of 1982, 450.2404)

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting, either personally, by mail or any electronic means, by or at the direction of the Chairman, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meetings. If mailed, such notices are deemed to be delivered when deposited in the U.S. mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage prepaid. Personal notification includes notification by telephone, U.S. mail or electronic means, provided however, in case of electronic notification, the member to be contacted shall acknowledge personal receipt of the notice by return message or telephone call within twenty four hours of the first electronic message.

The notice of any meeting of members at which Directors are to be elected shall also state the names of all those who are nominated or candidates for election to the Board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to giving of such notice.

### **SECTION 5. QUORUM FOR MEETINGS** (PA 162 of 1982, 450.2415)

A quorum shall consist of not less than 250 voting members of the Corporation or 5% of the total voting membership, whichever is lesser, or a majority of the Board of Directors, whichever is appropriate.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

### **SECTION 6. MAJORITY ACTION A MEMBER ACTION** (PA 162 of 1982, 450.2402, 450.2415)

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law requires a greater number, unless otherwise specified by these Bylaws. This section does not apply unless all voting members have been properly notified of, and given a timely and adequate chance to vote on the matter under consideration.

### **SECTION 7. ACTION BY WRITTEN BALLOT** (PA 162 of 1982, 450.2441)

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of the members may be taken without a meeting if the Corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. Set forth the proposed action.
2. Provide an opportunity to specify approval or disapproval of each proposal.
3. Indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, state the percentage of approvals necessary to pass the measure submitted.
4. Shall specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford members a reasonable time within which to return ballots to the Corporation.

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Ballots shall be mailed or delivered in the manner required by giving notice of member meetings as specified in these Bylaws.

Approval of action by written ballot shall be only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

### **SECTION 8. CONDUCT OF MEETINGS** (PA 162 of 1982, 450.2304, 450.2441, 450.2521, 450.2523, 450.2525)

Meetings of members shall be presided over by the Chairman of the Board, or, if there is no Chairman or, in his or her absence, by the First Vice Chairman of the Corporation or in his or her absence, by the Second Vice Chairman of the Corporation or, in the absence of all of these persons, by a Chairman chosen by a majority of the voting members, present at the meeting. The secretary of the Corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

## **ARTICLE 7 ELECTION OF DIRECTORS**

### **SECTION 1. VOTING PROCEDURE FOR BOARD OF DIRECTORS** (PA 162 of 1982, 450.2441, 450.2451)

Each member in good standing shall be able to vote in the election for Board of Directors. A member in good standing is defined as a person whose membership is current. All voting members may vote for candidates in any or all regions. Each ballot will identify the candidates according to the region from which they are to be elected. The sections shall be identified by region name, and a maximum number of candidates specified [Example: vote for not more than one (1)]. Ballots that contain votes for more than the maximum number of candidates in a region shall have that portion disregarded in the total vote. A vote for too many candidates in a single region shall not invalidate the remainder of the ballot. A failure to vote in a region where a Director is being elected shall not invalidate the remainder of the ballot.

A paper ballot will be mailed or included with the appropriate issue of the newsletter no later than 30 days prior to the annual meeting to individuals who qualify as members in good standing. The ballot will contain the names of eligible candidates that have been compiled by the Election Committee and a space to write in candidates that are not on the ballot. Written in candidates must be voting members in good standing. Any write in candidate who receives sufficient votes for election to office must accept the position before their election can be confirmed. In the event the position is refused by the written in candidate, the candidate receiving the next highest number of votes shall be elected.

Each ballot shall be imprinted for validation with a number or device, or printed in such a way that the ballot cannot be copied, and distributed at random to ensure anonymity of vote. Ballots which have been disfigured, mangled, or otherwise rendered illegible (unless such disfigurement shall have occurred while the mail was in the possession of the U.S. mail service or MCRGO and the votes cast are clearly visible) shall be disqualified and will not be counted, but will be kept for a period of 30 days subsequent to the election for examination by any interested member.

Ballots may be submitted by mail for counting at the principal office and must arrive no later than 5 business days prior to the annual members' meeting. Only original ballots will be counted - ballots copied by any means shall be disqualified and will not be counted. Ballots will be counted and the results announced at the annual members' meeting. The candidates elected shall be those who have received the highest number of votes in each region or category from the ballots cast, up to the total number of open seats on the Board of Directors.

**ARTICLE 8  
COMMITTEES**

**SECTION 1. COMMITTEES** (PA 162 of 1982, 450.2527, 450.2528)

The Corporation shall have Standing Committees to establish and monitor budgets and responsibilities of their respective committee and such other Committees as may from time to time be designated by resolution of the Board of Directors. These Committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

**SECTION 2. MEETINGS AND ACTION OF COMMITTEES** (PA 162 of 1982, 450.2528)

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**SECTION 3. OPERATIONS STANDING COMMITTEE** (PA 162 of 1982, 450.2528)

Responsible for operations, bylaws, contracts, and other matters relating to the daily conduct of business for the organization, subject to the direction by and approval of the Board of Directors. Members of the committee shall consist of the Chairman of the Board of Directors as Chair, the First Vice-Chairman of the Board of Directors as Vice Chair, one other Director from the Board, the Executive Director and one or more assigned staff member(s).

**SECTION 4. FINANCE STANDING COMMITTEE** (PA 162 of 1982, 450.2528)

Responsible for establishing and monitoring budgets, reviewing financial reports, contracted obligations, interaction with the accountant selected by the Board of Directors and all other matters pertaining to financial matters for the organization, subject to the direction by and approval of the Board of Directors. Members of the committee shall consist of a Chair appointed from the Board of Directors, a minimum of 2 members at large from whom the vice-chair shall be selected, and an accountant/bookkeeper.

**SECTION 5. MEMBERSHIP STANDING COMMITTEE** (PA 162 of 1982, 450.2528)

Responsible for tracking, recruitment and services relating to the membership of the organization, subject to the direction by and approval of the Board of Directors. Members of the committee shall consist of a Chair appointed from the Board of Directors, a minimum of 2 members at large from whom the vice-chair shall be selected, and a staff member appointed by the Board of Directors.

**SECTION 6. MERCHANDISE STANDING COMMITTEE** (PA 162 of 1982, 450.2528)

Responsible for tracking, purchasing and sale, establishing goals and reviewing product mix of merchandise on behalf of the organization, subject to the direction by and approval of the Board of Directors. Members of the committee shall consist of a Chair appointed from the Board of Directors, a minimum of 2 members at large from whom the vice-chair shall be selected, and a staff member appointed by the Board of Directors.

**SECTION 7. FUNDRAISING STANDING COMMITTEE** (PA 162 of 1982, 450.2528)

Responsible for developing fundraising strategies and goals, obtaining volunteers to assist, monitoring success and preparing reports for the Board of Directors review on fundraising, subject to the direction by and approval of the Board of Directors. Members of the committee shall consist of a Chair appointed from the Board of

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Directors, a minimum of 2 members at large from whom the vice-chair shall be selected, and a staff member appointed by the Board of Directors.

### **SECTION 8. PROGRAMS STANDING COMMITTEE (PA 162 of 1982, 450.2528)**

Responsible for the Annual Member meeting and all events scheduled in support of that meeting, coordinating with regions on quarterly Board of Directors meetings, special events and programming for the organization, subject to the direction by and approval of the Board of Directors. Members of the committee shall consist of a Chair appointed from the Board of Directors, a minimum of 2 members at large from whom the vice-chair shall be selected, and a staff member appointed by the Board of Directors.

### **SECTION 9. EDUCATION STANDING COMMITTEE (PA 162 of 1982, 450.2528)**

Responsible for developing and supporting education activities, monitoring and reporting activities of the various chapters that relate to Education to the Board of Directors, as well as coordinating all education-related activities of the organization, subject to the direction by and approval of the Board of Directors. Members of the committee shall consist of a Chair appointed from the Board of Directors, a minimum of 2 members at large from whom the vice-chair shall be selected, and a staff member appointed by the Board of Directors.

### **SECTION 10. COMMUNICATIONS STANDING COMMITTEE (PA 162 of 1982, 450.2528)**

Responsible for planning and oversight of all communications methods on behalf of the organization, including but not limited to the website, newsletter, membership and history brochures and other publications on behalf of the organization, subject to the direction by and approval of the Board of Directors. Members of the committee shall consist of a Chair appointed from the Board of Directors, a minimum of 2 members at large from whom the vice-chair shall be selected, and a staff member appointed by the Board of Directors.

### **SECTION 11. CHAPTERS AND AFFILIATES STANDING COMMITTEE (PA 162 of 1982, 450.2528)**

Responsible for maintaining cordial relations with existing chapters and affiliated clubs, soliciting new affiliated clubs, training chapter chairs, facilitating chapter activities and supporting affiliates and chapters of the organization, subject to the direction by and approval of the Board of Directors. Members of the committee shall consist of a Chair appointed from the Board of Directors, a minimum of 2 members at large from whom the vice-chair shall be selected, and a staff member appointed by the Board of Directors.

### **SECTION 12. LEGISLATIVE STANDING COMMITTEE (PA 162 of 1982, 450.2528)**

Responsible for interaction with the legislature, maintaining a presence in the Capitol to facilitate current knowledge of and interaction with legislative action, planning issue advocacy and legislative initiative, issue management and legislative outreach on behalf of the organization, subject to the direction by and approval of the Board of Directors. Members of the committee shall consist of the Chairman of the Board of Directors as Chair, the chairman of the Political Action Committee, the Executive Director, a minimum of 2 members at large from whom the vice-chair shall be selected, and a staff member appointed by the Board of Directors.

### **SECTION 13. ELECTION COMMITTEE (PA 162 of 1982, 450.2528)**

An Election Committee of not less than 5 persons made up of members in good standing who are not currently Directors or employees of the Corporation, shall be appointed by the Board of Directors. The maximum number of members is not fixed. A chairman may be selected among the members of the Committee, or, failing this, appointed by the Board of Directors. No member of the Election Committee may run for office during the election for which they serve on the Election Committee.

The Committee shall compile a list of eligible candidates for the Board of Directors. Each nominee must accept the nomination prior to being included in the list of candidates. Candidates will be given space in the appropriate newsletter for a short biography for the purpose of informing members of their qualifications to hold office.

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The ballots will be designed and printed under the direction of the Election Committee, following the requirements outlined in Article 7.

The members of the Election Committee, the members of the Board of Directors, any committee, Board or group within the Corporation, officers and employees of the Corporation are prohibited from endorsing any candidate or group of candidates for any office or seat on the Board of Directors.

After each election, the Election Committee shall count all eligible ballots and compile the results in writing. These results and all ballots shall be announced at the annual members' meeting and published in the newsletter immediately after the annual members' meeting, and a copy retained in the office of the Corporation for a period of 30 days after the annual members' meeting for examination by any interested member.

### **ARTICLE 9 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS** (PA 162 of 1982, 450.2501)

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **SECTION 2. CHECKS AND NOTES** (PA 162 of 1982, 450.2501)

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and any other evidence of indebtedness of the Corporation shall have not less than 3 authorized signers (who must be current members in good standing, and at least one of which must be a current officer of the Corporation) on the account, but can be signed by any one of the authorized signers to that account.

#### **SECTION 3. DEPOSITS** (PA 162 of 1982, 450.2501)

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **SECTION 4. GIFTS** (PA 162 of 1982, 450.2501)

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purpose of this Corporation. Members, volunteers, Directors, officers, employees and any other persons connected with or employed by the Corporation are hereby expressly forbidden from accepting gifts on behalf of the Corporation for personal use or ownership. Any and all gifts received must be the property of the Corporation, and intended to support the non-profit purpose of this Corporation.

### **ARTICLE 10 AMENDING BYLAWS**

#### **SECTION 1. AMENDING BYLAWS** (PA 162 of 1982, 450.2213, 450.2304, p. 3, 450.2523)

Bylaws may be amended by a two-thirds vote of the Board of Directors. Any such amendments must be confirmed by a simple majority of the member ballots received for that amendment. A written ballot showing the proposed change(s) shall be included with the next published newsletter or other publication mailed to all voting members following the adoption of the amendment. The ballot is to be returned to the primary place of business

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of the Corporation by mail or in person by a date specified on the ballot; that date shall be at least 30 days but not more than 60 days following the date of mailing to the members. On the specified return date, voting is closed. Ballots will be counted and the proposed amendment confirmed if a simple majority of the votes received is in favor of the amendment.