



KANSAS STATE RIFLE ASSOCIATION BYLAWS

If new bylaws are adopted this section will be updated with new information:

*These revised Bylaws were ratified by the membership at the 2024 Annual Meeting and became effective on **April XX, 2024**, subject to the Requirements of the State of Kansas and the National Rifle Association. They replace the previous Bylaws passed in 2023.*

Official Bylaws Kansas State Rifle Association, Inc.

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ARTICLE I. NAME, PURPOSE, CODE OF CONDUCT, AND OBJECTIVES

Section 1. Name

This Association shall be known as the KANSAS STATE RIFLE ASSOCIATION, INC., and shall here-in-after be referred to as the Association.

Section 2. Purpose and Objectives

Purpose: The Association is a nonprofit organization dedicated to protecting the United States Constitution's Second Amendment and the State of Kansas' Section IV of the Bill of Rights to bear arms, promoting the shooting sports, promoting wildlife conservation, and supporting the responsible use and ownership of firearms in Kansas.

Objectives: In furtherance of its purpose, the Association seeks to achieve the following objectives:

- a) To protect and defend the individual right to keep and bear arms as guaranteed by the Second Amendment of the United States Constitution and the Bill of Rights Section IV in the Constitution of the State of Kansas, and to oppose any laws or regulations that would infringe upon these rights at the local, state, or national level of government.
- b) To promote and encourage the shooting sports, including rifle, pistol, shotgun, and other related activities including but not limited to reloading, collecting, and every sporting endeavor relative to firearms, through education, training, and competition.
- c) To educate the public about firearms safety and responsible gun ownership, and to provide resources and training to help gun owners exercise their rights in a safe and responsible manner.
- d) To advocate for and support legislation and public policies that promote and protect the Second Amendment and the Kansas Bill of Rights Section IV on behalf of gun owners in Kansas.
- e) To provide a forum for gun owners and enthusiasts to exchange ideas and information, and to promote camaraderie and fellowship among members.
- f) To support wildlife conservation to preserve hunting and fishing for future generations.
- g) To engage in any other lawful activities that are consistent with the purpose and objectives of the Association, and that further the interests of gun owners and the shooting sports in Kansas.

Section 3. Fiscal Year

The fiscal year shall be the calendar year, January 1st to December 31st.

Section 4. Code of Conduct

The code of conduct is for members of the Association that promotes ethical and lawful behavior, preserves the safety and well-being of its members and the public, and upholds the values and principles of the Association.

Conduct of Members

- a) Members shall conduct themselves in a professional, ethical, and lawful manner at all times when representing the Association.
- b) Members shall not engage in any behavior that could be detrimental to the reputation or image of the Association.

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- c) Members shall comply with all applicable federal, state, and local laws and regulations governing firearms, and shall refrain from any conduct that would violate such laws or regulations.
- d) Members shall not engage in any conduct that could result in harm to themselves, other members, or the public, including but not limited to unsafe handling of firearms or inappropriate behavior during shooting events.
- e) Members shall treat each other with respect and shall not engage in any behavior that could be considered harassing, discriminatory, or abusive.
- f) Members shall not use their position within the Association to obtain personal gain or benefit.
- g) Members shall not disclose confidential information obtained through their membership in the Association without the express consent of the Association.

Disciplinary Action

- a) Any member who violates this Code of Conduct may be subject to disciplinary action, which may include suspension or revocation of membership.
- b) Any disciplinary action taken by the Association shall be in accordance with the procedures set forth in the Association's bylaws.

Compliance

- a) All members of the Association shall be deemed to have agreed to comply with this Code of Conduct as a condition of their membership.
- b) The Association may amend this Code of Conduct from time to time as necessary to ensure that it remains current and relevant.
- c) Members shall be notified either by paper publication or electronic means of any changes to this Code of Conduct, and shall be deemed to have agreed to comply with the amended Code of Conduct as a condition of their continued membership in the Association.

ARTICLE II. MEMBERSHIP

Section 1. Individual Membership

Creation of Individual Membership

- a) The Association shall establish an individual membership category, available to any individual who subscribes to the purposes and objectives of the Association and who meets such other qualifications as may be established by Article II Section 2.

Board Authority

- a) The Board of Directors (hereafter referred to as the Board) shall have the authority to set the dues, discounts, and term lengths applicable to individual membership, subject to the limitations set forth in this bylaw.

Dues

- a) The Board may establish dues for individual membership and shall retain approval over payment schedules for any levels that do not require full payment in advance. The Board may also establish different rates for different classes of individual members, such as senior citizens, students, individuals under 18 years of age, spouses of members, law enforcement

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officers, or military personnel. The Board shall have the discretion to adjust the rate of dues from time to time, as it deems appropriate, subject to the following limitations:

- a. The Board may not set dues that discriminate against any class of individual member in violation of applicable law.
- b. The Board may not set dues at a level that would jeopardize the tax-exempt status of the Association under applicable law.

Discounts

- a) The Board may establish discounts for individual membership, subject to the limitations set forth in this bylaw. The Board shall have the discretion to establish discounts based on criteria such as length of membership, participation in Association-sponsored events, or other factors deemed appropriate by the Board.

Term Lengths

- a) The Board may establish the term lengths applicable to individual membership, subject to the limitations set forth in this bylaw. The Board shall have the discretion to establish different term lengths for different classes of individual members, such as annual, multi-year, and life memberships.

Special Provisions for Life Membership

- a) Any individual who has been granted a life membership to the Association shall be entitled to the full benefits and privileges accorded to life members, as outlined in these bylaws and any other policies or procedures established by the Association.
- b) The Board shall not have the authority to remove or revoke any benefit or privilege that has been granted to a life member, unless otherwise stated in these bylaws or as required by applicable law.
 - a. These benefits include but are not limited to a special membership certificate, distinctive buttons or patches, or other benefits that are at the sole discretion of the Board.
- c) The following memberships are created; Patron Life, Endowment Life, and Benefactor Life, the amounts for these memberships will be set by a vote of the board and listed in policy.

Cancellation of Lifetime Membership

The provisions outlined here are exclusively intended for the removal of life memberships from individuals who are deceased. This bylaw shall not be construed to diminish or nullify the entitlement of a life membership for any other reason, except as explicitly specified in Article II Section 4 of these bylaws.

- a) In the event that the Association is unable to contact a life member after three unsuccessful attempts made in good faith over the course of one year, the membership of such individual may be canceled by the Board.
- b) Prior to canceling a life membership the Association shall make reasonable efforts to locate and contact the member, including but not limited to using the contact information provided by the member at the time of membership enrollment or any subsequent updates.
- c) If the Association decides to cancel a life membership, it shall provide written notice of the canceled membership to the affected member at their last known address, specifying the reasons for the cancellation and the effective date of the cancellation.

Reinstatement of Canceled Lifetime Membership

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- a) A life member whose membership has been canceled may request reinstatement by submitting a written request to the Association. The request for reinstatement shall include the member's full name, contact information, and any relevant details supporting the request.
- b) The Association shall review the reinstatement request in a timely manner, taking into consideration the circumstances surrounding the cancellation and the member's adherence to the Association's policies and rules. If there are issues surrounding the cancellation the Association will bring the issue before the Board.
- c) Upon approval of the reinstatement request, the Board may require the member to pay any outstanding dues or fees as determined by the Board at its discretion.
- d) Once the life member has fulfilled the requirements outlined in this section the Board shall reinstate the life membership, restoring all benefits and privileges previously granted to the member.

Special Provisions for Members Under 18 Years of Age

- a) An individual who becomes a member of the Association under the age of 18 shall gain the right to vote and hold office on their 18th birthday.

Section 2. Individual Qualifications

To obtain an individual membership for the Association, an applicant must meet the following qualifications:

- a) The applicant shall be a citizen of the United States.
- b) The applicant shall not have been convicted of a felony or any crime involving the illegal use, possession, or sale of a firearm.
- c) The applicant shall not be a member of any organization that advocates the overthrow of the government of the United States, including the State of Kansas or that has been designated by the United States government as a terrorist organization.
- d) The applicant shall agree to abide by the bylaws, rules, and regulations of the Association.
- e) The applicant shall agree to use firearms only for legal and legitimate purposes.
- f) The applicant shall pay the required membership fee.

False Information

By submitting an application for membership, the applicant certifies that he or she meets all of the above criteria and understands that providing false information may result in denial of membership or revocation of membership if discovered at a later time. The applicant also acknowledges that membership in the Association is a privilege that may be revoked if he or she violates the rules or regulations of the Association.

Consequences

Consequences for not disclosing disqualifying information to gain membership may include denial of membership, revocation of membership, and potential legal consequences if the false information is discovered and deemed to be fraudulent. Additionally, if a member is found to have provided false information, it may harm the reputation of the Association as an organization and its mission to promote safe and responsible firearms use. Therefore, it is important for all applicants to provide truthful and accurate information when applying for membership in the Association.

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Section 3. Organizational Membership

Qualifications

Any club, association, or business entity that meets the following criteria may apply for organizational membership with the Association:

- a) The organization must operate in accordance with applicable local, state, and federal laws.
- b) The organization must support the goals, values, and objectives of the Association, including the promotion of responsible firearms ownership, education, and advocacy for the Second Amendment in the United States Constitution and Section IV of the Kansas Constitution.
- c) The organization must not engage in activities that conflict with the principles and objectives of the Association.
- d) The Board may, in its discretion, establish other qualifications for organizational membership.

Application and Approval Process

An organization seeking organizational membership shall submit a completed application form to the Association. The application form shall include:

- a) Organization's legal name, address, and contact information.
- b) Any additional documents or information as requested by the Association.

Review

The Association Board shall review the organizational membership applications in a timely manner.

Additional Information Request

The Board reserves the right to request further information or documentation from the applying organization to facilitate the review process.

Determination

The Board shall make a decision on the application based on the organization's reputation, and other factors as determined by the Board. Approval of an organizational member requires a majority vote of the board.

Notice

The decision of the Board shall be communicated to the applying organization in writing within a reasonable period.

Benefits

Upon approval of the organizational membership application, the organization shall be entitled to the benefits and privileges outlined by the Association for organizational members, subject to compliance with the Associations bylaws and policies.

Organizational Membership Dues

Membership dues shall be set by the Board and payable on an annual basis.

Obligations and Responsibilities

Organizational members shall comply with all provisions outlined in the Associations bylaws, policies, and directives.

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Representation

Each organizational member shall designate three (3) individuals as its official representatives to the Association. The representatives shall act on behalf of the organization and shall be responsible for disseminating relevant information and communicating with the Association. These representatives may attend business and member meetings of the Association while representing their organizations.

Termination

The Association reserves the right to terminate an organizational membership if the organization fails to comply with the bylaws, policies, or any other requirements set forth by the Association. Membership in the Association may be terminated by resignation, non-payment of dues, expulsion for cause as described in Article II, Section 4, or by dissolution of the organization.

Special Provisions for Junior Clubs

Junior clubs are defined as clubs with a majority of members under 21 years of age.

Section 4. Expulsion of Members for Cause by the Board

The Board may, by a two-thirds (2/3) vote of the members present at a meeting at which a quorum is present, expel any member for cause. For the purposes of this section, "cause" shall mean any conduct that is detrimental to the interests of the Association, including but not limited to:

- (i) Violation of any of the Association's bylaws, rules, or policies;
- (ii) Conduct that is harmful or injurious to the reputation of the Association;
- (iii) Conduct that is disruptive to the Association's operations or activities;
- (iv) Conviction of a crime involving moral turpitude; or
- (v) Conduct that is contrary to the purposes of the Association.

Right to Defend

Prior to the expulsion of a member for cause, the member shall be given notice of the charges against them and an opportunity to be heard before the Board or a committee appointed by the Board. The member shall have the right to be represented by counsel, to present evidence and witnesses, and to cross-examine any witnesses presented against them.

No Reimbursement

Any member who is expelled for cause shall forfeit all rights and privileges of membership in the Association and shall not be entitled to any refund of dues or fees paid.

Decision is Final

Any decision of the Board to expel a member for cause shall be final and not subject to appeal, except as may be provided by law.

Section does not limit Boards Powers

Nothing in this section shall be construed to limit the power of the Board to suspend or discipline a member for a period of time, or to take any other action that it deems appropriate, in lieu of or in addition to expulsion.

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Rules and Procedures

The Board may adopt such rules and procedures as it deems necessary or appropriate to implement this section, provided that they are not inconsistent with the bylaws of the Association or applicable law.

This section shall be construed and enforced in accordance with the laws of the State of Kansas.

ARTICLE III. MEETINGS

Section 1. Annual Meeting

Time and Place

The annual meeting of the Association shall be held at a time and place determined by the Board.

Notice

Notice either by physical mail or electronic means of the annual meeting shall be given to all members of the Association at least thirty (30) days in advance of the meeting.

Order of Business

The order of business for the annual meeting shall be determined by the Board. The agenda shall include, but not be limited to, reports from officers and committees, the election of directors and officers, and any other business that may come before the meeting.

Voting

Voting at the annual meeting shall be limited to members in good standing. Each member shall be entitled to one vote. Proxy voting shall not be allowed.

Section 2. Special Meetings

Request for Special Meeting by Members

A Special Meeting may be called by a written request of at least ten percent (10%) of the members in good standing of the Association. The members initiating the request will notify the Association of their intent for a special meeting, and the Association shall mail or electronically deliver the petition to all members, giving the membership the opportunity to sign the petition, with the cost of such delivery being borne by the member(s) initiating the request for the special meeting.

Contents of Request

The request for a Special Meeting shall state the purpose of the meeting and shall be addressed to the President of the Association. The request shall also include the names and addresses of the members making the request and the date on which each member signed the request.

Notice of Special Meeting

Upon receipt of a valid request for a Special Meeting, the President of the Association shall cause notice of the meeting to be given to all members of the Association. The President shall state the date, time, and place of the meeting, subject to change on a vote of the Board by two-thirds (2/3) vote. The notice shall state the purpose for which the meeting is called. The notice shall be given not less than thirty (30) days before the date of the meeting.

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Quorum

A quorum for the transaction of business at a Special Meeting shall be fifteen percent (15%) of the members in good standing of the Association.

Conduct of Meeting

The President of the Association shall preside at the Special Meeting. In the absence of the President, the Vice President shall preside. If neither the President nor the Vice President is present, the members present shall elect a chairperson to preside over the meeting.

Order of Business

The order of business at a Special Meeting shall be determined by the President or the presiding officer.

Voting

Each member in good standing of the Association shall have one vote. Proxy voting shall not be allowed. All questions shall be decided by a majority vote of the members present and voting.

Special Meeting for Members Called By the Board

The Board may call a special meeting of the Association membership with an affirmative vote of two-thirds (2/3) of the Board. The meeting notice to the members shall state the purpose for which the meeting is called. The notice can be sent either by mail or electronic means. The notice shall be sent not less than thirty (30) days prior to the special meeting.

Section 3. Quorum

A quorum consists of the members present in good standing and qualified to vote. A quorum shall be necessary, if called, in order to conduct any business at any meeting, annual or special.

Section 4. Rules and Procedures

Unless otherwise provided herein, the rules and procedures of the Association shall be as governed by the most recently published edition of Robert's Rules of Order.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Responsibilities

The Board shall have the responsibility and authority to manage the affairs of the Association in accordance with the provisions of these bylaws.

General Responsibilities

The Board shall have the following responsibilities:

- a) To manage the property, affairs, and activities of the Association in a prudent and responsible manner, and to ensure that the Association's resources are used for the benefit of its members and the community it serves;
- b) to establish and implement policies, procedures, and rules consistent with the purposes and objectives of the Association;
- c) to establish and oversee standing and ad hoc committees as may be necessary to carry out the work of the Association;

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- d) to review and approve the annual budget, and to monitor the Association's financial performance to ensure that it remains financially viable;
- e) to ensure that the Association operates in compliance with all applicable laws, regulations, and ethical standards;
- f) to select, hire, evaluate, and, if necessary, terminate the employment of the Association's Executive Director, and to ensure that the Executive Director is adequately trained and supported to carry out his or her responsibilities;
- g) to review and approve contracts, agreements, and other legal documents related to the Association's operations;
- h) to approve the issuance of memberships, and to establish membership fees and benefits;
- i) to establish and maintain effective communication with the Association's members and other stakeholders, and to ensure that the Association's activities and accomplishments are effectively publicized and promoted; and
- j) to take such other actions as may be necessary or appropriate to advance the purposes and objectives of the Association.

Section 2. Standards of Conduct

In carrying out their responsibilities, the members of the Board shall:

- a) Act in good faith and in the best interests of the Association;
- b) exercise the care, skill, and diligence that a reasonable person would exercise in similar circumstances;
- c) act with integrity, honesty, and transparency;
- d) avoid conflicts of interest or the appearance of conflicts of interest, and disclose any conflicts of interest to the Board in a timely manner;
- e) maintain confidentiality of privileged or confidential information about the Association or its members, except as authorized by the Board or required by law;
- f) avoid engaging in any conduct that could bring disrepute or harm to the Association or its members;
- g) comply with all applicable laws, regulations, and ethical standards; and
- h) act with respect and civility toward other Board members, Association staff, members, and other stakeholders.

Section 3. Compensation

The members of the Board shall serve without compensation, but may be reimbursed for reasonable expenses incurred in the performance of their duties, as approved by the Board.

Section 4. Number, Qualification

The Board shall consist of eight (8) Directors At-Large, four (4) Quadrant Directors and the executive committee. All Board members shall have voting authority. The areas of Kansas including the telephone area codes 620 and 316 in the southern half of the state and area codes 785 and 913 in the northern half of the state and as intersected by US 81 highway, comprising four (4) Quadrants, shall each have a Quadrant Director specifically from and representing that area.

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Section 5. Tenure, Selection

Board Member Elections

Annual Meeting

The Board of the Association shall be elected at the annual meeting of the Association.

Directors

Directors At-Large shall serve two-year terms. Elections for Directors At-Large shall be staggered so that four (4) Directors At-Large shall be elected in even numbered years and four (4) Directors At-Large shall be elected in odd numbered years. Quadrant Directors shall serve two-year terms. Elections for Quadrant Directors shall be staggered so that two (2) Quadrant Directors shall be elected in even numbered years and two (2) Quadrant Directors shall be elected in odd numbered years.

Eligibility

Any member of the Association in good standing shall be eligible for election to the Board.

Voting

Voting for the election of the Board shall be conducted in accordance with the procedures established by the Board.

Term of Office

The term of office of the Board shall commence immediately following the annual meeting at which they are elected and shall continue until their term expires at a future annual meeting when their term is set to end.

Re-election

A member of the Board shall be eligible for re-election for successive terms.

Removal

A member of the Board may be removed from office for cause by a two-thirds vote of the Board.

Resignation

A member of the Board may resign at any time by giving written notice to the President or Secretary of the Association. The resignation shall be effective upon receipt of the notice or at a later date specified in the notice.

Vacancies

Any vacancy occurring on the Board shall be filled by appointment of the President with the majority vote approval of the Board, and the person so appointed shall serve until the next annual meeting of the Association, at which time a successor or the appointee shall be elected for the remainder of the unexpired term.

Quorum

A majority of the members of the Board shall constitute a quorum for the transaction of business.

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Section 6. Meetings

The Board shall meet at least once every quarter at a time and place determined by the President.

Location Requirements

Meetings may be conducted through electronic conferencing or in person.

Notice

Notice of regular Board meetings shall be provided to all members of the Board no later than thirty (30) days before the scheduled meeting date.

Agenda

All regular or special meetings of the Board shall observe the following agenda format:

- a) Call to Order
- b) Roll Call
- c) Announcements from the chairman
- d) Approval of the current meeting agenda
- e) Approval of previous meeting minutes
- f) Open floor for any present KSRA members not on the Board
- g) Old business
- h) New business
- i) Open floor for board members
- j) Open floor for any present members of the executive committee
- k) Closing announcements
- l) Adjournment

Special Board Meetings

The President of the Association may call special meetings of the Board at any time. Special Board meetings may also be called upon the demand of one-fourth (1/4) of the members of the Board. Notice of any special board meeting shall be provided to all members of the Board no later than ten (10) days before the scheduled meeting date.

Section 7. Voting

Each member of the Board shall have one vote.

Vote Threshold

Action by the Board requires the affirmative vote of a majority of the members present and voting, provided a quorum is present.

Proxy

Voting by proxy shall not be allowed.

Rules of Procedure

Meetings of the Board shall be conducted in accordance with Robert's Rules of Order, Newly Revised.

Presiding Officer

The President shall preside over meetings of the Board, or in his or her absence, the Vice President shall preside.

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Records

The Secretary of the Association shall keep a record of all meetings of the Board and shall make the minutes available to all members of the Board.

Section 8. Quorum

General Requirement

A quorum of the Board of the Association shall consist of a majority of the current members of the Board.

Actions Taken Without a Quorum

If a quorum is called for by a member of the Board and a quorum is not present, no business can be conducted except for adjournment. If a quorum is not called by a Board member, the Board may adopt any resolution or take any action on behalf of the Board, except for any removal actions when two-thirds (2/3) of the entire Board would be necessary. Such actions may be taken by any means permitted under Kansas law, including electronic voting, provided that all members of the Board are given reasonable notice and an opportunity to participate in such vote.

Effect of Actions Taken Without a Quorum

Any action taken by the Board without a quorum in accordance with this Article shall be valid and binding on the Association.

Section 9. Removal

The purpose of this bylaw is to provide a procedure for the removal of a member of the Board of the Association for just cause.

Definitions

For the purposes of this bylaw, the following definitions shall apply:

- a) "Just cause" means conduct by a Board Member that is deemed to be in violation of the Association's policies, bylaws, or code of conduct; or other conduct that is detrimental to the interests of the Association.
- b) "Complainant" means an Association member who files a written complaint against a Board Member alleging just cause for removal.
- c) "Respondent" means the Board Member against whom a complaint has been filed.

Complaint Procedure

- a) Any Association member may file a written complaint against a Board Member alleging just cause for removal. The complaint must be signed and dated by the Complainant and include a detailed statement of the alleged conduct that constitutes just cause.
- b) The complaint shall be submitted to the President of the Association, who shall notify the Board of the complaint within 30 days of receipt of the complaint.
- c) The Board shall review the complaint at the next regularly scheduled meeting of the Board. The Respondent or their legal counsel shall be provided with a copy of the complaint and given an opportunity to respond to the allegations in writing or in person at the meeting.
- d) The Board shall consider all evidence presented by the Complainant and Respondent and shall make a determination as to whether just cause for removal exists.

Decision and Removal from Complaint

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- a) If the Board determines with a vote of three-fourths (3/4) of the entire Board that just cause for removal exists, the Board Member shall be given written notice of the decision and the reason(s) for the decision. The notice shall be sent by certified mail to the Board Member's last known address.
- b) The Board Member shall have 30 days from the date of the notice to appeal the decision to the Association membership at a special or annual meeting.
- c) If the Board Member does not appeal the decision or the appeal is denied, the Board Member shall be removed from the Board effective immediately upon the expiration of the appeal period.

Vacancy

- a) In the event of a vacancy on the Board resulting from the removal of a Board Member, the President shall appoint a replacement to serve until the next election.
- b) The replacement shall be chosen from among the Association members who are eligible to serve on the Board, and the appointment shall be subject to the approval of the Board by majority vote.

Grounds for Removal by the Board

Any member of the Board of the Association may be subject to review and potential removal from their position upon meeting any of the following grounds:

- a) Failure to attend three (3) consecutive Board meetings, special meetings, or the annual meeting, without reasonable excuse or justification; or
- b) Failure to perform the duties and responsibilities assigned to them by the Association.

Section 10. Vacancies

Should a vacancy occur on the Board by reason of death, resignation or removal of any director, the vacancy shall be filled as follows:

- a) The President shall appoint a replacement to serve until the next election.
- b) The replacement shall be chosen from among the Association members who are eligible to serve on the Board, and the appointment shall be subject to the approval of the Board by majority vote.

Section 11. Nominating Committee

The purpose of this bylaw is to establish the role and responsibilities of the Nominating Committee of the Association in the nomination process for the Association's officers and directors.

Composition of the Nominating Committee

The Nominating Committee shall consist of no fewer than three (3) members who are in good standing with the Association. The Committee will be chaired by a Board Member, selected by the Board. The members of the Nominating Committee shall be elected by the Board.

Role of the Nominating Committee

The Nominating Committee shall be responsible for selecting a slate of candidates for the Association's officers and directors to be presented to the membership for election at the annual meeting. The Nominating Committee shall consider all qualified candidates and shall select those candidates who, in its judgment, are best suited to serve the Association. Once the slate of candidates has been selected by the Nominating Committee they will present the candidates to the Board. The Board with a majority vote will approve the slate of candidates.

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Publication of the Slate of Candidates

The Nominating Committee shall publish the approved slate of candidates in the Association's official paper or electronic communications no less than forty-five (45) days prior to the annual meeting. The slate of candidates shall include the names of all nominees selected by the Nominating Committee and any additional candidates nominated by the general membership in accordance with the provisions of this section.

Member Nominations

Nominations for officers and directors may be made by the general membership in writing to the Nominating Committee. Such nominations must be submitted no later than sixty (60) days prior to the annual meeting. Member nominations received after this deadline will not be considered.

Nominations from the Floor

Nominations from the floor at the annual meeting shall be limited to those members that were submitted in writing to the Nomination Committee prior to sixty (60) days before the annual meeting. If the first requirement is met then a minimum of five (5) members present at the meeting must endorse the nomination of the nominee for them to be placed on the ballot. No other nominations shall be accepted from the floor.

ARTICLE V. OFFICERS

Section 1. Officer Positions

The officers of the Association shall be a President, Vice President, Secretary, and Treasurer.

Section 2. Qualifications

No person who has been convicted of any crime punishable by imprisonment may serve as an officer of the Association.

Membership Requirement

To be eligible for an officer position, a person must hold a membership in the Association and be a member in good standing.

Limit

No officer may serve in more than one office at a time; except that the office of Treasurer may be also held by the Vice President, Secretary or Executive Director. The Treasurer may serve as Secretary in the absence of the Secretary.

Section 3. Election

The elected officers shall be elected by majority vote of the members attending the Annual Meeting every even numbered year or at any special meeting called for that purpose. Officers and directors shall take office immediately following the annual meeting.

Section 4. Duties

Duties of Officers

President

- a) Shall preside at all meetings of the Association.
- b) Shall exercise general executive supervision over all the Association's affairs.

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- c) The President may sign, with the Secretary or any other proper officer of the Association authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Association.
- d) Shall perform such other duties as may be assigned to him/her by the Board.

Vice President

- a) Shall assist the President in the performance of his/her duties.
- b) In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.
- c) He/she shall be a member of the Board and the Executive Committee and shall perform such other duties as may be required or assigned to him by the President of the Board.
- d) Shall perform such other duties as may be assigned to him/her by the Board.

Secretary

- a) Shall keep a record of all meetings of the Association and of the Board.
- b) Shall see that all notices are duly given in accordance with these By-Laws or as otherwise required.
- c) Shall be custodian of all books, minutes, and records of the Association (except financial records).
- d) Shall be the custodian of the Association's official seal and shall attest to all official documents and resolutions of the Association.
- e) Shall perform such other duties as may be assigned to him/her by the Board.

Treasurer

- a) Shall be the custodian of all funds and securities of the Association.
- b) The Treasurer shall have charge of all funds of the Association and shall deposit the same in the name of the Association in a bank approved by the Board.
- c) Monies for payment of authorized expenditures shall be withdrawn by check or other authorized payment method as approved by the Board.
- d) In the event that either the Executive Director or the Treasurer is unavailable for furnishing signatures on checks, the Board may temporarily authorize the Secretary or other Board Members to sign on behalf of the Association.
- e) Shall keep accurate books of account and fiscal records, and all expenditures shall be supported by receipts or documentation.
- f) Shall, with the assistance of the Executive Director, make quarterly, annual, and other budget reports when required or requested by the Executive Committee or Board.
 - a. All special requests for a financial report shall be made to the Treasurer and Executive Director no less than fourteen (14) days prior to the date the report is needed.
- g) Shall make an annual report to the Association at its annual meeting.
- h) Spending Guidelines
 - a. The Treasurer may approve or make single expenditures under \$100.00 without reporting it to the President and Executive Director.
 - b. The Treasurer shall report all single expenditures made over \$100.00, but less than \$500.00, to the President and Executive Director.

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- c. The Treasurer shall report when multiple expenditures reach a cumulative total meeting or exceeding \$500.00 in a single month to the President and Executive Director.
- d. The Treasurer may not make or approve single expenditures of \$500.00 or more; all single expenditures of \$500.00 or more must be submitted to the President to seek approval from the Board.
- i) Shall perform such other duties as may be assigned to him/her by the Board.

Immediate Past President

Immediate Past President shall serve on the Executive Committee and the Board with one vote. He/She shall primarily serve as an advisor.

Section 5. Vacancies

In the event of a vacancy of any elected officer position of the Association the Board of the Association shall appoint an individual to fill the vacant position until the next regular election. In the event of a vacancy in the office of President, the Vice President shall automatically succeed to the office of President, and the office of Vice President shall be filled as prescribed herein.

Eligibility

The individual appointed to fill a vacancy in an officer position must meet the same eligibility requirements as those for regular candidates for the position.

Term

The individual appointed to fill a vacancy in an officer position shall serve for the unexpired term of the predecessor in office.

Notice

The Association shall provide electronic notice of any officer vacancy to its members within thirty (30) days of the vacancy occurring.

Quorum

A quorum of Board Members must be present to vote on the appointment of an individual to fill a vacancy in an officer position or the calling of a special election.

Section 6. Expulsion or Disciplinary Actions

Expulsion of Board Members for Cause by the Board

(a) The Board may, by a three-fourths (3/4) vote of the Board Members present at a meeting at which a quorum is present, expel any Board Member for cause. For the purposes of this section, "cause" shall mean any conduct that is detrimental to the interests of the Association, including but not limited to:

- (i) Violation of any of the Association's bylaws, rules, or policies;
- (ii) Conduct that is harmful or injurious to the reputation of the Association;
- (iii) Conduct that is disruptive to the Association's operations or activities;
- (iv) Conviction of a crime involving moral turpitude; or
- (v) Conduct that is contrary to the purposes of the Association.

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(b) Prior to the expulsion of a Board Member for cause, the member shall be given notice of the charges against them fifteen (15) days prior to a meeting in which the hearing will take place before the Board. The member shall have the right to be represented by counsel, to face their accuser, to present evidence and witnesses, and to cross-examine any witnesses presented against them.

(c) Any Board Member who is expelled for cause shall forfeit all rights and privileges of membership in the Association and shall not be entitled to any refund of dues or fees paid.

(d) Any decision of the Board to expel a Board Member for cause shall be final and not subject to appeal, except as may be provided by law.

(e) Nothing in this section shall be construed to limit the power of the Board to suspend or discipline a Board Member for a period of time, or to take any other action that it deems appropriate, in lieu of or in addition to expulsion.

(f) The Board may adopt such rules and procedures as it deems necessary or appropriate to implement this section, provided that they are not inconsistent with the bylaws of the Association or applicable law.

(g) This section shall be construed and enforced in accordance with the laws of the State of Kansas.

Section 7. Term of Office

The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, each of whom shall hold office for a term of two years.

Section 8. Media

The only officers and appointees of the Board authorized to speak to the media on behalf of the Association are:

- a) The President
- b) The Vice President
- c) The Executive Director
- d) The Chief Lobbyist
- e) An individual employed by the Association for the purpose of serving as a Director of Communications

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. Members

The Executive Committee shall be composed of elected officers and the immediate past president of the Association.

Section 2. Power and Duties

Authority

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The Executive Committee shall have the authority to make decisions on behalf of the Board when the Board is not in session. The Executive Committee may act in place of the Board with respect to any matter within the Board's authority, subject to review by the Board during its next session.

Interim Officers and Directors

The Executive Committee shall have the power to appoint a member in good standing to act as an interim officer or director (except president) until the office can be filled by the Board or membership.

Section 3. Meetings

The Executive Committee shall meet as needed to conduct Association business and shall keep accurate records of its proceedings.

Section 4. Quorum

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 5. Voting.

Each member of the Executive Committee shall be entitled to one vote. Decisions shall be made by a majority vote of the members present. Proxy voting shall not be allowed.

Section 6. Limitations.

The Executive Committee shall not have the authority to amend the Articles of Incorporation or these Bylaws, to elect or remove officers or directors, to approve a merger or sale of assets, or to take any action that requires the vote of the membership.

ARTICLE VII. DIRECTOR EMERITUS

Section 1. Establishment of Director Emeritus Position

The purpose of this bylaw is to establish a Director Emeritus position within the Association for the purpose of recognizing past directors who have made significant contributions to the Association.

Establishment

The Board may, in its discretion, establish the position of Director Emeritus and appoint individuals to hold such position.

Qualifications

To be eligible for appointment as Director Emeritus, an individual must have previously served as a director of the Association and have made significant contributions to the Association.

Appointment

The appointment of an individual to the position of Director Emeritus shall be made by a vote of the Board.

Term of Office

The term of office for a Director Emeritus shall be for life.

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Rights and Responsibilities

A Director Emeritus shall have the following rights:

- a) Attend all meetings of the Board and all other meetings of the Association.
- b) Participate in all discussions at Board meetings and other meetings of the Association.
- c) Receive all notices and other communications sent to members of the Board.
- d) Have access to all Association records and documents.

Responsibilities

A Director Emeritus shall have no voting rights or formal duties, but may provide advice and counsel to the Board on matters pertaining to the Association.

Section 2. Nomination and Approval Process.

Eligibility

Any member of the Association who has been a member for at least ten years and has provided significant contributions to the organization may be nominated as a Director Emeritus by a member of the Association.

Nomination Process

Any member of the Association may nominate a candidate for the Director Emeritus position by submitting a written nomination to the Board. The nomination must include the candidate's name, address, phone number, and a statement outlining the candidate's qualifications.

Board Consideration

The Board shall consider each nomination received and determine if the candidate meets the eligibility requirements. If the Board determines that the candidate is eligible, they will then consider the candidate's qualifications and contributions to the Association.

Approval Process

If, in the opinion of three-quarters (3/4) of the Board, the nominated candidate possesses the qualifications and contributions required for the Director Emeritus position, the Board may approve the nomination.

Announcement

The Board shall announce all approved nominations for the Director Emeritus position at the next Annual Meeting of the Association.

Section 3. Removal.

Removal of Director Emeritus for Cause by the Board

(a) The Board may, by a two-thirds (2/3) vote of the members present at a meeting at which a quorum is present, expel the Director Emeritus for cause. Notice must be given ten (10) days prior to a meeting in which this vote is set to take place. For the purposes of this section, "cause" shall mean any conduct that is detrimental to the interests of the Association, including but not limited to:

- (i) Violation of any of the Association's bylaws, rules, or policies;
- (ii) Conduct that is harmful or injurious to the reputation of the Association;
- (iii) Conduct that is disruptive to the Association's operations or activities;
- (iv) Conviction of a crime involving moral turpitude; or

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(v) Conduct that is contrary to the purposes of the Association.

(b) Prior to the expulsion of a Director Emeritus for cause, the Director Emeritus shall be given notice of the charges against him or her and an opportunity to be heard before the Board or a committee appointed by the Board. The Director Emeritus shall have the right to be represented by counsel, to present evidence and witnesses, and to cross-examine any witnesses presented against them.

(c) Any Director Emeritus who is expelled for cause shall forfeit all rights and privileges of membership in the Association and shall not be entitled to any refund of dues or fees paid.

(d) Any decision of the Board to expel a Director Emeritus for cause shall be final and not subject to appeal, except as may be provided by law.

(e) Nothing in this section shall be construed to limit the power of the Board to suspend or discipline a Director Emeritus for a period of time, or to take any other action that it deems appropriate, in lieu of or in addition to expulsion.

(f) The Board may adopt such rules and procedures as it deems necessary or appropriate to implement this section, provided that they are not inconsistent with the bylaws of the Association or applicable law.

(g) This section shall be construed and enforced in accordance with the laws of the State of Kansas.

ARTICLE VIII. EXECUTIVE DIRECTOR

Section 1. Establishment of an Executive Director

The Association hereby creates the position of Executive Director.

Section 2. Duties and Responsibilities.

The Executive Director shall have the following duties and responsibilities:

- (a) Shall be in charge of all membership applications including dues and fees collection, the collected monies shall promptly be remitted to the Treasurer.
- (b) Shall issue credentials and indicia of membership as may be required by these By-Laws.
- (c) Shall maintain an accurate roster of all members.
- (d) Shall maintain any software and hardware in use by the Association.
- (e) Shall conduct all official correspondence.
- (f) Shall advocate for policy approved by the Board to the State of Kansas and the United States of America, and to any city, town, county, or other government within the State of Kansas.
- (g) Shall work from an approved budget established by the Board.
- (h) Shall prepare quarterly and annual reports for the President and the Board, and any other reports requested.
- (i) Shall keep accurate accounting of all firearms loaned to or owned by the Association.
- (j) May serve as interim Secretary or Treasurer when vacant.
- (k) Serves as chair of membership and publicity committees.

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- (l) Spending Guidelines for expenditures made outside the regular course of business approved as part of the Association's annual budget:
 - a. The Executive Director may approve or make single expenditures under \$100.00 without reporting it to the President but must report to the Treasurer within 14 calendar days.
 - b. The Executive Director shall report all single expenditures made over \$100.00, but less than \$500.00, to the President and the Treasurer within 14 calendar days.
 - c. The Executive Director may not make or approve single expenditures of \$500.00 or more; all single expenditures of \$500.00 or more must be submitted to the President to seek approval from the Board.

Section 3. Compensation.

The Executive Director shall receive compensation as determined by the Board.

Section 4. Removal.

The Executive Director may be removed for cause from office by a two-thirds (2/3) vote of the Board at any regular quarterly or annual meeting at which a quorum is present and he or she has received at least a fifteen (15) days' notice of intention of the Association to take such action.

(a) The Board may, by a two-thirds (2/3) vote of the members present at a meeting at which a quorum is present, expel the Executive Director for cause. Notice must be given fifteen (15) days prior to a meeting in which this vote is set to take place. For the purposes of this section, "cause" shall mean any conduct that is detrimental to the interests of the Association, including but not limited to:

- (i) Violation of any of the Association's bylaws, rules, or policies;
- (ii) Conduct that is harmful or injurious to the reputation of the Association;
- (iii) Conduct that is disruptive to the Association's operations or activities;
- (iv) Conviction of a crime involving moral turpitude; or
- (v) Conduct that is contrary to the purposes of the Association.

(b) Prior to the expulsion of the Executive Director for cause, the Executive Director shall be given notice of the charges against him or her and an opportunity to be heard before the Board or a committee appointed by the Board. The Executive Director shall have the right to be represented by counsel, to present evidence and witnesses, and to cross-examine any witnesses presented against them.

(c) An Executive Director who is expelled for cause shall forfeit all rights and privileges of membership in the Association and shall not be entitled to any refund of dues or fees paid.

(d) Any decision of the Board to expel the Executive Director for cause shall be final and not subject to appeal, except as may be provided by law.

(e) Nothing in this section shall be construed to limit the power of the Board to suspend or discipline the Executive Director for a period of time, or to take any other action that it deems appropriate, in lieu of or in addition to expulsion.

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(f) The Board may adopt such rules and procedures as it deems necessary or appropriate to implement this section, provided that they are not inconsistent with the bylaws of the Association or applicable law.

(g) This section shall be construed and enforced in accordance with the laws of the State of Kansas.

ARTICLE IX. LOBBYISTS

Section 1. Establishment

The Board may hire lobbyists if the Board believes that it is in the best interest of the Association.

Section 2. Responsibilities

- a) The lobbyist(s) shall represent the political agenda established by the Board to the governments of the State of Kansas and the United States of America, and to any city, town, county, or other government within the State of Kansas.
- b) Lobbyists shall register as lobbyists with governmental regulatory bodies as required.
- c) Lobbyists shall file in favor or against proposed enactments of governmental bodies, as necessary, in accordance to the Association's political agenda.
- d) Lobbyists will be appointed by resolution for a term of one year at the regular meeting of the Board in the fall of each year.
- e) The Board may appoint as many lobbyists as it deems necessary.
- f) Other officers of the board may also be appointed to the office of lobbyist.
- g) If the Board appoints more than one lobbyist, it shall declare one of them Chief Lobbyist.
 - a. The chief lobbyist shall have the authority to make final decisions on lobbying strategy within the scope of the agenda provided by the board.
 - b. The chief lobbyist shall speak to the Board on behalf of all the lobbyists if called upon to make a report.

ARTICLE X. COMMITTEES

Section 1. Committees

Audit Committee

The Association shall have a permanent Audit Committee for the purpose of reviewing the financial records of the Association at least annually.

The officers comprising the Audit Committee shall be the President, the Vice President, the Secretary, and the Treasurer.

- a) The Treasurer shall be the chair of the Audit Committee.
- b) Any issues or errors discovered during the audit shall be corrected in the best method possible, in the most expedient way possible.
- c) The conclusions of the audit shall be reported to the Board at the regular meeting of the Board in the fall of each year. The report shall include at the minimum:
 - a. A summary of the current status of all accounts.

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- b. Tables of all income and expenditures of the Association for the twelve (12) months preceding the month the report is presented.
- c. Any issues or errors discovered during the audit, and what was done as remedy.
- d. Recommendations of the committee and the reasoning for those recommendations.

Additional Committees

- a) Other committees not having and exercising the authority of the Board in the management of the Association may be designated by the Board.
- b) Except as otherwise provided in the resolution or vote creating a committee, the President of the Association shall appoint the members of all committees.
- c) Any member of a committee may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.
- d) Committees shall report their activities to the President no less than fourteen (14) days prior to each of the quarterly meetings of the Board, or upon request.

Committee Terms

- a) Committees shall exist until they expire per the terms of the resolution creating them, or by a resolution of dissolution made by the Board at its discretion.

Chairs of Committees

- a) Except where a chairman is otherwise specified in these bylaws for any committee, one member of each committee shall be appointed chairman by the person or persons authorized to appoint the members of the committee.

Vacancies in Committees

- a) Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Committee Rules

- a) Each committee may adopt rules for its own government and operation not inconsistent of these By-Laws or with rules or directives of the Board.

ARTICLE XI. FINANCIAL AUTHORITY, ANNUAL BUDGETS, CONTRACTS,
CHECKS, DEPOSITS, AND GIFTS

Section 1. Financial Authority and Responsibility

Expenditures

Those officers of the Association who have financial authority per these bylaws shall not make any expenditure of \$500.00 or more without prior board approval.

- a) Requests to the Board for approval for these expenditures shall be made by the President.

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- a. Should the delay caused by waiting for Board approval result in harm to the Association, its interests, reputation, or members, the President may in good faith make an expenditure of \$500.00 or more, provided:
 - i. The President shall first obtain permission from two (2) Board members prior to making the expenditure and;
 - ii. Submits to the Board a full report of the expenditure and the justification for the expenditure made without full Board approval within forty-eight (48) hours of making the expenditure.
- b) Any expenditure made by anyone other than the Treasurer shall be reported to the Treasurer, and all receipts, bids, etc. shall be provided to the same.
- c) All items should be purchased from sources in Kansas when it is practical and fiscally responsible to do so.
 - a. Preference should especially be given to businesses owned by Association members when price and quality is comparable to other sources.

Section 2. Annual Budget

The President, with advice from the Treasurer and Executive Director, shall submit an annual budget proposal for the following year to the Board no fewer than fourteen (14) days prior to the regular meeting held in the fall of each year.

Budget Approval

The Board shall discuss, amend, approve, or reject the budget proposal at the annual fall meeting via resolution.

- a) If the budget proposal is rejected, it shall be sent back to the President and Treasurer for amendment, after which the President will electronically submit the revised proposal to the Board and request approval via action by consent.
- b) All expenditures approved in the annual budget shall not require further authorization from the Board for any reason.

Section 3. Emergency Fund

Within the budget or in a separate bank account, a fund shall be established, grown over time, and maintained to cover emergencies or basic operations in the event of financial hardship.

- a) \$5,000.00 shall be set aside beginning in 2024.
 - a. A minimum of \$1,000.00 shall be added to this initial amount annually, until the fund reaches \$10,000.00, or 150 percent of the previous years' basic operating budget, whichever is highest.
- b) Basic operations shall include, but are not necessarily limited to:
 - a. All regular bills and financial obligations
 - b. Membership supplies
 - c. Gun show supplies
 - d. Annual meeting
 - e. One event during the Kansas legislative session to promote and support legislative efforts
 - f. One event outside of the Kansas legislative session
- c) Any amount used from the fund shall begin being replenished as soon and as rapidly as fiscally responsible.

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Section 4. Contracts

The Board shall have the exclusive authority to approve, execute, and ratify contracts on behalf of the Association. No contract shall be considered valid unless authorized and approved by the Board as outlined in this bylaw.

Authorized Contracting Parties: The following parties are authorized to execute contracts on behalf of the Association, provided that such contracts have received prior approval from the Board:

- a) President: The President of the Association, or in the President's absence, the Vice President acting as President, shall have the authority to execute contracts with the approval of the Board.
- b) Executive Director: The Executive Director of the Association, subject to the supervision and direction of the Board, shall have the authority to execute contracts as may be required for the day-to-day operations of the Association, provided that any such contracts are within the scope of the Executive Director's powers as defined by the Board.
- c) Other Authorized Representatives: The Board may, at its discretion, designate other officers or representatives of the Association with the authority to execute specific types of contracts, subject to the Board's prior approval in each instance.

Section 5. Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, or other evidences of indebtedness issued in the name of the Association may only be signed by the President, the Treasurer or the Executive Director.

Reporting

Any check, draft, or order for the payment of money, or other evidences of indebtedness issued in the name of the Association made by anyone other than the Treasurer shall be reported to the Treasurer, and all relevant documents shall be provided to the same.

Section 6. Deposits

All funds of the Association shall be deposited to the credit of the Association in the banks, trust companies, or other depositories as the Board may select.

Separation of Funds

Special care shall be taken to ensure fidelity to all state and federal laws regarding the separation of corporate funds and political action committee funds.

Reporting

All funds of the Association deposited to the credit of the Association by anyone other than the Treasurer shall be reported to the Treasurer, and all relevant documents shall be provided to the same.

Section 7. Gifts

The Board, President, or Executive Director may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

Giving of Gifts

The Board may give gifts at its discretion, as authorized by a resolution.

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Section 8. Violations of Article XI Provisions

Due to the financial nature of this section, any violation of Article XI provisions may be considered grounds for immediate dismissal from the Association, and may result in legal action against the offender, at the discretion of the Board.

ARTICLE XII. BOOKS AND RECORDS

Section 1. Books and Records

Duplicate copies of the following records from the previous three (3) years shall be kept in good order, in a binder, set of binders, secure online database or in a portable file, by the President, Secretary and Executive Director:

- a. Budgets and account summaries
- b. Minutes of Board meetings and meetings of Board committees
- c. All resolutions, actions of consent, and other enactments of the Board
- d. Bylaws and all amendments made to the bylaws
- e. The President's reports to the Board
- f. The audit committee's reports to the Board
- g. Conflict of interest declarations
- h. Reports to the Secretary of State
- i. Tax filings
- j. Contracts and bids.
- k. An up-to-date list of all login information for all technological resources, banking accounts, etc.
- l. An up-to-date list of all vendors and suppliers
- m. An up-to-date contact list of all members of the Board, Executive Committee, or other Officers and associates of the Association.
- n. An up-to-date list of contact information for important individuals the Association conducts business or has other dealings with on a semi-regular or more frequent basis, such as legislators, NRA officials, etc.
- o. The Corporation's Articles of Incorporation
- p. An up-to-date history of the organization, to include past members of the Board, presidents, and executive committees, significant accomplishments and activities, etc.

Records

Copies of all documents older than three (3) years shall be kept by the Secretary, Treasurer or Executive Director, depending on the nature of the documents, and at the Association's office.

- d) If there is no Secretary, the Secretary's files shall be kept by the Vice President.
- e) If there is no President, the President's files shall be kept by the Vice President.
- f) These records shall be updated at the regular meeting of the Board in the fall of each year.

Record Request

A Director of the Board is entitled to inspect and copy the books, records, and documents of the Association at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Association.

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ARTICLE XIII. INDEMNIFICATION

Section 1. Indemnification of Directors, Officers, and Employees

The Association may indemnify any director or officer of this Association, and each director or officer of this Association who is serving or who has served, at the request of this Association, as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against expenses, including attorneys' fees, judgments, penalties, fines, settlements, and reasonable expenses, actually incurred by such director or officer relating to his/her conduct as a director or officer of this Association or as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, except that such indemnification shall not apply (i) to a breach of that person's duty of loyalty to the Association, (ii) to acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for a transaction from which that person derives an improper personal benefit.

Section 2. Determination to Indemnify

Any indemnification provided for in this article (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he/she had met the applicable standard of conduct set forth in this article above. Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Board by vote as set forth in (i) above, or, if the requisite quorum of the full Board cannot be obtained therefore, by a majority vote of the full Board, in which selection directors who are parties may participate.

Section 3. Indemnification Not Exclusive Remedy

The indemnification provided in this article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 4. Advancement of Expenses

The Association may pay all expenses incurred by any director, officer, employee, or agent of the Association, in defending any action, suit, or proceeding, in advance of the final disposition of such matter, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as authorized by this bylaw.

Section 5. Insurance

The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this bylaw.

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ARTICLE XIV. AMENDMENTS

Section 1. Amendment

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two (2) business days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting and such notice indicates the substance of the intended changes to the bylaws. The Association will notify the membership of the bylaws change either by mail or electronic means.

Editing

Good faith corrections of numbering, formatting, spelling, grammar, syntax, or punctuation shall not be considered an amendment and may be made by the Secretary if an error is noticed, so long as the meaning of the corrected item is not altered in any way.

- a) The Secretary shall inform the President and the Vice President if they make any such corrections.

ARTICLE XV. SUPREMACY OF THE BYLAWS

Section 1. Supremacy

The most recent version of the bylaws is supreme to all versions previous. All enactments of the Board under previous versions of the bylaws are past, complete, and considered settled, and provisions from previous versions may not be used as the basis for debate under the most recent version.

These bylaws adopted effective the **(Day) day of (Month), 2024.**

KANSAS STATE RIFLE ASSOCIATION, INC.

By: _____
Travis Couture-Lovelady, President

By: _____
Michael Bogina, Vice President

By: _____
Megan Hilbish, Secretary

By: _____
Kelly Arnold, Treasurer