



BYLAWS

Michigan Rifle & Pistol Association

ARTICLE I – NAME

The name (the “Association”) of this corporation shall be the “MICHIGAN RIFLE & PISTOL ASSOCIATION”.

The Articles of Incorporation for this corporation have been filed with the State of Michigan in accordance with section 223 of the Michigan Non - Profit Corporation Act.

ARTICLE II - PURPOSES AND OBJECTIVES

The primary purpose of the Association is charitable and educational endeavors within the meaning of section 501(C)(3) of the Internal Revenue code. The Association shall promote and coordinate: (1) the proper organization, operation and administration of affiliated clubs; (2) state wide activities related to the ownership and lawful use of firearms; (3) and to cooperation with other organizations in the conservation of our wildlife resources within the State of Michigan and throughout the United States.

More specifically, these purposes shall include, but are not limited to the following objectives:

- A. The protection and defense of the inalienable constitutional right of the individual American citizen to acquire, transport, possess, carry, and transfer ownership of arms, in order that the people may exercise their right to self preservation and defense of family, person and property, as well as defend the Nation and the individual liberty of its citizens.
- B. The promotion of marksmanship practice and the safe handling of firearms, both as a sport and as a fundamental aspect of national defense.
- C. The promotion of organized competitive rifle and pistol shooting among the residents of the State of Michigan.
- D. The encouragement of the acceptance of marksmanship as a major competitive sport in the state's publicly and privately endowed school systems, at all levels.
- E. Assisting in the planning, construction, acquisition, and preservation of shooting ranges of all types.
- F. Supporting the Civilian Marksmanship Program and encouraging member clubs to enroll and participate in that program.
- G. Promoting the highest degree of sportsmanship and good fellowship among membership of the Association, and preventing the occurrence or tolerance of unsportsmanlike conduct.
- H. Supporting the conservation and wise use of our wildlife and other natural resources, and cooperating with conservation organizations.
- I. Supporting public safety, law and order.

ARTICLE III – MEMBERSHIP

Section 1 - Classes of Membership

Membership in the Association shall be composed of two classes: (1) Individuals, and (2) Affiliated Organizations. Members shall pay such dues as may be set by the Board of Directors for the respective classes of membership and shall meet all other requirements of membership as set forth in this Article.

Section 2 - Individual Membership

A. Individual Membership shall be open to all citizens or residents of the United States, or countries friendly to the United States, who are of good repute, who have never been convicted of a crime of violence, who subscribe to the purposes and objectives of the Association, and who meet the specific requirements for the type of membership for which application is made.

B. Types of Individual Membership include the following:

1. Annual Membership shall be open to any adult meeting the requirements of Section 2 (A) who makes application on the prescribed form, pays the required dues, and otherwise meets all criteria for such membership.
2. Junior Membership shall be open to any person who has not yet achieved his twenty-first (21st) birthday, and who otherwise meets the qualifications for membership. Such members shall not be eligible to hold office, but may vote and serve on committees.
3. Non - Resident Annual Membership shall be open to any person who meets the qualifications for membership, except for residency in the State of Michigan. Such members shall exercise all privileges of membership, except the right to vote and hold office.
4. Life Membership shall be open to any resident of the State of Michigan upon payment of twenty times the annual dues or upon donation of a trophy or property of equal or greater value. A past President may be awarded a Life Membership by a majority vote of the Board of Directors in recognition of outstanding service to the Association. The Secretary - Treasurer shall make a list of all current Life Members available to all Officers and Directors of the Association.

Membership shall run for the calendar year. If new membership application is taken after October 1st, shall also be valid for the following calendar year.

Section 3 - Affiliated Organization Membership

Affiliated Organization Membership shall be open to all legally organized and operating organizations, within the State of Michigan, which have five or more members who subscribe to the purposes and objectives of the Association which make application and tender the required dues. Such membership shall be for a period of one calendar year

Section 4 - Rights and Privileges of Membership

- A. Individual Members shall have the right to receive Association publications, attend and be heard at all meetings of the Association, compete in any matches or competitions sponsored by the Association for which they otherwise meet match eligibility standards, and exercise such other rights and privileges as may accrue to members of the Association.
- B. Annual and Life Members shall have the right to vote in all matters that are put to a vote of the membership, and shall also have the right to hold any office of the Association for which they are otherwise eligible.
- C. Affiliated Organization Members shall have the privilege of entering a team or teams in competition for Association trophies according to those as may be established by the Board of Directors. Affiliated Organization Members shall, after making proper application and receiving approval by the Board of Directors, also have the privilege of conducting State Championship competitions on behalf of the Association.

Section 5 - Voting

Each member in good standing and each affiliated club shall be entitled to cast one vote on any matter which may come before any Annual or Special Meeting of the Association. All voting shall be done in person and not by proxy. No member who is in arrears on any payments to the Association shall be eligible to vote. Cumulative voting is prohibited.

Section 6 - Expiration, Suspension and Expulsion

- A. If dues remain unpaid, Membership in the Association shall automatically terminate on December 31.
- B. A member may be suspended or expelled from membership for cause in the Association by a majority vote of the Board of Directors.
- C. No vote on suspension or expulsion of a member may be taken unless the Secretary/Treasurer shall have sent to the accused member the following document: (1) notice of the proposed suspension or expulsion; (2) the charges which are thought to merit such action; and (3) notification of the members right to request a hearing on the charges. These documents shall be sent by first - class mail not less than fifteen (15) days before the date of the meeting of the Board of Directors at which the vote on suspension or expulsion will be taken.

If the member does not request a hearing on the charges, he will be deemed to have waived his right to a hearing on the matter and indicated his willingness to abide by the decision of the Board of Directors. If the member requests a hearing, the Board of Directors must convene a hearing within thirty (30) days at which the accused member shall have the right to confront his accusers, examine witnesses, and present evidence bearing on the charges.

The location of the hearing shall be at a site practicable for both the accused and the Board of Directors, as determined by the Board of Directors. At the completion of the hearing, the Board of Directors by majority vote may: (1) affirm the charges and impose a suspension or expulsion; (2) affirm the charges and impose some lesser penalty; or (3) reject the charges.

- D. Charges against a member maybe brought by any member of the Association in good standing, but they must be made in writing with supporting documents, if any, attached to the written charges. Charges should be submitted to the attention of the Secretary/Treasurer or President of the Association. If the charges are made against involving the Secretary/Treasurer and / or President, then they should be submitted to the next highest official.
- E. Any person who has been suspended by the Association shall not be permitted to hold office, vote, or participate in competition until his suspension can be reviewed in accordance with Article III Section 6.

Section 7 - Resignation

A member may resign from the Association by sending his resignation in writing to the Secretary/Treasurer of the Association. In the case of an Affiliated Club Member, a resignation must be in writing accompanied by a resolution of resignation adopted by a majority vote of the Affiliated Club's Board of Directors. Resignation shall not release a member from any financial obligations to the Association nor shall any member be entitled to any refund of dues or fees paid to the Association.

ARTICLE IV MEETINGS OF THE ASSOCIATION

Section 1 - Annual Meetings

The Association shall conduct a meeting within the first seventy - five (75) days of the calendar year for the election of Officers and Directors and the transaction of such other business as may properly come before the meeting. The Board of Directors shall determine the exact date, time, and place of this meeting. Not less than thirty (30) days before the meeting a notice shall be sent to all members that states the date, time, and place of the annual meeting. Service of the notice of the annual meeting upon the members of the Association may be accomplished either through the Association's official journal or by notice of mailing by first class with the postmark date of the notice being not less than thirty (30) days before the meeting.

Section 2 - Special Meetings

Special meetings of the Association may be held at any time, upon the call of the President, a majority of the Board of Directors, or upon petition of twenty percent (20%) of the members in good standing of the Association. A Petition by the membership shall state the purpose of any proposed special meeting. Notice of the meeting shall be provided through the Association official journal or by first class mail to each of the members of the Association postmarked at least fifteen (15) days before the meeting.

Section 3 - Quorum

At any annual or special meeting, a quorum shall consist of one - third (1/3) of the members of the Association entitled to vote. If the general membership exceeds seventy - five (75) qualified voters, a minimum of twenty five (25) will be sufficient to constitute a quorum.

Section 4 - Order of Business - Annual Meeting

- A. Collection of annual dues.

- B. Distribution of minutes of the previous annual meeting and the report of the Secretary/Treasurer to each qualified member present.
- C. Meetings of each of the Divisions, chaired by the respective Director and any qualified members interested in or participating in the activities of the respective Divisions. A member of Association may vote in only one Division election for a Director.
- D. Role call of Officers and Directors.
- E. Determination of a quorum.
- F. Approval of the minutes of the previous annual meeting.
- G. Auditors Report of the Associations transactions for the preceding year.
- H. Approval of the financial report.
- I. Reports by the Division Directors on the activities of each Division, Division finances, and submittal of lists of all property held.
- J. Report of the standing committees.
- K. Unfinished business.
- L. New Business.
- M. Report of the Nominating Committee.
- N. Election of Officers and Directors.
- O. Announcements for the good of the Association.
- P. Installation and swearing in of new Officers and Directors. They shall recite” I solemnly swear to uphold the Bylaws of the Association and will diligently perform the duties of the office with which I have been entrusted”.
- Q. Adjournment.

ARTICLE V - THE BOARD OF DIRECTORS

Section 1 - Composition

The Board of Directors shall consist of nine (9) members that shall include the President, Vice President, the Secretary/Treasurer and the six (6) Division Directors elected as provided in this Article by members of the Association who are entitled to vote.

Section 2 - Term of Office

Beginning in 2005, the President, Vice - President, and Secretary/Treasurer shall be elected to two (2) year terms.

The election of Directors shall be staggered. In 2005, the Blackpowder, Highpower, and Long Range Directors shall be elected to a one (1) year term, the Pistol, Silhouette, and Smallbore Directors shall be elected to a two (2) year term. The term of office for any Director elected in

2006 and thereafter shall be two (2) years with three (3) Directors elected in each year. Each Director shall serve until his successor is elected and qualified.

Section 3 - Powers and Duties

The governing body of the Association shall be the Board of Directors. The Board of Directors shall have overall supervision, control, and direction of the business of the Association, its committees, and publications; shall determine its policies or changes to them; shall actively prosecute its objectivess and supervise the disbursement of its funds; and shall establish the dues and fees to be paid by the Association members. The Board may adopt such rules and regulations that is deems necessary and proper to conduct the business of the Association.

Section 4 - Regular Meetings

Upon proper notice being given, the Board of Directors shall meet to transact business of the Association not less often than twice a year.

Section 5 - Special Meetings

Special meetings of the Board of Directors may be called by the President or by a signed petition of not less than one - third (1/3) of the Board of Directors. The petition shall state purpose of the special meeting. The President shall determine the date, time and place of the special meetings

Section 6 - Quorum

At all meetings of the Board of Directors a majority of the Board shall constitute a quorum.

Section 7 - Proxy Voting

All votes at meetings of the Board of Directors shall be cast in person and not by proxy. This Section shall not preclude the use of mail ballots as defined by these bylaws.

Section 8 - Nomination and Election Procedures

At least thirty (30) days before the Annual Meeting, the Board of Directors shall require the President to appoint a Nominating Committee consisting of one (1) member from each Division. At the Division meetings before the Annual Meeting, the Nominating committee Members shall meet with the Division Directors and the members participating in the Division meetings. They shall provide to each Division a list of Officers and Directors whose offices are vacant, and receive and list the nominations from these Division Meetings.

At the Division meetings, each Division shall nominate and elect a Director for its own Division. The election shall be subject to ratification by the membership at the Annual meeting.

All nominees must be present at the Annual Meeting to be eligible for election, or, if unable to be present, must submit a letter of acceptance of the nomination to the Secretary/Treasurer. All members nominated to be an Officer or Director must be Annual or Life Members of the Association for at least five (5) consecutive years. The nominees for Division Director must have experience or competitive classification within that Division's shooting discipline. The Nominating Committee shall verify the qualifications of every nominee. Since all qualified voting members will have been asked for nominations by the Nominating Committee at each Division Meeting preceding the Annual Meeting, there shall be no nominations from the floor at the Annual Meeting.

The Chairman selected by the Nominating Committee shall submit these nominees to the voting membership at the Annual Meeting. If there are more nominees than vacant positions, the vote shall be done by secret ballot.

Officers and Directors shall be elected by a majority vote of those members present who are entitled to vote. Nominees to uncontested vacancies shall be declared elected by unanimous ballot.

Section 9 - Suspension or Removal of Directors

The Board of Directors may, at its discretion, by affirmative vote of two - thirds (2/3) of its members, suspend or remove any Director for cause by following the same procedure to suspend a Member as stated in Article III, Section 6(c).

Section 10 - Vacancies

If a vacancy occurs on the Board of Directors, the President, with the concurrence of a majority of the Board of Directors, shall appoint a Member who shall serve until the next regular election of the Board of Directors.

Section 11 - Voting by Mail

Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board may be taken without a meeting if, before or after the action, all members of the Board consent to it in writing or by verified electronic mail. If the action is approved by less than unanimous written consent, a copy of the action signed by the approving members shall be given to those members who have not consented to the action. The written consent shall be filed with the minutes of the proceeding of the Board. The consent has the same effect as a vote of the Board for all purposes.

Section 12 - Voting by Conference Call

A member of the Board may participate in a meeting by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other if deemed appropriate by Board members. Participation in a meeting pursuant to this subsection constitutes presence in person at the meeting.

Section 13 - Compensation of Directors

No Director shall receive any compensation, for duties as a member of the board of directors. A director shall be entitled to reimbursement for expenses incurred as a director on behalf of the Association as authorized or approved by the Board of Directors.

Section 14 - Indemnification

A. **Nonderivative Actions.** Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a Director or officer of the corporation or who was or is serving at the request of the corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless

against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

- B. Derivative Actions.** Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a Director or officer of the corporation, or (b) the person was or is serving at the request of the corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.
- C. Expenses of Successful Defense.** To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections Section 1 or Section 2 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.
- D Contract Right; Limitation on Indemnity.** The right to indemnification conferred in this article shall be a contract right and shall apply to services of a Director or officer as an employee or agent of the corporation as well as in such person's capacity as a Director or officer. Except as provided in Section 3 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

ARTICLE VI - OFFICERS

Section 1 - Number and Election

The Officers of the Association shall consist of a President, Vice President, and a Secretary/Treasurer. Nomination and election procedure shall be that specified in Article V,

Section 8. Officers must be Annual or Life Members in good standing of the Association, and at least twenty - one (21) years of age. No officer may hold more than one office simultaneously, except that each Officer shall be a Director. The Board of Directors may establish other appointive offices as it deems proper to conduct the business of the Association.

Section 2 - Powers

A. President. The President shall serve as Chairman of the Board of Directors, and shall preside at all meetings of the membership, board of director and committees. He shall serve as a member, ex - officio, with right to vote, on all committees except the Nominating Committee. He shall make all required appointments of committees as well as their chairpersons, subject to confirmation by the Board of Directors.

At the Annual Meeting of the Association, and at such other times as he deems proper, the President shall communicate to the members, in person or through the Official Journal, such matters and make such recommendations as may in his opinion tend to promote the welfare and objectives of the Association, and he shall perform all such other duties as usually pertain to this office or which shall be assigned to him by the Board of Directors.

B. Vice President. The Vice President shall perform the duties of President in his absence, at his request, or in the event of his inability or refusal to act. He shall perform such other duties as may be assigned to him by the President.

C. Secretary/Treasurer. The Secretary/Treasurer shall:

1. Attend and keep minutes of all membership and Board meetings.
2. Be responsible for providing notice to each Director as required by law, the articles of incorporation, or these bylaws.
3. Be the custodian of corporate records.
4. Shall attest to all official documents and resolutions of the Association.
5. Issue such credentials of membership as may be required by these By - Laws, or as directed by the Board of Directors.
6. Receive all applications for membership in the Association.
7. Keep a register of the names and addresses of each officer and Director and maintain an accurate roster of all current members, including Life Members, in good standing, including their mailing addresses, and such other information as may be required by the Board of Directors.
8. Conduct all official correspondence, such as notifying members of their appointments to committees and annually submit the re - affiliation notice to the National Rifle Association.
9. Unless otherwise authorized by these bylaws or the Board of Directors, be solely responsible for signing all documents and certification on behalf of the Association.
10. Have charge and custody over corporate funds and securities.
11. Shall be responsible for the collection of all dues, fees, and assessments.

12. Keep accurate books and records of corporate receipts and disbursements.
13. Receive, have in charge, and be responsible for all money, bills, notes, bonds, and like property coming into his possession belonging to the Association.
14. Establish and maintain proper accounting standards for the handling of the Association's funds, and shall be responsible for the keeping of the funds in such banks, and other financial institutions and / or investment media, as shall be determined by the Board of Directors.
15. Deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the Board.
16. Complete all required corporate filings.
17. Report on the financial condition of the Association at all meetings of the Board of Directors, at the Annual Meeting, and at such other times as requested by the President.
18. For assisting a firm of Certified Public Accountants, selected by the Board of Directors, in conducting an annual compilation, review or audit, as directed by the Board of Directors, of the Associations books of account, and preparing a statement of financial condition as of the close of each fiscal year, and shall furnish a copy of such statement, together with the compilation, review or certificate of audit, to each member of the Board of Directors.
19. Serve as Chairman of the Budget and Finance Committee.
20. Perform all duties incident to the office and other duties assigned by the Chairperson or the Board.

At the expiration of his term of office, the Secretary/Treasurer shall promptly deliver to his successor all books, money, and other property of the Association in his charge, or, in the absence of a successor, he shall deliver such properties over to the President.

Section 3 - Vacancies

In case a vacancy shall occur in the office of President, the Vice President shall be elected by the Board of Directors to serve as President for the balance of the term.

In the event of a vacancy in any other office, the vacancy shall be filled by a majority vote of the Board of Directors.

Section 4 - Suspension and Removal

The Board of Directors may, in its discretion, by affirmative vote of two - thirds (2/3) of its members, suspend or remove any Officer for cause, by following the procedure for suspension of a Member as stated in Article III, Section 6 (c). Any suspension or removal from office shall have no effect upon the Officer's status as a member of the Association.

Section 5 - Compensation of Officers

No Officer, except the Secretary/Treasurer, shall receive any compensation, but all such persons shall be entitled to reimbursement for expenses incurred on behalf of the Association, as authorized or approved by the Board of Directors.

The Secretary/Treasurer shall be compensated on a fee basis, for services rendered, as determined by and subject to the approval of the Board of Directors.

ARTICLE VII COMMITTEES

Section 1 - Committees

The President shall appoint the members of the following standing Committees:

- A. Budget and Finance, whose purpose is to recommend to the Board of Directors policy to maintain fiduciary responsibility, fundraising, programs to maintain the appropriate financial condition of the Association and meet the financial needs of the Association that are consistent with the Association's objectives.
- B. Women's, Junior and Club programs, whose duties are to recommend to the Board of Directors programs that will support educational and shooting sports activities for women and youth within the Association and to continue approved programs.
- C. Membership, whose duties are to recommend to the Board of Directors programs to maintain and increase the membership of the Association, to provide member services and to continue approved existing programs.
- D. Nominating, whose duties are set forth in Article V, Section 8.

Section 2 - Special Committees

The President may establish such special committees as he deems necessary and shall appoint the members of them.

Section 3 - Reporting Requirements

At least once each year, every committee shall submit a written report to the President, with a copy to the Secretary/Treasurer, and shall report at such other times as requested by the President. Committees may also make reports or recommendations in person or in writing to the Board of Directors at any regular or special meeting.

Section 4 - Divisional Committee Structure

Each shooting discipline shall consist of a Divisional Director and four (4) committee members. Committee members shall be elected at the Division meeting held before the Annual Meeting. Each Division shall elect two (2) committee members each year who shall serve a two (2) year term. A member of the Association may participate in the election of a Director and committee persons for only one Division.

ARTICLE VIII FINANCE

Section 1 - Fiscal Year

The fiscal year of the Association shall be the calendar year.

Section 2 - Budget

With the recommendations of the Secretary/Treasurer, the Board of Directors shall adopt in advance of the next fiscal period an annual operating budget covering all activities of the Association.

Section 3 - Audit

The accounts of the Association shall have an annual compilation, review or audit by a Certified Public Accountant selected by the Board of Directors, who shall provide a report to the Board.

ARTICLE X – CONFLICT OF INTEREST

Section 1 - Disclosure

If there is any possibility of a conflict of interest between a board member and the Association, such conflict shall be disclosed to the other members of the board and made a matter of record at the first available meeting after the potential conflict is discovered.

Section 2 - Participation

Upon disclosing such conflict of interest, the affected shall not be physically present during any discussions of the conflicting matter and shall not vote on any such matter. The minutes to the meeting shall reflect the disclosure made, that the member left the meeting during discussion of the matter and did not participate in the vote. The for going requirement should not be construed as preventing the board from questioning the board member with conflict and in order to obtain as much knowledge as possible concerning the matter. Board members shall be obligated to disclose to the other members any reason known to that member why the contract or other transaction is not in the best interest of the association.

ARTICLE XI – DISSOLUTION

Section 1 – Distribution of Assets to another organization

Upon the winding up and dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to a non profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established a tax exempt status under section 501(C)(3) of the Internal Revenue Code.

Section 2 – No Distribution of Assets to Director or Officer

Except compensation for services rendered in to make payment and distribution to further the purposes of the Association as set forth in these bylaws, no part of the net earnings of the Association shall be distributed or inure to the benefit of any director or officer of the Association, contributor or individual, nor to any organization organized and operated for profit.

Section 3 – No Distribution to Members

The Association shall use its funds only to accomplish the objectives and purposes specified in these By - Laws and no part of said funds shall inure, or be distributed to the members of the Association. Should it be found necessary to dissolve the Association, a two - thirds vote of the

members at Annual or Special Meeting of the Association shall be required for dissolution. Upon dissolution, after payment of all outstanding obligations, any funds or assets remaining shall be forwarded to the National Rifle Association of America.

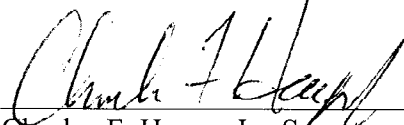
ARTICLE XII - AMENDMENTS

These Bylaws may be amended or repealed by a two - thirds (2/3) vote of the members, entitled to vote, present at any Annual Meeting of the Association duly called and regularly held, notice of such proposed changes having been sent in the Official Journal to the members entitled to vote thereon not less than thirty (30) days before such meeting. Amendments may be proposed by the Board of Directors on it's own initiative, or by petition by any twenty (20) members entitled to vote, addressed to the Secretary/ Treasurer, and received not less than sixty (60) days before any Annual meeting. The Board of Directors shall present all such proposed amendments to the Membership with or without recommendation. The Secretary/Treasurer shall send the amended By - Laws to all members of the Association as soon as possible.

These Bylaws of the Michigan Rifle & Pistol Association are adopted as amended on Feb 1st, 2004.



Leo Cebula, President of the Board of Directors
Michigan Rifle & Pistol Association



Charles F. Hayes, Jr., Secretary of the Board of Directors
Michigan Rifle & Pistol Association