

**CONSTITUTION  
AND  
BY-LAWS  
OF  
UNITED BOWHUNTERS OF MISSOURI, INC.**

**ARTICLE I**

**NAME AND OFFICE**

**Section 1: Name.** The name of this corporation shall be UNITED BOWHUNTERS OF MISSOURI, INC.

**Section 2: Principal Office.** The principal office of the corporation shall be in the State of Missouri and the initial office shall be at Route 4, Harrisonville, Missouri, 64701

**Section 3: Registered Office and Agent.** The corporation shall have, and continuously maintain, in the State of Missouri, a registered office and a registered agent whose office is identical with such registered office.

**ARTICLE II**

**MEMBERS**

**Section 1: Classes of Membership.** The corporation shall have five classes of members. The designation of each such class and the qualifications and rights of the members of each such class are as follows:

- a. **Individual / Family Membership:** The individual or family membership shall be granted to any individual or family upon application to and approval by the Membership Committee and upon payment of dues in the amount set by the Board of Directors.
- b. **Business Membership:** A business membership shall be granted to any business establishment or corporation upon application to and approval by the Membership Committee and upon payment of dues in the amount set by the Board of Directors and that business membership does not include voting privilege within the organization.
- c. **Lifetime Charter Membership:** A lifetime charter membership will not be granted after March 11, 1995.

- d. **Lifetime Membership:** A lifetime membership shall be granted to any individual upon application to and approval by the Membership Committee and upon the payment of dues as set by the Board of Directors.
- e. **Honorary Lifetime Charter Membership:** An honorary lifetime membership shall be granted to any individual receiving a vote of two-thirds (2/3) of the entire Board of Directors.

**Section 2: Dues.** Dues shall be established by the Board of Directors for each class of membership. Thereafter, any change in the amount of dues charged any member shall require a vote of two-thirds (2/3) of the entire Board of Directors .

**Section 3: Termination of Membership.** Membership in the corporation may be terminated for conduct detrimental to the purposes of the corporation or for any violation of the constitution and by-laws of the corporation. Any member may be, by a vote of two-thirds (2/3) of the entire Board of Directors, suspended for a time to be determined by the Board of Directors or expelled permanently for such conduct or violation. The member may be reinstated upon appeal by a vote of two-thirds (2/3) of the district representatives sitting as a Board of Appeals. The Board of Directors shall notify the member, in writing, at least thirty (30) days prior to any suspension or expulsion of the member. If the member desires reinstatement the member must appeal, in writing, to the Board of Appeals within thirty (30) days after the effective date of the suspension or expulsion.

**Section 4: Voting Rights.**

- a. Each member, who shall, by application, be approved by the Membership Committee, shall be entitled to one (1) vote on each matter submitted to a vote of the members. A voting member is the person to whom the family membership is registered.
- b. A member may vote in person, by proxy, or by absentee ballot. A proxy must be executed, in writing, by the member or by his duly authorized attorney-in-fact within not more than eleven (11) months prior to the date of election. An absentee ballot must be submitted to the President, in writing, prior to the date of the election. Such absentee ballot must designate the specific issue on which it is being cast and must be signed and dated by the member.

**Section 5: Meetings.** Meetings of the members of the corporation shall be held at such place or places and at such time or times as shall be provided herein.

- a. An annual meeting of the members of the corporation shall be held on the first Friday in April of each year, commencing at the hour of 6:30 p.m., at the registered office of the corporation, or at such other time or place as may be set by the Board of Directors.

- b. Special meetings of the members may be called by the President, the Board of Directors, or a District Representative.
- c. Written notice of the place, day and hour of the meeting and, in the case of a special meeting, of the purpose or purposes for which the meeting is called shall be delivered not less than five (5) nor more than forty (40) days prior to the date of such meeting to each member entitled to vote at such meeting. Said notice must be postmarked no less than seven (7) days prior to meeting date. Meetings not in compliance with Article II, Section 5 will not be recognized as official meetings.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

**Section 1: General Powers.** The business and affairs of the corporation shall be managed by its Board of Directors.

**Section 2: Number, Tenure and Qualifications.** The number of Directors of the initial Board of Directors shall be eight (8). The initial Board of Directors shall by majority vote, as soon as possible, select a ninth (9th) Director to the Board. Thereafter, the Board of Directors shall consist of nine (9) Directors. The Directors named in the Articles of incorporation and the ninth (9th) elected by the Board of Directors shall hold office until the first annual meeting of the members immediately preceding the second anniversary of the date of incorporation of this corporation or until their successors are elected and qualified. At the end of not more than four (4) years, the original Board will step down at staggered intervals with three (3) Board members each year being replaced by three (3) new elected Board members. This process to be completed at the end of three (3) years. This is to be completed by May nineteen hundred and ninety four (1994).

**Section 3: Regular Meetings.** A regular meeting of the Board of Directors shall be held without other notice than this constitution and by-law, on the first Friday in the month of April in each year at the hour of 7:30 p.m. A notice of any change of meeting date, time and place will be postmarked not less than seven (7) days by mail or five (5) days by telephone, prior to changed date, time and place.

**Section 4: Special Meetings.** Special meetings of the Board of Directors may be called by, or at the request of, the President, any active Board of Director, or a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board of Directors called by them.

**Section 5: Notice.** Notice of any special meeting of the Board shall be postmarked at least seven (7) days by mail or five (5) days by telephone prior to special meeting. Notice may be given by mail, telephone, personal delivery or by telegram to each Director as his name appears on the records of the corporation. Any Director may waive notice of any meeting.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 6: Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but, if less than such a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 7: Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. The Board may also act by written consent or approval of all the Directors of the corporation setting forth the action taken.

**Section 8: Selection and Removal.** The Board of Directors shall be selected for, or removed from the Board pursuant to the following provisions:

- a. The Board of Directors shall consist of nine (9) Directors who shall be the President, Vice-President, Secretary, Treasurer, Department of Conservation Chairman, Membership Director and three (3) Directors-at-Large.
- b. Any member of the corporation in good standing may be nominated to the Board of Directors. More than one (1) member from the same district may be nominated to the Board of Directors, provided however, that no member who is involved in the commercial sale of bowhunting related goods or services may serve on the Board of Directors of the corporation unless those goods or services follow Fair Chase as designated by the corporation.
- c. A Director may be removed from the Board by a vote of two-thirds (2/3) of the Board of Directors, or by a majority vote of the entire membership. The Director proposed to be removed will be notified at least thirty (30) days prior to any action by the Board of the intent of the Board and will be notified in writing no more than thirty (30) days after such action by the Board of their decision.
- d. Should any vacancy occur in the Board of Directors, such vacancy shall be filled by the vote of two-thirds (2/3) of the Board of Directors. The Directors selected to fill such vacancy shall serve in office until the next regular election of Directors and until his successor shall be elected and qualified.

**Section 9: Compensation.** Directors shall receive no salaries for their services as Directors of this corporation, but may be reimbursed for expenses actually incurred by them, or any member, in the performance of their duties at the discretion of the Board of Directors.

**Section 10: Voting Policies.**

- a. Any member may submit an issue to his District Representative for presentation to the Board of Directors, who shall consider and act upon such issue.
- b. After approval of a majority of the Board of Directors, any issue may be submitted to the general membership for vote and approval by majority.

## **ARTICLE IV**

### **OFFICERS**

**Section 1: Officers.** The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, a Department of Conservation Director and a Membership Director, each of whom shall be elected by the Board of Directors, from the Board. Each such officer shall be a member of the Board of Directors. Such other officers as may be deemed necessary may be elected or appointed by the Board of Directors. The offices of Secretary and Treasurer may be combined and held by the same person.

**Section 2: Election and Term of Office.** The officers of the corporation shall be elected by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until he shall resign or shall have been removed in the manner herein provided.

**Section 3: Removal.** Any officer or agent elected or appointed by the Board may be removed by the Board by two-thirds (2/3) vote of the remaining Directors whenever in its judgement, the best interests of the corporation shall be served thereby, but such removal shall be held without prejudice to the contract rights, if any, of the person so removed.

**Section 4: Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

**Section 5: President.** The President shall be the principal executive officer of the corporation and shall in general, supervise and control all of the business and affairs of the corporation, with the concurrence of the Board. He shall, when present, preside at all meetings of the Board. He may sign, with the secretary or any other proper officer of the corporation there unto authorized by the Board, any deeds, mortgage, bonds, contracts, or other instruments which the Board has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these constitution and by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall prepare the agenda for all meetings and shall be responsible for all correspondence (with concurrence of the Board of Directors).

**Section 6: Vice-President.** In the absence of the President or in the event of his death, 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. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board. The Vice-President shall also serve as the coordinator of the District Representatives.

**Section 7: Secretary.** The Secretary shall keep the minutes of the Board meetings in one or more books provided for that purpose; shall forward to each Director an agenda of the upcoming meeting and minutes of the last meeting at least 14 days prior to each meeting of the Board of Directors, or at the time notice of a special meeting is sent in the event such special meeting is called less than fourteen (14) days prior to the meeting; see that all notices are duly given in accordance with the provisions of these constitution and by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which, on behalf of the corporation, under its seal is duly authorized; keep a register of *all* members of state associations and their post office addresses; prepare and cause to be delivered to the Secretary of the State of Missouri, on form prescribed and furnished by the Secretary of State, between the first day of January and the first day of March of each year, an annual report in compliance with the provisions of the statutes of the State of Missouri; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or the Board.

**Section 8: Treasurer.** The Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the name of the corporation in such banks, trust companies, or other depository as shall be selected in accordance with the provisions of Article VII of these constitution and by-laws, and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board. The Treasurer shall deliver a financial report at each meeting of the Board and shall arrange an annual audit. All duties of the Treasurer shall be in concurrence of the Board of Directors.

**Section 9: Department of Conservation Chairman.** The Department of Conservation Chairman shall act as a liaison between the corporation and the State Conservation Commission. The Department of Conservation Director shall inform the Board of all pertinent meetings of the Conservation Commission attended by the Directors and shall provide District Representatives with the names and addresses of all Conservation Commission personnel within the District Representative's area.

**Section 10: Membership Director.** The Membership Director shall nominate members to serve on the membership committee and shall develop necessary forms for application and

screening of membership applicants. The Membership Director shall act in whatever capacity may be designated by the Board to effectively generate members of high integrity.

**Section 11: Directors-at-Large.** The Director-at-Large shall serve in whatever manner may be required by the Board of Directors to aid in the functions of the corporation.

**Section 12: District Representatives.** The District Representatives shall be appointed by the President with the concurrence of the Board of Directors and shall act as a liaison between the general membership of the corporation and the Board of Directors to provide information regarding the corporation and its activities and membership concerns. The District Representative shall be entitled to one vote on the Board of Directors. The District Representatives may appoint one (1) or more area representatives and shall be responsible for organizing meetings in their respective districts. The District Representative shall be responsible for at least one written or oral report per month to the Vice-President of the corporation and shall give a report on his district at each scheduled meeting.

## **ARTICLE V**

### **ADVISORY COUNCIL**

**Section 1: Function.** The purposes and policies of the corporation shall be monitored and perpetuated by the Advisory Council. The Advisory Council shall make recommendations to the Board of Directors on various issues. Such recommendations shall not be binding upon the Board of Directors but shall provide the Board of Directors with interpretations of the original purposes and policies of the corporation.

**Section 2: Number, tenure and qualifications.** The number of members to serve on the Advisory Council shall be nine (9), who shall consist of the eight (8) original Directors named in the Articles of Incorporation and the ninth original Director. Members of the Advisory Council shall serve in such capacity for life or until resignation or removal.

**Section 3: Council offices.** While serving on the Advisory Council, the original President of the corporation shall retain the title of Chairman and shall conduct all meetings of the Advisory Council. The original Vice President shall be the Vice Chairman of the Advisory Council and shall conduct all meetings of the Council in the absence of the Chairman.

**Section 4: Selection and Removal.**

- a. The members of the Advisory Council shall consist of the original nine (9) Directors of the corporation who shall remain on the Advisory Council for life or until resignation or removal as provided herein.
- b. Should any vacancy occur on the Advisory Council, such vacancy shall be filled by a former Director of the corporation by a vote of 2/3 of the Board of Directors.

- c. A member may be removed from the Advisory Council by a vote of 2/3 of the Advisory Council or by a majority vote of the entire membership.

**Section 5: Meetings.** Regular meetings of the Advisory Council shall be held without further notice than these constitution and by-laws on the first Friday in April of each year at the hour of 8:30 p.m. Special meetings of the Advisory Council may be called at any time or place by the Chairman or by a majority of the members of the Advisory Council.

## **ARTICLE VI**

### **ORDER OF BUSINESS**

**Section 1: Order of Business.** The order of business at any regular or special meeting of the members or the Board shall be:

- a. Reading and disposal of any approved minutes.
- b. Reports of officers and committees.
- c. Unfinished business.
- d. New business.
- e. Adjournment.

**Section 2: Parliamentary Procedure.** On questions of parliamentary procedure not covered by these constitution and by-laws, a ruling by the President shall prevail, provided that such ruling shall be based on Roberts' Rules of Order.

## **ARTICLE VII**

### **CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS**

**Section 1: Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 2: Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.



**Section 3: Checks, drafts, etc.** All checks, drafts or other orders for the payment of money, note or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and countersigned by the Treasurer of the corporation.

**Section 4: Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank, trust companies, or other depositories as the Board may select.

**Section 5: Gifts.** The Board may accept on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation, provided however, that the corporation shall not at any time accept any contribution, gift, bequest, or devise which such contribution, gift, bequest, or devise are tendered to the Board contingent upon the corporation espousing any political candidate or issue.

## ARTICLE VIII

### BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office, a record giving the names and addresses of the members of the state associations. All books and records of the corporation may be inspected by any such member, or his agent or attorney, for any proper purpose at any reasonable time.

## ARTICLE IX

### GAME RECORDS

**Section 1: Game Records.** The corporation shall keep records of game lawfully taken by members of the corporation in accordance with the equipment guidelines provided herein and under the rules of fair chase.

**Section 2: Records Director.** The President with the concurrence of the Board of Directors shall appoint a Records Director or a Records Committee which shall be responsible for the keeping of game records as provided herein and which shall have the authority to establish forms and guidelines for the keeping of such records. It shall be the responsibility however, of the members, to submit information which members may desire entered in such records.

**Section 3: Records Kept.** The records kept by the corporation will include, but are not necessarily limited to, the species, location at which game was taken, all applicable scoring

data based upon the Pope and Young System, the weight and sex of the animal, and the equipment used for taking such animal.

## **ARTICLE X**

### **EQUIPMENT POLICIES**

**Section 1: Purpose.** The corporation desires to maintain the quality of the bowhunting experience and willfully accept the challenge of bowhunting by restricting technology which the corporation believes to diminish the bowhunting experience.

**Section 2: Equipment Guidelines.** To be eligible for entry in the game records, or for the purpose of bowhunting, members shall take game with bows of 40 pounds minimum peak weight and arrows of 400 grains or more. Members shall not use the crossbow, the lineal bow, illuminated sites, either electronic or chemical, the overdraw, or the P.O.D. In addition to the above equipment guidelines, all applicants must adhere to the standards and rules of the Pope and Young Rules of Fair Chase.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of May and end on the thirtieth day of April in each year.

## **ARTICLE XII**

### **SEAL**

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the State of incorporation and the words, "Corporate Seal".

## **ARTICLE XIII**

### **WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to a Director of the corporation under the provisions of these constitution and by-laws, or under the provisions of the Articles of Incorporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIV**

### **REPEAL OR AMENDMENT OF CONSTITUTION AND BY-LAWS**

These constitution and by-laws may be altered, amended, or repealed and new constitution and by-laws may be adopted by a majority vote of the members present at any annual meeting of the Board, or at any special meeting of the Board called for such purpose, provided however, no such action shall change the purposes of the corporation so as to impair its right and powers under the laws of said State or to waive any requirement of bond or any provision for the safety and security of the property and funds of the corporation. Notice of any amendment to be offered at any meeting shall be given to members no less than seven (7) nor more than thirty (30) days before such meeting and shall set forth such amendment.