

Articles of Incorporation

The National Congress of Old West Shootists, Inc.

Stephanie Glenn, the undersigned, acting as incorporator of a corporation organized under the Iowa Non-Profit Corporation Act, Chapter 504A, 1991 Code of Iowa, adopt the following Articles of Incorporation for said corporation.

ARTICLE I

Section 1.01. The name of the corporation is National Congress of Old West Shootists.

ARTICLE II

Section 2.01. The corporation was founded 5 February 1994. The corporation shall have perpetual duration.

ARTICLE III

Section 3.01. The principal place of business shall be Cedar Falls, Black Hawk County, Iowa, with the mailing address of 6820 University Ave. PMB 234, Cedar Falls, Iowa 50613. The registered office shall be Nyemaster, Goode, West, Hansell & O'Brien, 700 Walnut Suite 1600, Des Moines, IA 50309-3899. The registered agent shall be Stephanie Glenn Techau, Nyemaster, Goode, West, Hansell & O'Brien, 700 Walnut Suite 1600, Des Moines, IA 50309-3899.

ARTICLE IV

Section 4.01. The corporation is organized as a social club for pleasure and recreational purposes within the meaning of Section 501 (c)(7) of the Internal Revenue Code, as amended, and will carry on the following activities in furtherance of said recreational purposes.

Section 4.02. The purposes for which this corporation is formed are purely social and recreational to benefit the general welfare of its members and the general public, and not for financial gain, and no financial gain shall accrue to any member of this corporation, nor to any other person or institution in the conduct of the same, but any receipts of this corporation shall be applied to carry out the purposes of this corporation as the Board of Directors may deem wise and in order, providing that said distribution is to an organization which qualifies as an exempt organization under Section 501 (c)(7) of the Internal Revenue Code of 1954 for the corresponding provision of any future United States Internal Revenue Law). This corporation's initial work shall be to charter social clubs with the purposes of: (1) promoting safe Western action shooting including the re-enactment and promotion of the historical Old West heritage of the United States in all its ethnic, social and occupational diversity; (2) to encourage and foster the development of those characteristics of honesty, good fellowship, self-discipline, good team play and self-reliance which are the essentials of good sportsmanship and the foundation of true patriotism; (3) to encourage historical research; (4) to support National Congress of Old West Shootist activities conducted by charter clubs; (5) to actively promote a positive image of the safe and responsible aspects of legal firearms use and ownership; and (6) to provide educational opportunities regarding both historical re-enactment and the safe and reasonable use of legal firearms.

Section 4.02a. The Corporation shall provide funds for the purpose of aiding the Charter Clubs in obtaining liability insurance coverage as outlined in the By-Laws. (Passed 18 February, 2000)

Section 4.03. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustee, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in the furtherance of the purposes set forth in this Article. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501 (c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (2) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law).

Section 4.04. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, and the corporation shall not:

- a. Engage in any act of self dealing as defined in Section 4941(d) of the Code, or corresponding provision of any subsequent Federal Tax laws;
- b. Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provision of any subsequent Federal Tax laws;
- c. Make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, or corresponding of any subsequent Federal Tax laws;
- d. Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provision of any subsequent Federal Tax laws.

Section 4.05. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for recreational, charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organization or organizations under Section 501 (c)(7) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed or shall be disposed of by the Iowa District Court of the county in which the principal office of the corporation is then located, or to such organization or organizations as the Board of Directors shall determine which are organized and operated exclusively for such purposes.

ARTICLE V

Section 5.01. The business of the corporation shall be conducted by a Board of Directors called a Territorial Congress consisting of no fewer than fifteen (15) full members, called Territorial Senators, the exact number to be determined from time to time by the members of the corporation, and any number of Territorial Representatives. The Territorial Senators shall be elected from the membership at large. Territorial Representatives shall be elected by the Charter Clubs (Posses), each Charter Club (Posse) being entitled to elect one Territorial Representative. Each director shall have one vote. Each director may choose an alternate to attend meetings in his/her absence. The alternate shall be supplied with written authorization from the director for whom the alternate is substituting. (Amended by mail ballot, March, 1995) (Amended 30 July 1998)

Section 5.01.1. The use of mailed or e-mailed ballots may be used to vote on specific motions, deemed necessary by the Executive Board when time is of the essence regarding the motion. (Amended by mail ballot, March 2012)

Section 5.02. The Territorial Senators on the Board of Directors shall serve staggered three-year terms. For the first year only, one-third of the Board shall be selected by lot to serve a one-year term, one-third to serve a two-year term, and the remaining one-third to serve a three-year term. Territorial Representatives on the Board of Directors shall serve one-year terms. (Amended by mail ballot, March, 1995)

Section 5.03. As soon as possible after any vacancy occurs, the Board of Directors shall, at a regular or special meeting, or via mailed or e-mailed ballots, elect a member to fill that vacancy. (Amended by mail ballot, March 2012)

Section 5.04. Names of candidates for the offices of Marshal, Deputy Marshal, Secretary, Banker, and Judge may be submitted to the Secretary up to thirty (30) days prior to the annual meeting. The Secretary shall distribute the names on said slate to all members of the corporation with a notice of the annual meeting. Additional nominations may be made and seconded from the floor at the annual meeting until all nominations shall have been formally closed. The Board of Directors (Territorial Congress) at the annual meeting shall elect a Marshal, a Deputy Marshal, and Secretary, a Banker, and a Judge. Persons elected to the foregoing offices shall also serve as the Executive Committee for the corporation. (Amended 6 May, 1995.) (Amended by mail ballot, March 2012)

Section 5.05. For purposes of a Territorial Congress, a quorum shall be not less than half of the full number of Territorial Senators and Representatives, proxies being counted for this purpose. All proxies must be announced at the start of the meeting. Proxies will be for specific proposals, and will be sent to the Marshal prior to the Territorial Congress. For the purpose of voting, a majority-- unless otherwise specified--means a simple majority consisting of fifty-one percent (51%) of the total votes present and voting. Each member of the Board of Directors shall have one vote. The affirmative vote of the majority of the members of the Board present and voting shall authorize any action voted upon unless otherwise provided in these Articles. (Amended by ballot, March, 1995) (Amended 30 July 1998)

Section 5.06. Emergency Quorum. In emergency situations, the Board may act without a regular quorum. At such a meeting, an emergency quorum is one quarter (1/4) of the full Territorial Congress, and an emergency majority of three fourths (3/4) of those present. Proxies shall not be accepted for either an emergency quorum nor an emergency majority. The following rules shall apply:

5.06a. An emergency quorum must declare that an emergency exists before any other vote can be taken. All votes require an emergency majority.

5.06b. Any action taken must later be reviewed by the Congress when a regular quorum is present.

ARTICLE VI

Section 6.01. Regular meetings of the Executive Committee for the transaction of ordinary business shall be held at such time and place as deemed necessary by the Marshal and may include the use of Internet chat rooms.. The Territorial Congress shall meet on the call of the Marshal, or may call itself into session. Regular Congress meetings shall be announced in the newsletter or mailing for the month prior to the meeting. (Amended by mail ballot, March 2012)

Section 6.02. General Membership meetings may be called by petition of ten members in good standing stating the reason for such meeting. Notice of such meeting will be provided to all the members at least thirty (30) days prior to the meeting. This notice shall give the time, place, and purpose of the meeting. There will be an Annual Business Meeting of the Congress; notice of such meeting will be provided to all members at least sixty (60) days prior to the meeting.

Section 6.03. Meetings shall be held and conducted in accordance with parliamentary procedure as embodied in Roberts Rules of Order, Revised, which shall be the parliamentary authority in all matters not specified by the Articles and By-Laws of this corporation.

Section 6.04. Written minutes will be kept for all meetings, whether conducted formally or informally. Records of all motions made in any Internet meeting of the Executive Committee shall be published to the membership via mail, email or published on the website or in the Shootist. The written minutes shall serve as the official voting record for all members of the Territorial Congress with all votes reported accordingly. It shall be the responsibility of the presiding officer to insure that minutes are kept and transmitted to the Secretary if the Secretary is not present at the meeting. (Amended 15 February 2002) (Amended by mail ballot, March 2012)

Section 6.05. All meetings of the Territorial Congress shall be conducted pursuant to a written agenda. For an item to be included on the agenda it must be submitted to the Secretary not later than 30 days prior to the meeting. All members of the Territorial Congress shall be provided a copy of the agenda not later than 20 days prior to the meeting. Items not appearing on the agenda may be discussed but not voted on unless declared an emergency item by a 3/4 majority of those present.

ARTICLE VII

Section 7.01. The initial members of the Territorial Congress are as follows:

Leonard Abels, RR 1, Box 235, Earlham, IA 50072

Robert Anderson, 4736 77th St., Urbandale, IA 50322

Ronald Belden, P.O. Box 3171, Eau Claire, WI 54702

James Boeke, 312 Main St., McGregor, IA 52157

David Book, Rt. 2, Box 59, Nevada, IA 50201

Michael Flaherty, 7438 Kimball Ave., Waterloo, IA 50701

George Glenn, 1809 Tremont, Cedar Falls, IA 50613

Thomas Gray, 2406 240th St., Dallas Center, IA 50063

Duane Hartwig, 2441 Garden Ave., Waverly, IA 50677

Carl Kunath, 515 Midlothian Blvd., Waterloo, IA 50701

David Redenius, 5133 So. Hudson Rd., Cedar Falls, IA 50613

Vaughn Trueman, 703 2nd Ave., Evansdale, IA 50707

Ronald Warren, 1439 E. Mitchell, Waterloo, IA 50702

David Williams, 1920 Sunnyside Dr., Cedar Falls, IA 50613

Steven Witt, 137 Lichty Blvd., Waterloo, IA 50701

ARTICLE VIII

Section 8.01. This corporation shall have no capital stock and shall issue no capital stock.

ARTICLE IX

Section 9.01. The private property of the members of the corporation shall not be liable for corporate debts.

ARTICLE X

Section 10.01. The Territorial Congress shall adopt Bylaws which may be amended from time to time, all of which may be done by a majority of the members of the Congress present and voting. Notice of any meeting at which it is proposed to amend the By-Laws shall be given by mailing to each voting member, at his/her last known post office address, at least ten (10) days prior to such meeting. Such notices, signed by the Secretary, shall set forth the proposed amendments in substance. (Amended 30 July 1998)

ARTICLE XI

Section 11.01. Amendments to these Articles of Incorporation may be made by a majority of the voting members present and voting at any annual or special meeting where there is present a quorum, i.e., not less than ten percent of the corporate membership. Notice of any meeting at which it is proposed to amend the Article of Incorporation shall be given by mailing to each voting member, at his/her last known post office address, at least ten (10) days prior to such meeting. Such notices, signed by the Secretary, shall set forth the proposed amendments in substance. (Amended 30 July 1998)

ARTICLE XII

Section 12.01. The corporation shall have no seal.

ARTICLE XIII

Section 13.01. The corporation shall have the power to acquire, hold, encumber, sell, convey, lease, lend and otherwise own, control, manage and dispose of both real and personal property.

Section 13.02. All deeds, mortgages and other conveyances, and all notes and obligations shall be signed by the Marshal, Secretary, and Banker of the corporation. (Amended 30 July 1998)

WITNESSED this 25th day of March, 1994.

Stephanie Glenn, Incorporator

STATE OF IOWA)

(COUNTY OF POLK)

On this 25th day of March, 1994, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Stephanie Glenn, to me personally known to be the identical person whose name is subscribed to and who executed the foregoing Articles of Incorporation and acknowledged execution thereof to be her free and voluntary act and deed.

WITNESS my hand and notarial seal at Des Moines, Iowa, the day and year first above written.

Notary Public in and for said County and State