

Bylaws of the Thompson Collectors Association

Article I – Club Name and Purpose

1. The name of this organization shall be **The Thompson Collectors Association**, which will function as and adopt the bylaws for a shooting/collectors club. The objectives of this club shall be:

(a). To encourage organized submachine gun shooting/collecting among citizens of the United States and other countries, with a view toward a better knowledge on the part of such citizens of the safe handling and proper care of firearms, as well as improved marksmanship.

(b). To forward the development of the characteristics of honesty, good fellowship, self-discipline, team play, and self-reliance which are the essentials of good sportsmanship and the foundation of true patriotism.

Article II - Membership

1. Membership in the Thompson Collectors Association shall be open to all persons who have attained the age of 18 years, having no criminal record, and having an interest in the collection, possession, preservation, use and study of Thompson Submachine Guns, accessories, and their related history.

2. Each member of the Thompson Collectors Association is expected to conduct himself as a “good citizen”. He is expected to adhere to the highest standards of honesty, ethics, and integrity. A member should seek to bring credit upon himself, The Thompson Collectors Association, and the Class III Community. Members are expected to attempt to resolve disagreements in an adult manner.

3. Members are allowed to use their club affiliation in their product promotions (e.g. “Proud member of the TCA”, etc.). A member may use the TCA logo in a product promotion only with the written permission of the board of directors. The member shall seek the approval of the Board of Directors prior to using the clubs logo in any commercial effort. The board of directors may review at any time a member’s use of the TCA name or logo and if the board finds the advertised product or service violates the law, the club’s objectives & principals or is offensive; the board may direct the member to cease that usage. The member shall comply with the board’s request within 14 days of notification.

4. A member may be suspended from club functions for a fixed or indefinite period, or have his membership terminated, by a 2/3 majority vote of the Directors at any scheduled meeting (as defined in Article III, Section 3) of the Board of Directors.

(a). Actions that may result in a suspension of a club member include but are not limited to:

- (1) Any action or talk that is designed to damage the reputation of the Thompson Collectors Association or its members.
 - (2) Behavior at a Thompson Collectors Association event that is disruptive or offensive to other club members.
 - (3) Unauthorized use for product promotion or advertisement of the Thompson Collectors Association name, logo, etc.
- (b). Actions that may result in the termination of a club member include but are not limited to:
- (1) Fighting at a Thompson Collectors Association Event
 - (2) Unauthorized possession or removal of Thompson Collectors Association or private property
 - (3) Repeated presence at a Thompson Collectors Association event under the influence of drugs/alcohol.
 - (4) Willful unsafe conduct at a Thompson Collectors Association show/shooting event that endangers life or property.
 - (5) Willful damaging/destroying property associated with a Thompson Collectors Association event.
 - (6) For other good cause shown.
- (c). Should it become necessary for the Board of Directors to take action to either suspend or terminate a club member, the following procedures shall be followed to allow for the fair and timely investigation of any charges of misconduct brought against a club member.
- (1) The person/persons making the accusations of misconduct must notify the President of the Thompson Collectors Association in writing about the misconduct. At a minimum, the document should include, but not be limited to the name of the person who committed the offense, the date and time, the location, and a description of the situation and the alleged misconduct.
 - (2) Upon receipt of the written document, the President will notify the Board of Directors in writing of the violations and the charges against the club member.

- (3) The club member who is accused of misconduct will be notified in writing as to the accusations that have been lodged against him. The club member will then be given a sufficient amount of time (30 days) to respond to the charges in writing.
- (4) After the club member accused of wrongdoing has responded, the Board of Directors may require that the complaining and accused members reply to additional rounds of questions. When the directors are satisfied that they have sufficient information to make a decision, they will meet to discuss the matter. This meeting can be in person, by email, by telephone conference call, or by any other method that the Executive Committee deems necessary for the speedy conclusion of the matter.
- (5) The Board of Directors will then vote on the matter. A 2/3 majority of the Board of Directors shall be required to approve the suspension or termination of a club member. All board members shall vote when the board is considering the suspension or termination of a member. A vote of less than the full Board of Directors may only be taken when a Director is unavailable for more than 30 days. In this case only the Director who is unavailable shall be excused from voting.

Article III – Organization

1. The club shall be governed by a nine (9) person Board of Directors.
 - (a). The Directors of the TCA shall maintain individual membership in the National Rifle Association for their tenure in office.
2. The Directors shall be elected by a majority vote of the membership present at the Annual Membership Meeting of the TCA as specified in Article VI.
3. The Board of Directors shall consist of four (4) officers and five (5) directors. The Board of Directors shall elect all officers, determine questions of policy, and meet upon the call of the President, or as otherwise provided in the By-Laws.
 - (a). The Officers shall be chosen by the Board of Directors by a majority vote of the Directors present at the Annual Membership Meeting of the TCA.
 - (b). For good cause shown, a Director may be removed, at any meeting of the Board of Directors. A 2/3 majority of the Board of Directors shall be required to approve the removal of a Director. All board members shall vote when the board is considering the removing a Director. A vote of less than the full Board of Directors may only be taken when a Director is unavailable for more than 30 days. In this case only the Director who is unavailable shall be excused from voting.

4. The Officers shall be President, Vice President, Secretary and Treasurer, each of whom shall perform the duties of that particular office.

- (a). The officers of the TCA acting together shall constitute the Executive Committee.
- (b). The Executive Committee shall have general supervision and control of all activities of the TCA. The Executive Committee may make arrangements with other organizations and individuals to carry out the objectives of the TCA.
- (c). Meetings of the Executive Committee shall be held regularly at such time and place as the Committee may determine. Special meetings may be held at any time on the call of the President or on demand, in writing, to the Secretary, by three members of the Committee.
- (d). Three members of the Executive Committee shall constitute a quorum.

5. The Board of Directors and the Executive Council may meet in person, by email, by telephone conference call, or by any other method that the President deems appropriate to conduct the business of the club. Meetings shall be scheduled at the request of the president, by the request of a majority of the Directors or by a majority of the membership. The club's Annual Membership Meeting will normally be held in conjunction with the annual show and shoot.

6. Each officer and director shall take office immediately upon being elected. The term of office for Officers and Directors shall be two (2) years.

7. There is no limit on the number of consecutive terms a member may serve as a Director, Vice President, Secretary, or Treasurer of the TCA. A member may only serve two consecutive terms as club President (a total of 4 years). A member who has served two consecutive terms as President may continue to serve on the Board of Directors but may not serve as the club President for two terms.

8. A Past-President who does not desire to continue to serve as a Director may become a member of the Past Presidents Council, which will include all other Past-Presidents of the TCA who are not currently serving as an Officer or Director. The Past Presidents shall have the right to sit with the Board of Directors at all regular and special Board Meetings thereof but without vote. The members of the Council shall advise and assist the Board of Directors, and perform such acts and duties as specifically delegated to it by the Board of Directors. The Executive Council may exclude the Past President Council from specific discussions by a majority vote.

9. These bylaws shall be amended by the following process:

(a). The Board shall propose changes to the membership. The membership shall be notified in the club newsletter, on the club website, or by any other means the Board deems appropriate.

(b). The membership shall have a minimum of 30 days to comment on the proposed changes.

(c). The final version of the revisions shall be provided to the membership for balloting. The membership shall be notified of the vote in the club newsletter, on the club website, or by any other means the Board deems appropriate. The final version of the revisions shall be made available to the membership. The board may elect to make the revisions available by any means deemed appropriate.

(d). Balloting may be conducted in person at the annual meeting or via U.S. Mail at the direction of the Board.

Article IV - Duties of Officers

President: The President shall preside at all meetings of the TCA and of the Executive Committee. The President shall be a member ex-official of all regular and special committees, and shall perform all such other duties as usually pertain to this office.

Vice-President: The Vice-President shall perform the duties of President in his absence or at his request.

Secretary: The Secretary shall conduct all official correspondence pertaining to the proper preparation and forwarding of all reports required of the TCA by the National Rifle Association. He shall notify the Directors and members of the Executive Committee of all meetings and shall notify the members of the special and annual meetings, as required. The Secretary shall keep a true record of all meetings of the Executive Committee and of the TCA and have the custody of the books and papers of the club, except the Treasurer's book of account. He shall be responsible for re-affiliating the club annually with the National Rifle Association.

Treasurer: The Treasurer shall have charge of all the funds of the TCA and place it in such bank or banks as may be approved by the Executive Committee. Such money shall only be withdrawn by check signed by the Treasurer and for such payment of bills as shall have been approved by his transactions. The Treasurer shall render a detailed report, with vouchers at any meeting of the Executive Committee when requested and an annual report to the TCA at its annual meeting.

Article V - Committees

1. There shall be a standing Nominating Committee consisting of not less than three members, including the Vice-President, who shall serve as chair. The nominating

committee may nominate eligible individuals or solicit nominations from the membership prior to all elections. Additionally, members may submit nominations to the committee. Nominations may begin 6 months prior to the election and normally will be finalized by 30 days prior to the election. The nominating committee will inform the membership of the nominees for election and will to count the ballots and report the election results to the President.

2. The President shall from time to time appoint such other standing and special committees as may be necessary or desirable to achieve the objectives of the TCA.

3. The President may from time to time appoint individuals to serve in an *ad hoc* advisory capacity on matters that may be necessary or desirable to achieve the objectives of the TCA. This individual will serve in this advisory position to the Board of Directors and shall be approved by a majority vote of the Board of Directors. The individual may be appointed for subsequent terms, as deemed necessary and desirable by the President, with the approval of a majority vote of the Board of Directors.

Article VI - Elections

1. Each member of the TCA shall have one vote on any question presented to the membership at any meeting. Proxy voting shall not be allowed. Members must be present to vote when voting is conducted at the annual meeting.

2. Candidates for a Director's position shall be nominated IAW the provisions of Article V, Section 1, and shall be elected at the Annual Meeting of the membership of the TCA, or by balloting conducted by U.S. Mail prior to the Annual Meeting, if so ordered by a duly adopted resolution of the Board of Directors. Each Director elected shall assume office immediately following announcement of the results of the election. Directors shall serve for a term of two years, additionally the terms of those Directors thereafter elected as Officers of the TCA shall be co-extensive with the term of the position as officer to which the Director is elected.

3. Vacancies on the Board of Directors caused by resignation, removal, or for any other reason, shall be filled by election by the Board of Directors. The election of a Director by the Board of Directors to fill a vacancy shall be for the unexpired term of the vacancy.

4. To avoid even the appearance of a conflict of interest, candidates for the Board of Directors or higher office shall disclose their affiliation and duties, if any, with other firearms related clubs before their nomination can be accepted by the nominating committee.

5. Unless otherwise specified in these by-laws, all matters subject to approval by voting shall be decided by a simple majority.

(a). A quorum of the membership shall consist of all those members who are present at a meeting or who shall reply by U.S. Mail.

Article VII – Club Property

1. The Board of Directors shall be the custodian of all club property. The Board of Directors shall hold all club property in trust for the membership.
2. Club property shall only be sold or liquidated by a 2/3 majority vote of the board.
3. Club property may include but is not limited to the following:
 - (a) Physical assets such as tables, risers and other items used for shows and displays.
 - (b) Items purchased for the use of the membership at the Annual Meeting.
 - (c) The club's logo and other intellectual property.
4. The Board of Directors shall obtain the rights to items that the club plans to use on a permanent basis (e.g. logos, phrases and the like). The club shall not use intellectual property on a permanent basis unless the Board has obtained permanent rights to the intellectual property.

Article VIII - Dues

1. The member's annual dues to the club shall be payable not later than the first month at their annual date. Dues are subject to change by a recommendation of the Board of Directors and a majority vote by the members of the TCA at the Annual Meeting.
2. No member of the club in arrears shall be eligible to vote or to enjoy any other of the privileges or benefits offered by the TCA.

I hereby certify that these By-Laws have been adopted by the Thompson Collectors Association.

///SIGNED WLT///

WILLIAM L. TROY III

2 Sep 08

President's Signature

Date

///SIGNED WGM///

WILLIAM G. MENOSKY

10 Sep 08

Secretary's Signature

Date