

BYLAWS

Revised and Approved by the Board of Directors - October 4, 2009

NATIONAL SKEET SHOOTING ASSOCIATION A TEXAS NON-PROFIT MEMBERSHIP CORPORATION CHARTERED MARCH 26, 1984

ARTICLE 1. PURPOSE

The Association is organized exclusively for charitable, scientific, literary or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or may hereafter be amended (the "Code"), and in this connection shall be subject to the following provisions:

- (a) The Association shall be authorized to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Association to do or exercise under and pursuant to the laws of the State of Texas for the purpose of accomplishing any of the following purposes of the Association:
 - (i). To foster national and international amateur sports competition in shotgun target shooting, particularly that type of shooting generally known as skeet shooting, either directly or through contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code;
 - (ii). To educate persons in the proper conduct and effective techniques of shotgun target shooting and the safe and efficient handling of shotguns;
 - (iii). To assist other organizations, including the Armed Forces of the United States and of the several states, in promoting amateur shotgun target shooting (including those phases of marksmanship training to which shotgun shooting is peculiarly adapted) by maintaining a standard set of rules and regulations, keeping records and publicizing activities;
 - (iv). To sponsor a World Skeet Shooting Championship;
 - (v). To develop among its members those qualities of patriotism and good sportsmanship which are basic ingredients of good citizenship; and
 - (vi). In general, to promote and advance the interest, welfare and development of amateur competition in skeet shooting and related sports.
- (b) No part of the net earnings of the Association shall inure to the benefit of any member, director or officer of the Association or any private individual, except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes. No member, director or officer of the Association or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (c) Notwithstanding any other provision of these Articles of Incorporation, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an

organization described in Section 501(c)(3) of the Code and the Treasury Regulations as they now exist or as they may hereafter be amended (the "Treasury Regulations"), or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Treasury Regulations.

ARTICLE 2. MEMBERS

Sec. 1 - ELIGIBILITY. Any individual or association of persons interested in the sport of skeet shooting shall be eligible to membership.

Sec. 2 - CLASSES. The membership shall be divided into the following classes, all of which are nontransferable and the fees for which are nonrefundable.

- (a) **Life Member.** A life member shall be a member of the Association for the remainder of his lifetime and shall receive for such period all benefits received by a Regular Annual Member.
- (b) **Life Member Emeritus.** Voluntary status for life members prior to May 1, 2002. When a Life Member becomes inactive by not shooting registered targets for one shooting year they will automatically be placed in Life Member Emeritus status and will not receive Headquarters mailings, a annual classification card and monthly issues of the Skeet Shooting Review. When they resume shooting registered targets, their full membership privileges will automatically be reinstated.
- (c) **Husband and Wife Life Members.** Husband and Wife Life Members are each entitled for the remainder of their respective lives to the benefits received by a Life Member, except that the husband and wife shall be entitled to only one subscription to the Association's official magazine. Such subscription shall be registered in the name of the spouse designated by either the husband or wife. If neither spouse is specifically designated for the magazine subscription, it shall be registered in the husband's name. In the event of death, the subscription shall continue for the benefit of the surviving spouse. In the event a marriage is dissolved for any other reason, the subscription shall continue for the benefit of the spouse in whose name it is registered, unless the Association receives written instructions from such person to continue the subscription for the benefit of the other spouse.
- (d) **Annual Member.** An Annual Member shall be a member of the Association for the remaining months of the current target year, and shall be entitled to such benefits as are determined by the Executive Committee. Annual Members shall be classified as Regular or Dependent with the distinction being that a Dependent Annual Member shall not be entitled to a subscription to the Association's official magazine.
- (e) **State Associations.** State associations may be organized in each state of the United States or in each province, territory or similar political subdivision outside the United States. Each such association must be organized and operated in accordance with requirements established by the Executive Committee. No more than one such association may be recognized from any state, province or other territory. A state association shall supervise the sport within its territorial jurisdiction under the framework of the Association's rules. Its purpose is to promote the sport through regular meetings of its member clubs, set up shoot schedules, pass on applications for registration of shoots and require strict application of the Association's rules in all registered shoots held under its jurisdiction.
- (f) **Skeet Clubs.** Any group of persons who own, operate, lease or have access to at least one skeet field, and whose purpose is to promote skeet shooting in cooperation with the

Association, may join the Association as a club. Any skeet club must be a credited member of its proper state or territorial association before it may hold registered target competition.

- (g) **New Classifications.** The Executive Committee may create such additional types of memberships as it determines will further advance the purposes of the Association.
- (h) **Dues.** The dues of individual and organization members shall be fixed by the Executive Committee. Such dues may be different for the several classes of membership. Portions thereof may be designated by the Executive Committee as payment for any of the Association's publications.
- (i) **Members In Good Standing.** No individual member shall be considered in good standing unless such member's dues are paid in full for the current period. The Executive Committee shall have the right to refuse the affiliation of any individual or organization and its judgment shall be final.
- (j) **Cards, Certificates, Prizes, Etcetera.** The Executive Committee may provide for appropriate cards or certificates to be issued to the various members, and provide prizes or chevrons to be given annually to affiliated organizations for competition among their members.
- (k) **Termination.** Any member in default for the payment of dues is automatically barred from membership and shall forfeit any office or positions with the Association.

Sec. 3 - MEETINGS.

- (a) **Annual Meetings.** The Association shall hold its regular annual meeting of members to make recommendations to the Board of Directors during the period and at the place where the annual World Skeet Shooting Championships are held. Notice of the time and place of annual meetings shall be given by publication in the official Association magazine, at least one issue prior to such meeting, and by publication in the official program of the annual World Skeet Shooting Championships. If no annual World Skeet Shooting Championship is held, notice of the regular annual meeting shall be given by publication in at least two regular issues of the Association's official magazine prior thereto.
- (b) **Special Meetings.** Special meetings of the members of the Association may be held upon call of the President or of the Executive Committee or upon demand in writing stating the object of the proposed meeting, signed by at least 100 members of the Association. The place of all special meetings shall be designated by the Executive Committee. Notice of the time and place of such meetings shall be given by publication in at least two regular issues of the Association's official magazine prior thereto. Such notice must succinctly state the object of any special meeting and only the business mentioned in such notice may be transacted at such special meeting.
- (c) **Voting Rights.** Members in good standing shall be entitled to vote:
 - (i).For Directors as provided in Article 4; and
 - (ii).On such issues as specifically provided by the Texas Non-Profit Corporation Act, as amended and including any successor statutes thereto (the "Act").
- (d) **Quorum.** Only members voting for or against an issue shall be considered to have voting power whether the vote is taken at an Annual or Special Meeting or by mail. Thus those

voting shall constitute a quorum and the act of a majority of those voting and not abstaining shall control.

- (e) **Time Of Good Standing.** In order to be entitled to vote, a member must be in good standing at the meeting at which the vote is taken, or if the vote is by mail, at the time of the mailing.
- (f) **Proxies.** Voting by proxy shall not be permitted at any meeting of the members of the Association.
- (g) **Action by Written Consent in Lieu of Meeting.**
 - (i). Any action required by the Act to be taken at a meeting of the members or any action that may be taken at any meeting of the members pursuant to the Act, the articles of incorporation, these Bylaws or otherwise, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a sufficient number of the members as would be necessary to take that action at a meeting at which all of the members were present and voted.
 - (ii). Each written consent shall bear the date of signature of each member who signs the consent. A written consent signed by less than all of the members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Association in the manner required by this Section, a consent or consents signed by the required number of members is delivered to the Association at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Association having custody of the books in which proceedings of meetings of the members are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested.
 - (iii). Prompt notice of the taking of any action by members without a meeting by less than unanimous written consent shall be given by the Secretary to all members who did not consent in writing to the action.
 - (iv). A telegram, telex, cablegram, or similar transmission by a member or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a member shall be regarded as signed by the member for purposes of this Section.

ARTICLE 3. CORPORATE SEAL

The Association shall have a corporate seal bearing the words, "NATIONAL SKEET SHOOTING ASSOCIATION - CORPORATE SEAL." Such seal shall be affixed to official documents of the Association but failure to affix the seal shall not invalidate any corporate act otherwise valid.

ARTICLE 4. DIRECTORS

Sec. 1 - BOARD. The Board of Directors shall consist of members IN GOOD STANDING to hold office as follows: Members of the Board of Directors shall be bona fide residents of and be elected from the VARIOUS STATES OF THE UNITED STATES AND FROM THE PROVINCES, TERRITORIES OR SIMILAR POLITICAL SUBDIVISIONS RECOGNIZED BY THE ASSOCIATION in ratio of one Director for a member population of 25 to 150; two Directors for a member population of 151 to 300; three Directors for a member population of 301 to 500; four Directors for a member population of 501 to 750; and five Directors for a member population over 750. One additional Director shall be elected by each of the following armed services of the United States: Army, Air Force, Navy, Marines and Coast Guard. The Board of Directors at its annual meeting shall elect five

Directors-At-Large in even numbered years. All Directors-At-Large shall have full voting rights during their entire term of office.

The Association of Rod and Gun Clubs - Europe and the Association of Rod and Gun Clubs - Asia may elect one Director each. These Directors will serve in Zone 9, making a total of seven Directors in that Zone (Army, Navy, Air Force, Marines, Coast Guard and one each from Europe and Asia). Any member having an APO or FPO address has status as a member of the respective association of Rod and Gun Clubs for the purposes of the Association. Foreign Nationals or U.S. civilians having no status according to the Status of Forces agreements between the United States and Foreign governments will be listed under the country in which they reside and will vote for Directors in that country.

Sec. 2 - TERMS. Terms of office of all Directors (including Directors-At-Large) shall be two years. All terms shall commence on November 1 of the year in which the Director was elected and shall continue until the latter of October 31 two years hence or until a successor has been elected and qualified.

Sec. 3 - VACANCIES. Any vacancies occurring on the Board of Directors in the office of a territorial member shall be filled for the balance of the unexpired term by the person from the same territory receiving the next lower number of votes in the same election as the retiring Director. Should the next lower number of votes be held by more than one person or should the person next in line by reason of having the next lower number of votes be a write-in candidate who, upon being notified, signifies that he does not choose to serve, the President of the state association with such vacancy shall make an appointment to fill the vacancy. A vacancy occurring in the office of a Director elected by the Board of Directors shall be filled for the unexpired term by the Board of Directors.

Sec. 4 - ELECTIONS.

- (a) **Certification.** On November 1 of each odd numbered calendar year the Executive Director shall determine, from the membership rolls of the Association as of October 31, the number of Directors for which each state, province or similar subdivision is entitled to vote and shall certify the same to the Executive Committee. Such committee shall forthwith inspect, correct, amend and approve such certification in accordance with Article 4, Sec. 1 hereof, and thereupon, the Secretary of the Association or the Executive Director shall prepare, certify and cause to be published the notices of election hereinafter provided.
- (b) **Notices of Election.** Notices of election, over the signature of the Secretary of the Association or the Executive Director, shall be published in the February and March issues of the Association's official magazine. In the same issues on the same pages or on pages opposite to such notices there shall appear an alphabetical list of states, provinces, territories or other subdivisions recognized by the Association, together with the number of positions to be filled at the ensuing election, and the names of the incumbent Directors. Such notices shall contain a further statement to the effect that any member who fails to receive an official ballot through the mail may request a replacement ballot be mailed or faxed to them up to the May 31 deadline for voting.
- (c) **Nominations.** The Executive Committee may provide for nominations of Directors by the various states and other associations, and for the publication of the names of such nominees. Provided, however, that no system of nominations shall be adopted which shall prevent "write-in" votes on the official ballot.

- (d) **Ballots and Mailing.** The Executive Director shall mail an official ballot to each individual member in good standing of the Association. Such ballots shall be mailed as soon as practicable after April 1 of each election year so as to reach the members with ordinary certainty prior to May 1 of said year. If an individual member does not receive an official ballot the member may request a replacement ballot be mailed or faxed to the member up to the May 31 deadline. Provided there are no Directors to be elected in any election year from any state or other recognized subdivision, no ballots need to be mailed to individual members from such state or subdivision. Ballots shall be headed "OFFICIAL BALLOT – ELECTION OF DIRECTORS – NATIONAL SKEET SHOOTING ASSOCIATION." There shall be printed on the ballots the number of Directors to be elected from the member's state or subdivision and an instruction to vote for not more than such number of Directors. The ballots shall contain a sufficient number of lines, adequately spaced, on which the member may write the names of candidates for whom the member votes. Members cannot cast more than one vote for one person. Each ballot must also provide space for the member's signature, address and Association number.

- (e) **Counting.** Only ballots received at the Association offices by midnight of May 31 may be counted. Counting shall commence on June 1. Ballots may be declared void if received late, if illegible, if improperly signed or if either member or one or more of his candidates is ineligible to vote or receive votes. The nominee who receives the highest number of votes shall be declared elected. In the event of a tie for a state Director position, a run-off ballot to determine the winner will be sent to the members in that state on or about June 1st and must be returned to the Association no later than June 30th

- (f) **Results.** All Directors elected shall be notified by letter as soon as practicable. If no Director is duly elected, the state, province or other group entitled to representation shall have a Director appointed by the president of their state association to serve until the next regularly scheduled election.

- (g) **Protests.** Protests of any election may be made only by a member of this Association and only as to his own state or subdivision election. Such protest must be in writing and shall be filed with the Secretary of the Association at least five days prior to the next regular meeting of the Board of Directors following the protested election. The Board of Directors shall be the sole judge of elections and its decision shall be final. If no protest is filed, ballots may be destroyed.

Sec. 5 - POWERS. Management of the Association shall be vested in the Board of Directors. Voting rights of all Directors will begin November 1 of the year they are elected and continue until the later of October 31 two years hence or until a successor is elected and qualified.

Sec. 6 - MEETINGS.

- (a) **Annual Meeting.** The Board of Directors shall meet annually during the World Skeet Shooting Championships. Notice of the time and place of such annual meeting shall be mailed to each Director at least 15 days prior to such meeting.

- (b) **Special Meetings.** Special meetings of the Board shall be called by the Secretary, on direction of the President, or upon the written request of at least 15 Directors. Notice of time, place and business to be transacted at a special meeting shall be mailed to each Director at least 15 days prior to such meeting. No business may be transacted at a special meeting unless included in the notice thereof.

- (c) **Quorum.** At any annual or special meeting of the Board of Directors, 33-1/3 percent of the elected Directors shall constitute a quorum.
- (d) **Voting.** The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, the articles of incorporation or these Bylaws.
- (e) **Voting by Proxy Prohibited.** Voting by proxy by the Directors shall not be permitted.
- (f) **Action by Written Consent in Lieu of Meeting.**
 - (i). Any action required by the Act to be taken at a meeting of the Board of Directors or any action that may be taken at any meeting of the Board of Directors pursuant to the Act, the articles of incorporation, these Bylaws or otherwise, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a sufficient number of the Directors as would be necessary to take that action at a meeting at which all of the Directors were present and voted.
 - (ii). Each written consent shall bear the date of signature of each Director who signs the consent. A written consent signed by less than all of the Directors is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Association in the manner required by this Section, a consent or consents signed by the required number of Directors is delivered to the Association at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Association having custody of the books in which proceedings of meetings of the Board of Directors are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested.
 - (iii). Prompt notice of the taking of any action by Directors without a meeting by less than unanimous written consent shall be given by the Secretary to all Directors who did not consent in writing to the action.
 - (iv). A telegram, telex, cablegram, or similar transmission by a Director or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a Director shall be regarded as signed by the Director for purposes of this Section.
- (g) **Telephonic Meetings.** A meeting of the Board of Directors may be held by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting that the meeting was not properly called.
- (h) **Electronic Communications Systems Meetings.** A meeting of the Board may be held by any suitable electronic communications system, including videoconferencing technology or Internet, if each Director entitled to participate in the meeting consents to the meeting being held by such means and the system provides access to the meeting in a manner or using a method by which each Director participating in the meeting can communicate concurrently with each other participant.

ARTICLE 5. OFFICERS

Sec. 1 - OFFICERS

- (a) **Number of Officers.** The officers of the Association shall be a President, a Vice President and a Secretary-Treasurer who shall be elected biennially in even numbered years. No officer shall serve more than two consecutive terms in the same office.
- (b) **Nomination and Election.**
- (i). On or after March 1 of election year for officers, the Executive Committee shall sit as a nominating committee for the selection of said officers. This nominating committee shall review and consider any Association member for nomination as an officer if the nomination is submitted to it by a member or Director of this Association and received prior to said meeting.
- (ii). Before June 1, said committee shall submit its nominations to the office of the Association.
- (iii). Any member receiving the nomination of five Directors, at least three of whom are from different states, shall be entitled to be a candidate. Such nominations must be in writing, signed by said Directors and received at the office of the Association by May 25. Further, such nominations must be accompanied by a letter signed by the person so nominated agreeing to the candidacy.
- (iv). All nominations received from the nominating committee that satisfy the terms of Paragraph (3) shall be placed on a ballot and mailed to all Directors on or before June 10. Each Director shall mark his or her ballot, sign the same and return it to the Association's office on or before July 20. If there is more than one candidate for any office, the President shall select an independent accounting firm to whom the ballots will be sent for tabulation. Each ballot sent to the Directors shall be accompanied by a return envelope marked "Officers Ballot" and addressed to the selected accounting firm, if one is used.
- (v). If an accounting firm is used, that firm shall tabulate the ballots and certify and deliver results to the Association's office on or before July 20. The nominee for each office who receives a plurality of the votes cast shall be elected to the office for which he or she was nominated. The officers so elected and certified shall assume office on November 1 of even numbered years.

Sec. 2 - DUTIES

- (a) **President.** The President shall preside at all meetings of the Association, of the Board of Directors and of the Executive Committee. He shall be a member, ex-officio, of all regular and special committees and shall perform such other duties usually pertaining to such office.
- (b) **Vice President.** The Vice President shall perform the duties of the President in his absence or at his request.
- (c) **Secretary-Treasurer.** The Secretary-Treasurer shall attest documents and perform such other duties as required by the Bylaws or assigned by the President, Vice President, the Board of Directors or the Executive Committee.

- (d) **Assistants.** Assistant Secretaries or Assistant Treasurers may be appointed by the President, subject to the approval of the Executive Committee for the balance of the term of the Secretary-Treasurer. They shall perform all of the duties of the Secretary-Treasurer in his absence or at his request.
- (e) **Removal.** Any elected officer, Executive Committeeman or Director may be removed from office during his term for cause deemed sufficient by the Executive Committee upon concurrence of at least three-fourths of all the members elected thereto. Such action may be taken at any regular or special meeting of the Executive Committee, but only after written notice specifying the reasons for such proposed action has been given to the accused and to each member of the Board of Directors at least 15 days prior thereto.
- (f) **Vacancies.** In the event of the death, resignation, removal or disability of any officer, the vacancy shall be filled by the Executive Committee for the balance of the unexpired term, except upon the death or resignation of the President, the Vice President shall automatically become the President.
- (g) **Compensation.** No officer or Director shall receive any salary or other compensation from Association funds unless specifically authorized by the Executive Committee.

ARTICLE 6. EXECUTIVE DIRECTOR

Sec. 1 - EMPLOYMENT. The Executive Committee shall employ an Executive Director for the Association, who shall be responsible to the Board of Directors and to the Executive Committee when the Board is not in session. The Executive Director need not be a Director of the Association.

Sec. 2 - DUTIES. The Executive Director shall be the chief operating officer of the Association; he shall be in charge of its operations and the conduct of its business; and shall perform such duties specified in these Bylaws or required of him from time to time by the President, Vice President, Board of Directors and Executive Committee. He shall have custody of the records and archives of the Association and shall have charge of the funds of the Association and supervision of its books of account. He shall cause all Association funds to be deposited in such bank or banks designated by the Executive Committee and shall withdraw such funds only by checks signed in such manner as the Executive Committee may prescribe. He may establish with the approval of the Executive Committee an account for the payment of routine bills which shall not require his signature on checks drawn thereon. He shall make a detailed report of the affairs of the Association when requested at meetings of the Executive Committee and shall make an annual report to the Board of Directors at their regular meeting. He shall attend to the proper publication of all reports, conduct official correspondence, attest documents, keep a correct roll of all members and affiliated organizations with the addresses and perform such other duties usually incident to such office.

Sec 3 - NOTICES. Unless otherwise specified by these Bylaws or by the Board of Directors or Executive Committee, each and every written notice required to be given in connection with any business of the Association shall be given by the Executive Director by United States mail addressed to the addressee as shown by the mailing lists of the Association.

ARTICLE 7. EXECUTIVE COMMITTEE

Sec. 1 - MEMBERSHIP. There shall be an Executive Committee, consisting of the President, Vice President, the Secretary-Treasurer, the immediate Past President and nine members elected from the Board of Directors. Should a President be re-elected to succeed himself for a second term, there will be no immediate Past President member of the Executive Committee. All other former Presidents of the Association also are automatically ex-officio (non-voting members) of the Executive Committee.

Sec. 2 - ZONES. Each of the nine territorial zones listed below shall elect to the Executive Committee a Director who is a bona fide resident of the zone. Directors-At-Large are eligible for election to the Executive Committee as representative of the zone in which they reside.

ZONE 1 - Maine, Vermont, New Hampshire, Massachusetts, Rhode Island, New York and Connecticut.

ZONE 2 - Pennsylvania, New Jersey, Delaware, Maryland, District of Columbia and Virginia.

ZONE 3 - Michigan, Indiana, Ohio, Kentucky and West Virginia.

ZONE 4 - North Carolina, South Carolina, Georgia, Florida, Alabama, Tennessee, Puerto Rico and Jamaica.

ZONE 5 - Illinois, Wisconsin, Minnesota, North Dakota, South Dakota, Kansas, Missouri, Iowa and Nebraska.

ZONE 6 - Texas, Oklahoma, Arkansas, Louisiana, and Mississippi.

ZONE 7 - California, Washington, Oregon, Nevada, Idaho, Utah, Arizona, Wyoming, Montana, Colorado, New Mexico, Hawaii and Alaska.

ZONE 8 - Canada, the Bahamas, the Canal Zone and all other foreign countries and territories.

ZONE 9 - The Armed Forces of the United States of America.

Each Elected Zone Committeeman may appoint a Director from his zone as an alternate zone representative to attend Executive Committee meetings. This alternate must be qualified by verbal or written notification to the President or Executive Director prior to each meeting. The Alternate, after such notification, will be allowed to cast a vote for the zone when the Elected Executive Committeeman is not in attendance; however, if both the Alternate and the duly elected Committeeman attend, only the vote of the elected Zone Executive Committeeman will be counted.

Sec. 3 - ELECTION

- (a) **Election by Zones.** In even numbered years (and at any time necessary to fill a vacancy) all nine Zones shall elect a representative to the Executive Committee. All terms shall be for two years, subject to Sec. 6 below, or until successors are elected and qualified with the full eligibility for re-election.
- (b) **Nominations.** Nominations for Zone Executive Committee representatives shall be made, in writing, by two of the current Directors from that Zone between June 1st and June 23rd of the election year. These nominations must be received at headquarters by June 30. Voting shall take place at any annual or regular meeting of the Board of Directors or any special meeting of the Board of Directors called for such purpose, and only current Directors from their respective Zones can vote for the Zone Committeeman from their Zone. The nominee who receives the highest number of votes shall be declared elected. In the event of a tie for first place in any Zone, an additional vote of the Directors shall be taken to decide the winner from the Zone. Directors-At-Large shall vote for the Zone Committeeman in the Zone in which the said Director resides.

Sec. 4 - POWERS. The Executive Committee shall exercise all the powers of the Board of Directors when such Board is not in session. It may, from time to time, enact rules for the conduct of its own

sessions. It shall specifically arrange and conduct the annual World Skeet Shooting Championship by whatever name called.

Sec. 5 - APPEALS. The Executive Committee shall exercise final appellate authority to decide disputed questions appealed from associations, clubs, match or competition officials within the jurisdiction of the Association. It may provide by rule the manner of filing and hearing any such appeals.

Sec. 6 - VACANCIES. A vacancy of Zone representation on the Executive Committee caused by death, change of residence (move out of zone) or resignation shall be filled for the balance of the unexpired term concerned as provided in Article 7, Sec. 3(b), except that the Executive Director shall request nominations from the Zone involved.

Sec. 7 - MEETINGS.

- (a) **Calling Meetings.** Meetings of the Executive Committee shall be held from time to time upon call of the President after reasonable notice.
- (b) **Telephonic Meetings.** A meeting of the Executive Committee may be held by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting that the meeting was not properly called.
- (c) **Electronic Communications Systems Meetings.** A meeting of the Executive Committee may be held by any suitable electronic communications system, including videoconferencing technology or Internet, if each person entitled to participate in the meeting consents to the meeting being held by such means and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

Sec. 8 - QUORUM. Five members of the Executive Committee, or duly qualified Alternates, shall constitute a quorum.

ARTICLE 8. OTHER COMMITTEES

With the exception of the Audit Committee, the President may from time to time designate such other committees, not having and exercising the authority of the Board, as he deems desirable, members of which may, but need not be, members of the Board. The Audit Committee shall be appointed by the Executive Committee. Such committees may be appointed to carry out fact-finding on specific issues for the Association and shall report findings and make recommendations for consideration by the Board, the officers and the Executive Committee, as appropriate. Reports of activities of such committees shall be made to the Board, the officers and the Executive Committee, as appropriate.

ARTICLE 9. INTERNATIONAL DIVISION

Sec. 1 - CREATION. There is hereby created an International Division under the jurisdiction of the Association.

Sec. 2 - PURPOSES. To promote and encourage that type of skeet shooting as set forth by the International Shooting Union and generally referred to as "International Skeet Shooting" and "International Clay Pigeon."

Sec. 3 - OPERATION. The International Division shall, subject to the provisions of the Bylaws, be controlled and operated by the Board of Directors of the Association separate and apart from regular Association affairs, but only members in good standing of this Association may become members of

the International Division. The Board may, from time to time, provide for separate dues, in addition to regular Association dues; separate membership cards or other membership insignia; separate record score cards; separate records at Association Headquarters; and separate competition under international shooting rules. The Board may further provide that membership and registration fees collected from members of the International Division be used to defray expenses of qualified contestants to international tournaments.

ARTICLE 10. NSCA

The NSCA is a division of NSSA for the purpose of separately developing and controlling the rules and regulations of sporting clays.

ARTICLE 11. ORDER OF BUSINESS

Sec. 1 - ORDER. The order of business at all meetings of the Association, the Board of Directors or the Executive Committee shall be as follows:

1. Roll call
2. Reading of previous minutes or waiver thereof
3. Filling vacancies
4. Reports of officers
5. Reports of committees
6. Election of directors or officers
7. Unfinished business
8. New business or resolutions

Sec. 2 - RULES. Unless they conflict with these Bylaws, Roberts' "Rules of Order" shall govern all meetings.

ARTICLE 12. AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Board of Directors by a majority vote of the entire membership of the Board.

ARTICLE 13. DISSOLUTION

Upon the dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Sections 501(c)(3) and 170(b)(1)(A) of the Code and the Treasury Regulations and to which contributions are deductible under the provisions of Section 170 of the Code and the Treasury Regulations, except that any restricted assets of the Corporation shall be distributed in accordance with the relevant restrictions thereon.