

BYLAWS of
UNITED STATES PRACTICAL SHOOTING ASSOCIATION/IPSC

ARTICLE 1 - NAME AND ORGANIZATION:

1.1 Name

The name of this corporation shall be: THE UNITED STATES PRACTICAL SHOOTING ASSOCIATION/IPSC.

1.2 Organization:

This corporation shall be organized as a non-profit non-stock corporation under the general corporation laws of Delaware. It shall be in existence in perpetuity or until formally dissolved by the action of competent authority.

1.3 Forming and Maintaining this Corporation as Non-Profit:

It is the intent and desire of the corporation that it, and its bylaws, complies with the requirements of the United States government in the forming and maintaining of this corporation as a non-profit entity.

ARTICLE 2 - OFFICES:

Offices shall be maintained at the principal address and may be maintained at other appropriate locations within the United States by resolution of the Board of Directors.

ARTICLE 3 - OBJECTS AND PURPOSES:

The objects and purposes of this corporation shall be

- i.) to promote amateur national and international athletic competition,
- ii.) to educate the public of the benefits of practical shooting,
- iii.) to train Range Officers,
- iv.) to set forth rules and regulations for the conduct of practical shooting,
- v.) to assist in safely and fairly holding practical shooting contests, and
- vi.) to set forth a system under the auspices of the corporation that will train, develop and qualify athletes to represent the United States in international practical shooting competition.

3.1 Direction:

In order to accomplish its stated purposes the corporation shall

- i.) set forth and publish rules and guidelines for the conduct of practical shooting contests,
- ii.) establish a system for classifying competitors within various classes of abilities,
- iii.) establish and publish the corporate newsletter, defined herein as Front Sight Magazine,
- iv.) establish and direct the National Range Officer Institute, a division of the corporation, to train and certify range officials,
- v.) establish a system for qualifying competitors to participate in national championship contests,
- vi.) conduct national championship contests annually in order to determine champions and qualify team(s) of competitors to represent the United States in international competition(s), and
- vii.) conduct other business and activities to accomplish the purposes of the organization as the Board of Directors may authorize from time-to-time.

3.2 Powers:

The corporation shall have all of the powers provided by law, its Articles of Incorporation, as amended, and its bylaws.

3.3 Revenue:

The corporation expects to receive the bulk of its operating funds from membership dues and activity fees, bequeaths and endowments, and the sale of miscellaneous items bearing the corporation logo to promote practical shooting.

3.4 Enfold:

It is the intent of the corporation to set forth structures, rules, regulations, and to delineate authority and responsibility in order to unite the United States Region, International Practical Shooting Confederation, the USPSA affiliated clubs and sections, the National Range Officers Institute and such other entities with which the USPSA Board Of Directors may from time to time wish to align the association into a viable and formal relationship with its current and prospective members.

ARTICLE 4 - MEMBERSHIP:

4.1 Types of Membership:

Memberships shall consist of individual and club memberships as set forth below.

4.2 Individual Membership:

An individual membership may be Annual, 3-Year, 5-Year, Life, or Benefactor. An individual membership requires that the prospective member make formal application to the corporation, meet requirements as may be established by the Board of Directors from time to time, and pay the appropriate dues as established by the Board of Directors.

4.3 Associate Membership:

An Associate membership may be Annual, 3-Year, or 5-Year. Associate Membership requires that the prospective member or members make formal application to the corporation, meet requirements as may be established by the Board of Directors from time to time and pay all appropriate dues as established by the Board of Directors. An Associate member shall be entitled to all rights and privileges conferred by USPSA membership except that they shall not receive Front Sight Magazine.

4.4 Individual Foreign Membership:

An individual foreign membership may be Annual, 3-Year, or 5-Year. An individual foreign membership requires that the prospective member make formal application to the corporation, meet requirements as may be established by the Board of Directors from time to time, and pay the appropriate dues as established by the Board of Directors. Foreign membership is available to individuals whose permanent or primary residence is outside the United States Region.

4.5 Associate Foreign Membership:

An Associate Foreign membership may be Annual, 3-Year, or 5-Year. Associate Foreign Membership requires that the prospective member or members make formal application to the corporation, meet requirements as may be established by the Board of Directors from time to time and pay all appropriate dues as established by the Board of Directors. An Associate Foreign member shall be entitled to all rights and privileges conferred by USPSA Individual Foreign membership except that they shall not receive Front Sight Magazine.

4.6 Individual Sponsor Membership:

An individual Sponsor membership requires that the prospective member meet all requirements of individual annual membership and pay dues as established from time to time by the Board of Directors (corporate and business entities may qualify for this category of membership).

4.7 Patron Member

A Patron member may be an individual, corporation, or other business entity. Patron membership requires payment of annual dues as established from time to time by the Board of Directors, and an agreement to conduct on-going support of USPSA in its advertising, product distribution, and/or media contacts. Such support programs shall be consistent with guidelines established by the Board of Directors of the corporation as a condition of Patron membership.

4.8 Club Membership:

A club membership requires that the club:

- i.) consist of 10 or more individual members of the corporation at the time of application,
- ii.) make formal application to the corporation,
- iii.) agree to conduct the minimum number of corporation approved contests annually as established from time-to-time by the Board of Directors under the rules and guidelines as published by the corporation,
- iv.) render the published results, together with appropriate activity fees due the corporation from said contests, to the corporation within 30 days of match date, and
- v.) pay the annual affiliation dues as established from time to time by the Board of Directors.

Affiliated Clubs are autonomous in nature and are specifically allowed to conduct club business according to their own local, State and Federal laws, club bylaws, and/or business practices. Commingling of clubs for the purpose of avoiding affiliation dues is specifically prohibited.

4.9 Honorary Life Membership:

The Board of Directors may, from time to time and on criteria established by resolution, convey on individuals and organizations the title of Honorary Life Member for those who have performed exceptional service to the corporation. Honorary Life membership requires no payment from the honorary member. This title is for the purpose of recognition only and no duties or powers are ascribed thereto.

4.10 Other Classes of Membership:

Other classes of membership and their requirements may be established from time to time by resolution of the Board of Directors.

4.11 Dues:

The Board of Directors shall determine the amount of dues required for membership. An individual member's annual dues are payable on the anniversary date of the individual member's admission to USPSA. Club dues are payable on the first of each calendar year and at initiation. Clubs that initially affiliate with USPSA on or after October 1 shall be affiliated until December 31 of the following year. Clubs are additionally liable for the activity fees for each contestant in all USPSA shooting contests hosted by that member club. Memberships of any type are non-transferable, non-assignable, and non-refundable.

4.12 Membership Cards and Certificates of Affiliation:

The Executive Director shall provide for the issuance of membership cards to individual members and certificate of affiliation for member clubs. Each card or certificate shall state the period for which it is valid and shall have printed on its face that the corporation is non-profit. The name and address of each member shall be entered on the records of the corporation. If any card or certificate shall become lost, mutilated, or destroyed, a new card may be issued on such terms and conditions as the Board of Directors may determine.

4.13 Termination of Membership:

The membership of any member may be terminated without return of dues

- i.) upon written request of the member,
- ii.) upon the death or dissolution of the member,

- iii.) upon ratification of suspension from membership by vote of the Board of Directors, with or without cause, after the member has received notice and has had an opportunity to be heard by the Board of Directors.

The President or the Board of Directors may suspend any member should they determine that the member has, or is likely to, by his acts or omissions bring discredit to the corporation.

A member will be sent written notification of such suspension to the last known address in the corporate database. Such notification must include notice of the member's right to a review of the action by the Board of Directors as described in this article and the member's right to appear at such review.

The Board will be notified of a member suspension immediately.

- i.) In the event that the member fails to respond to the written notification of suspension within thirty days of the date of such notification, the Board will terminate the member's membership without further notice.
- ii.) A suspended member may request a review of the suspension by the Board of Directors. All requests must be submitted in writing, stating the reasons why the decision should be reversed. Requests shall be mailed to the national office with a copy to the Director for the Area concerned and to the President. The Board of Directors shall review all of the relevant facts concerning such suspended member's status and render a decision within 30 days after the review. The decision of the Board of Directors shall be final and binding.

4.14 Non-Payment of Dues or Fees:

Any member shall be dropped from the membership for non-payment of dues or fees. Member clubs will be dropped from membership if they have not paid the dues or activity fees by Feb 15th of each year. Those member clubs dropped for non-payment of dues or fees must pay the affiliation dues of a new club when re-affiliating. No money paid the corporation shall be refunded to members or affiliates unless it can be established that the amount so paid is in excess of that due the corporation.

4.15 Annual Membership Meeting:

The annual membership meeting of the corporation shall be held in conjunction with a USPSA National Pistol Championship as determined annually by the Board of Directors.

ARTICLE 5 - BOARD OF DIRECTORS:

The Board of Directors shall consist of the President and the elected Area Directors.

5.1 Business:

The Board of Directors shall be responsible for directing the overall policies of the corporation. A primary responsibility of the Board is to provide strategic planning and leadership on key issues to ensure the long-term health and viability of the organization. Specific areas of Board responsibility include, but are not limited to:

- i.) financial strategy, including budget, planning and investment strategies,
- ii.) membership recruitment and retention strategies,
- iii.) marketing strategies,
- iv.) strategies for the format and location of National Championship matches,
- v.) strategies for the establishment and/or management of relationships with other shooting organizations, including IPSC, and
- vi.) review and ratification of National Range Officer Institute (NROI) policies and procedures.

5.2 Compensation:

Area Directors shall not receive any salary for their services as Directors or as members of committees, but by resolution of the Board of Directors, a fixed fee and/or reimbursement of specific expenses may be

allowed. Nothing herein contained shall prevent any Director from serving the corporation in any other capacity and receiving compensation therefore, subject only to the provisions of Article 10.5 (Conflict of Interest).

5.3 Regular Meetings:

Regular meetings of the Board of Directors shall be held not less than once in any calendar year and shall be called at a time and place of the President's choosing by providing 30 days notice to the other members of the Board of Directors. The Board of Directors, by majority vote, may establish more frequent regular meetings at a time and place of their choosing providing there be 30 days notice prior to any regular meeting. Regular meetings shall be in person, by phone or electronic communication.

5.4 Special Meetings:

The President or any three members of the Board of Directors may call special meetings. The call for a special meeting shall state the nature of the business to be considered and the place, date, time, and method of the meeting. Notice of a special meeting shall be communicated to each Director at least seven days before the date of such meeting. Business considered and acted upon shall be limited to that stated in the call for the meeting except as the entire Board of Directors may unanimously determine otherwise. No bylaw changes may be adopted at any special meeting. Special meetings may be in-person, by phone, or electronic communication.

5.5 Rules of Order:

Robert's Rules of Order Newly Revised shall be the parliamentary authority at all meetings.

5.6 Voting:

Each Area Director and the President shall have voting powers at all Board of Directors meetings. Unless otherwise provided in these bylaws, the decision of the Board of Directors shall be determined by a majority vote of the Directors present, either in person or by proxy. A roll call vote will be taken at the request of any Director or President. On any roll call vote, the votes of all Directors, including the President, shall be recorded.

5.7 Notice of Board of Director's Meetings:

Written notice of regular Board of Director's meetings shall be posted to the organization website at least 30 days prior to the meeting. The notice shall include the agenda, time, place, and date of the meeting.

5.8 Proxy:

A Director unable to attend a Board of Director's meeting may authorize one Board member to act in his stead by issuance of a proxy. The proxy shall be in writing and may be set forth for specific issues. Proxies must be delivered to the President or meeting chairperson at the beginning of the meeting.

5.9 Quorum:

A quorum for conducting the business of the Board of Directors at any meeting shall be a majority of the Board of Directors, whether present in person or by proxy.

5.10 Closed Board Meetings:

All Board of Directors meetings shall be closed to individuals and organizations other than those authorized by these bylaws, Board of Director policy, or those invited by affirmative vote of two-thirds (2/3) of the Board of Directors. In addition, an individual member may address the Board of Directors for a specific purpose only, after being properly included on the agenda at least 30 days in advance of the meeting.

5.11 Minutes:

Minutes shall be kept of all Board meetings. Regular Board meeting minutes will be released to the membership, however the Board, at its discretion, may withhold release of meeting minutes that contain

confidential information, including Executive Session meetings. The President may appoint a Board Secretary, hire a professional secretarial service, or make such other arrangements as are necessary to ensure an accurate record of Board proceedings.

5.12 Indemnification

Each Director or Officer who serves the Corporation, and their respective heirs, executors and administrators, shall to the fullest extent allowable by law, be held harmless and indemnified by the Corporation against all costs, expenses, judgments and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding, civil or criminal, in which he or she is or may be made a party by reason of being or having been such Director or Officer, or by reason of any action alleged to have been taken or omitted by him or her as a Director or Officer, whether or not he or she is a Director or Officer at the time of incurring such costs, expenses, judgments and liabilities and following timely notification of any matter potentially covered by this section to the Board of Directors. Such indemnification shall not include matters to which he or she shall be finally adjudged, without right of further appeal in such action, suit or proceedings, to have been liable for willful misconduct in the performance of his or her duty as such Director or Officer. Such indemnification shall be made with respect to adjudication other than on the merits and shall extend to settlements and compromises. The foregoing right of indemnification shall not be exclusive of other rights to which such Director or Officer may be entitled as a matter of law.

ARTICLE 6 - ELECTION OF PRESIDENT AND BOARD OF DIRECTORS:

6.1 The President:

The President shall:

- i.) be elected by vote of the individual membership, one vote per member,
- ii.) be elected for a term of four years,
- iii.) take office on January first following the year of his election,
- iv.) serve until his successor is elected and takes office,
- v.) be a resident of the United States Region, and
- vi.) be Life Member to hold office.

In the event the President vacates his office, the Vice President shall serve as interim President. If the remainder of the vacating President's term of office is greater than 24 months, a special election shall be held to fill the office for the remainder of the term. The special election will follow the policies and procedures set forth in Article 6.5, except that the dates specified in Article 6.5, and if necessary Article 6.7, shall be adjusted to provide for a timely special election.

6.2 Board of Directors:

Each Area Director shall:

- i.) be elected by vote of the individual membership, one vote per member within his respective Area,
- ii.) be elected for a term of three years,
- iii.) take office on January first following the year of his election,
- iv.) serve until his successor is elected and takes office,
- v.) be a resident of the Area from which he is nominated and elected, and
- vi.) be a Life Member to hold office.

6.3 Eligibility to Vote:

Eligibility to vote requires a current USPSA membership with an original membership date prior to May 1 of the year of the election.

6.4 Nominations for President and Area Directors:

All incumbents shall be automatically nominated unless they decline to be nominated. Others wishing to be candidates may submit nominating petitions to the national office no later than the first business day of June in the year of the election. The nominating petitions shall contain the signatures of fifty current individual members and their membership number. In the case of a candidate for Area Director, signatures from members residing outside of the Area shall be considered invalid. Candidates shall receive such support and coverage from the national office as may be specified in current USPSA policy.

Candidates for election to the office of President must hold a current USPSA membership and have been a member for a continuous and uninterrupted minimum period of four years immediately preceding the first day of the term of office. Candidates for election to the offices of Area Director must hold a current USPSA membership and have been a member for a continuous and uninterrupted minimum period of two years immediately preceding the first day of the term of office.

On February 1st of each election year, the Board of Directors shall appoint a nominating committee which

- i.) may at its discretion, or by direction of the Board, nominate a candidate for any scheduled election no later than June 1st, or
- ii.) in the event that nominating petitions for any scheduled election have not been filed by April 1st of the election year, shall nominate a candidate for any such affected scheduled election no later than June 1st.

All such committee nominated candidates shall be presented to the Board for ratification.

6.5 Election by Ballot:

The Executive Director shall create a list of eligible voters in accordance with Article 6.3 on the first business day of July in the year of the election. The Board of Directors shall cause ballots for each contested election, to be printed and delivered to a certified public accounting firm selected by the Executive Director at the direction of the Board by July 15th of each election year.

The ballots shall be serially numbered, contain the name of the incumbent, followed by the word "incumbent", followed by the name of any challenger(s). The ballot shall indicate a date by which the ballot must be returned to the accounting firm to be counted. The outgoing envelopes shall be marked with the USPSA logo and the words "USPSA Ballot" in red 18-point lettering.

A list of eligible voters in each Area shall be delivered to the accounting firm. The certified public accounting firm shall:

- i.) mail ballots to all individual members on the list by August 1 by first class mail,
- ii.) receive the ballots back by return mail, and
- iii.) tabulate, certify and report the results to the President and Board of Directors by September 15th of each election year.

It is the voting member's responsibility to mark and complete the ballot and mail it to the certified public accounting firm to be received on or before September 1st of each election year. There is no provision for lost ballots, and the original official ballots, timely received by the certified public accounting firm, through the United States Mail, unopened at time of counting, are the only ballots that shall be counted.

Write-in votes shall be considered invalid, shall not be counted, and shall not be listed in the election results.

The results of the election shall appear in the next regular issue of the corporate newsletter and be posted on the corporate website.

6.7 Quorum and Majority:

The individual members actually voting shall constitute a quorum and those persons receiving the highest number of votes cast shall be deemed elected.

Majority Required: No candidate for Area Director or President may serve without having received a majority of votes cast. In the event that no candidate receives more than 50% of the votes cast, a run-off election shall be conducted between the two candidates receiving the most votes.

6.7 Runoff Election Ballot Procedure:

The run-off election shall be conducted under the terms, conditions, and procedures described in 6.5 for the initial election, except that the deadlines shall be:

- i.) ballots shall be mailed to all current members on the original mailing list by November 1st, by first class mail,
- ii.) ballots received on or before December 1st are eligible to be counted,
- iii.) results shall be reported to the President and Board of Directors by December 15th of each election year.

6.8 Uncontested Election:

In the event that an election for President or Area Director is uncontested, the provisions of Sections 6.5, 6.6, and 6.7 shall be waived. The sole candidate shall be considered to have been duly elected and shall take office in accordance with the provisions of Section 6.2 ii), iii), and iv).

ARTICLE 7 - CORPORATE OFFICERS AND DUTIES THEREOF:

7.1 Officers:

All officers must be Life Members to hold office.

There shall be the following officers of the corporation:

- i.) one President,
- ii.) one Vice President,
- iii.) one Corporate Secretary
- iv.) one Executive Director,

7.2 The President:

The President shall be the chief executive officer of the corporation and shall be primarily responsible for the implementation of the policies of the Board of Directors. In addition to the other provisions of these bylaws, the President shall

- i.) have authority over the general management and operations of the corporation, subject only to the ultimate authority of the Board of Directors and these bylaws,
- ii.) preside at all corporate meetings and shall cast a vote in all roll call votes,
- iii.) appoint the Vice President and Secretary of the corporation, all such appointments subject to ratification by the Board of Directors,
- iv.) assign to all officers such duties and powers consistent with these bylaws to enable the President to carry out his responsibilities and obligations,
- v.) travel to the national office frequently enough to evaluate the performance of the Executive Director and report his assessment of the Executive Director, along with salary recommendations, to the Board of Directors at least annually,
- vi.) serve as, or designate, the Match Director of, and have full and final authority concerning the United States National Championships,
- vii.) represent the position of USPSA as determined by the Board, including following Board direction at all General Assembly meetings of the International Practical Shooting Confederation (IPSC) and serve as the IPSC United States Regional Director,

- viii.) serve as a Director and, except as otherwise provided in these bylaws, shall be an ex-officio member of all committees of the Board of Directors, and
- ix.) perform all duties incident to the office of the President and such other duties as from time to time may be assigned by the Board of Directors or these bylaws.

The President may sign and execute in the name of the corporation deeds, mortgages, bonds, checks, powers of attorney, contracts and/or other instruments, except as otherwise provided by the Board of Directors and by the Articles of Incorporation and these bylaws.

The President may, with approval of the Board of Directors, establish and maintain an office separate from the national office convenient to the discharge of his duties. All expenses of this office shall be included in the annual budget submitted to the Board of Directors for approval.

7.3 Vice President:

The Vice President shall perform all duties incident to the office of Vice President and shall have such powers and shall perform such duties as shall be assigned to him by the President. The Vice-President shall, in the absence of the President, serve as Board meeting Chairperson until relieved of that duty by majority vote of the Board of Directors or as otherwise provided for by these bylaws.

The President shall appoint the Vice President from among the currently elected Area Directors or DNROI for a one-year term, beginning each January. The office of Vice President shall have no vote.

7.4 Secretary:

The Secretary shall certify and keep at the national office these bylaws of the corporation, as amended from time to time, and a book of minutes of all Board of Director's meetings with the time and place of holding, whether regular or special, how authorized, the notices thereof given and the names of those present at the meetings and all other corporate records required by law.

The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. In general, the Secretary shall perform all duties incident to the office of Secretary and perform such other duties as may be prescribed from time to time by the by the President or the Board of Directors.

7.5 Executive Director:

The Executive Director shall be the chief operating officer of the corporation and shall have general and active supervision over the property, business, day-to-day operations and affairs of the corporation, and oversee production of the corporate newsletter at the national office.

The Executive Director shall be knowledgeable of practical shooting, shall be selected by the Board of Directors and may be removed at any time, with or without cause, only by the Board of Directors.

In addition to the other provisions of these bylaws, the Executive Director shall

- i.) supervise, hire and train adequate personnel, and manage the employees of the corporation at the national office in their day to day duties, maintain appropriate personnel records, establish pay levels, evaluate performance, and generally perform all tasks necessary to maintain adequate service levels,
- ii.) deposit into a depository approved by the Board of Directors all funds from whatever source and maintain all corporate financial records according to generally accepted accounting principals,
- iii.) keep the President advised at all times of all matters affecting the corporation and of all actions taken by the Executive Director on its behalf,
- iv.) have the power to disburse funds of the corporation for normal operating expenses consistent with the approved budget,

- v.) distribute copies of the audited or reviewed financial statements to the members via the corporate newsletter and web page as soon as they have been approved by the Board of Directors,
- vi.) attend and participate in Board meetings, but does so without vote,
- vii.) prepare quarterly reports on the status of expenditures relative to the approved budget, memberships, affiliated clubs, classification matches and other such data as may be specified by the President or the Board of Directors,
- viii.) work as the editor of the corporate newsletter with overall responsibility for content, layout, and production,
- ix.) in general, exercise such duties and responsibilities as customarily pertain to the office of chief administrative officer, and
- x.) perform such other duties as may be prescribed from time to time by the Board of Directors or by these bylaws.

The Executive Director may sign, execute and deliver in the name of the corporation powers of attorney, contracts, checks, leases, bonds, and other obligations and cause to be prepared all reports necessary for governmental agencies and to pay all taxes and other charges against the corporation.

The Executive Director, in conjunction with the President, shall direct the preparation of and submit a draft budget to the Board of Directors by January 20 of each year. The budget shall contain estimated revenues and expenses of the corporation. It shall include, but not be limited to, allocation of funds to the operation of the individual membership program, the national Range Officers training program, the club membership program, the publication of the corporate newsletter, maintenance of corporate office(s), the holding of the U.S. National Championships, and other items as necessary to attain the purposes of the corporation. In no event shall the budget exceed anticipated revenues on an annual basis. The Board of Directors has the responsibility of approving the budget after offering such amendments as they may deem appropriate. That responsibility shall include adjustments during the budget period.

The Executive Director may hold the office of Secretary when so appointed by the President.

7.6 Annual Report:

The President shall cause to be prepared and submitted to the Board of Directors an annual written report, which shall include the audited or reviewed financial statement of the corporation prepared by an independent firm of certified public accountants selected by the audit committee. This report shall be distributed at the annual meeting and to the membership through the corporate newsletter.

7.7 Removal From Office:

Any officer or Director may be removed, with or without cause, by a motion for removal filed by a Director with the President and following compliance with the procedures set forth below. If the motion for removal is against the President, then the Board of Directors shall select a chairman who shall preside at a meeting of the Board of Directors convened for the purpose of acting upon the motion for removal. The challenged officer or Director shall have the opportunity to be present at such meeting and to defend himself against such action, but must withdraw before vote is taken. To be approved and become effective, a motion for removal of an officer or Director shall require a three-fourths majority affirmative vote of the Board of Directors.

An officer or Director may be removed from office for:

- i.) failure to discharge the duties of a fiduciary,
- ii.) acts deemed detrimental or injurious to the USPSA organization,
- iii.) acts deemed to be illegal or immoral,
- iv.) failure to disclose conflicts of interest.

The infractions listed above are examples and are not intended to restrict cause for removal.

7.8 Resignations:

Any Director or Officer may resign at any time by delivering written notice thereof to the Board of Directors or to the President. The resignation shall take effect when the notice is delivered, unless the notice specifies a later effective date, except that a Director or Officer who no longer meets the requirements for holding office shall be considered to have resigned as of the date of such condition, with or without timely notification.

ARTICLE 8 - COMMITTEES:

8.1 Audit Committee:

There shall be an Audit Committee consisting of three members of the Board of Directors chosen by the Board of Directors. The Audit Committee shall select an independent certified public accounting firm and shall oversee the annual audit or review of the corporation.

When the accounting firm has prepared the audit or review report, it shall be transmitted to the Chairman of the Audit Committee who shall present it to the Board of Directors for approval at their next Regular meeting. Failure to act on the audit or review within twelve months of completion shall result in default approval. The President and the Executive Director shall not be members of the Audit Committee.

8.2 Finance Committee:

There shall be a Finance Committee selected annually, consisting of the Executive Director and two Board members. The Finance Committee shall oversee the transfer of funds between reserve and operational accounts and shall serve as financial advisors to the Executive Director.

8.3 Other Committees:

There may be other committees as deemed necessary by the Board of Directors or the President. Except as otherwise provided in these bylaws, the President shall make all appointments to committees subject to confirmation by the Board of Directors. Area Directors will chair all committees except in the event of special circumstances to be defined by majority vote of the Board of Directors.

8.4 Quorum:

A majority of the members of a committee shall constitute a quorum and the committee may act upon the majority vote of the members present at any duly convened meeting.

8.5 Minutes:

All committees shall appoint a Secretary and shall keep full records and accounts of their proceedings and transactions. All actions of the committees shall be reported to the Board of Directors at their next meeting.

ARTICLE 9 - CONTRACTS:

The Board of Directors may, by resolution, grant or authorize any Officer or agent specific powers of contract or license when, in their opinion, it is in the best interests of the corporation to do so and funds not otherwise appropriated exist for the corporation to fulfill such contract. In no case shall the President incur a corporate obligation extending beyond his term of office without a specific resolution of the Board of Directors.

ARTICLE 10 -- MISCELLANEOUS PROVISIONS:

10.1 Liability:

Each Director or Officer who serves the Corporation, and their respective heirs, executors and administrators, shall to the fullest extent allowable by law, be held harmless and indemnified by the

Corporation against all costs, expenses, judgments and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding, civil or criminal, in which he or she is or may be made a party by reason of being or having been such Director or Officer, or by reason of any action alleged to have been taken or omitted by him or her as a Director or Officer, whether or not he or she is a Director or Officer at the time of incurring such costs, expenses, judgments and liabilities and following timely notification of any matter potentially covered by this section to the Board of Directors. Such indemnification shall not include matters to which he or she shall be finally adjudged, without right of further appeal in such action, suit or proceedings, to have been liable for willful misconduct in the performance of his or her duty as such Director or Officer. Such indemnification shall be made with respect to adjudication other than on the merits and shall extend to settlements and compromises. The foregoing right of indemnification shall not be exclusive of other rights to which such Director or Officer may be entitled as a matter of law.

10.2 Fiscal Year:

The fiscal year of the corporation shall be a calendar year.

10.3 Corporate Seal:

The Board of Directors may adopt and use a corporate seal to be affixed on all corporation instruments.

10.4 Confidentiality:

All financial information, employee information, membership lists and similar matters of this corporation shall remain confidential. All open session Boardroom discussions shall remain confidential until the minutes of those discussions are approved for dissemination by a majority of the Board except and unless otherwise approved by a majority of the Board. Executive session discussions shall be confidential. No Officer or Director shall supply copies or disseminate such confidential information to any third party without the written consent or by resolution of the Board of Directors, except as otherwise provided in these Bylaws.

This prohibition shall not apply to disclosure of such confidential information to the professional advisers of the Officers or Directors, as the case may be, although such professional advisers shall then keep it confidential. This prohibition shall not apply to disclosure to any governmental agencies to which information shall be required for the operation of the corporation.

Members serving as affiliated club contact, corporate officers, employees, Section Coordinators and Area Directors may have their names phone numbers, E-mail address, City and States published at various times and places.

10.5 Conflict of Interest:

Conflict of interest is defined as any contract or other business transaction between the Corporation and any of its Officers or Directors with an entity in which any Officer or Director of the Corporation

- i.) is a General Partner, Director, Officer or Trustee thereof, or
- ii.) has a material financial interest. Material financial interest is defined as ownership of more than one percent of a publicly traded corporation, or more than five percent of a privately held company, or receiving any regular or contractual compensation from such entity.

When the material facts of any such current or anticipated contract or transaction and the individual's interest therein are disclosed to, or discovered by, the Board of Directors, the Board of Directors (or such Committee with authority to act thereon) shall evaluate the specifics of the contract or transaction.

Such contract or transaction may be authorized, approved, or ratified only if it receives the affirmative vote of the Directors (or such committee) who have no interest in such transaction. Director(s) or Officer(s) who have an interest in such transaction shall not vote on or engage in the discussions leading to a vote on such transaction. Such majority vote shall be valid even when it does not otherwise

constitute a quorum or a majority at the meeting; provided however, that such transaction may not be authorized, approved or ratified by a single Director.

10.6 Gender

When required by the context, the masculine designations throughout these bylaws will include the feminine gender and the neuter, and vice versa.

ARTICLE 11 - AREA DIVISIONS:

There shall be established within the United States certain geographical designations known as Areas. Each Area may be further divided into two or more Sections. The Board of Directors shall determine the number and composition of Areas, subject to Article 6 of these bylaws.

11.1 Area Director:

An Area Director and a Director as established in Article 5, except for the President, are one and the same. The Area Director shall

- i.) assist the Section Coordinators within his Area in whatever way possible to promote the corporation and its goals,
- ii.) promote the corporation's goals and actively solicit participation from individuals, shooting organizations and industry,
- iii.) keep the President apprised of the activities, accomplishments, and needs within his Area,
- iv.) organize and establish a Level III Area handgun Championship run under the rules and guidelines of the corporation,
- v.) in addition, may organize and establish additional Area Championships run under the rules and guidelines of the corporation,
- vi.) send the appropriate activity fees from such Area Championships to the corporation, and
- vii.) serve as Match Director of such Area Championship or may delegate such authority and responsibility to another member.

11.2 Area Handgun Championship:

The Area handgun Championship shall represent all Sections within the Area and be held within the physical confines of the Area.

It is the intent of the corporation that, other than for prescribed activity fees and actual expenses of the event, the remaining proceeds from each Area Championship(s) be returned to the competitors in the form of prizes or awards.

11.3 Accountability:

The Area Director shall make full accounting of all funds derived from the Area championship(s) and forward a copy of it, together with published results of the placement of contestants, to the national office and the Section Coordinators within his Area.

ARTICLE 12 - SECTIONS:

A Section is a state or geographical area that contains a minimum of two affiliated clubs and is chartered by the corporation.

12.1 Chartering of Section:

The President may charter a Section either upon application of the clubs within a defined geographical area or he may split an existing Section upon the recommendation of the Area Director. The Area Director shall appoint a Section Coordinator to administer a Section until the clubs hold an election therein.

No Section shall be chartered that crosses Area boundaries except under circumstances of severe hardship involving lack of proximity to a Section within the clubs area. Sections wishing to qualify for this exception must petition the President and the affected Area Directors and provide evidence of such hardship. No Section shall be chartered unless the Area Director and President are first provided prospective Section bylaws for approval.

The Section bylaws shall be subordinate to these bylaws and shall set forth a means for distribution of national championship slots. The distribution shall always consider placement in practical shooting events and may additionally consider club membership and assistance at the events. Slots may never be awarded by lot. All Sections will be required to provide bylaws to the Area Director and the national office annually and following any amendment.

12.2 Section Coordinators:

The Section Coordinator shall be elected by the member clubs within his assigned Section, on the basis of one vote per member, or member club, as determined by the Section bylaws.

The Section Coordinator's term of office shall be determined by the Section bylaws, but in no event may the Section Coordinator's term exceed two years. It is the responsibility of the Section Coordinator and the member clubs to organize and conduct an election each regular election cycle for their respective Section.

The Section Coordinator shall serve until he resigns, relinquishes his office, or an election is held.

The Area Director may remove a Section Coordinator for cause. The Area Director's decision may be appealed to the Board of Directors by the individual Section Coordinator or by any club within the Section. The Board shall review the appeal and make a final determination at its next Regular Meeting.

Should a Section Coordinator's office become vacant, the Area Director has the authority to appoint a Section Coordinator until such time as an election for that Section is held. A section shall hold elections as specified by their bylaws, or any time a majority of the club presidents in that Section call for a special election for Section Coordinator

The Section Coordinator must maintain at least annual membership to hold office and must hold a Range Officer (Level I) or higher NROI certification.

12.3 Purpose:

The Section is the local link to USPSA for the shooter and section clubs. The Section Coordinator is responsible for insuring that every activity within the section represents the best traditions and standards of USPSA. The Section Coordinator supports the development of new shooters and new clubs by providing information, support and guidance

12.4 Duties of Section Coordinator:

The Section Coordinator is responsible for insuring that every activity within the Section represents the best traditions and standards of USPSA. The Section Coordinator supports the development of new shooters and new clubs by providing information, support, and guidance.

The Section Coordinator shall

- i.) actively promote the corporation and its policies, rules, ideals and concepts,
- ii.) keep the Area Director and national office informed of activity within his Section,
- iii.) promote the establishment of, and participation in, his Area Championship and the USPSA National Championships,
- iv.) require of his clubs that a copy of the results for all corporation approved matches be made available to him,
- v.) see that all such results and their attendant activity fee are forwarded to the national office within 30 days of match date,

- vi.) recommend clubs for affiliation or disaffiliation,
- vii.) endeavor to personally visit each club in his Section at least once a year during the production of a match,
- viii.) actively assist new clubs in forming and becoming affiliated with the corporation, and
- ix.) implement and supervise membership growth programs.

12.5 Expenses:

Sections may levy activity fees, not to exceed one US Dollar, on each contestant in a corporation approved contest, provided the Section has adopted bylaws that have been approved by the corporation and insure representation and accountability to local clubs in the Section. Such fees are to cover the cost of the Section Coordinator's office and such other reasonable projects beneficial to all Section clubs, are to be utilized solely for the actual expenses thereof, and a full accounting shall be rendered annually to the clubs of that Section. Such fees, if levied, are in addition to and unrelated to any established activity fees due the corporation.

12.6 Independent Clubs

A club may form as an Independent Club due to geographical location or for specific business related reasons. Clubs belonging to a Section may petition the Section Coordinator and Area Director to become an Independent club or to join a different Section due to geographical or specific business related reasons. The Area Director, following consultation with the Executive Director, may grant permission after determining that all financial obligations to the Section have been met. All activity credits earned prior to the approval shall remain the property of the club.

The Area Director's decision may be appealed to the Board of Directors by the petitioning club or by any club within the Section. The Board shall review the appeal and make a final determination at its next Regular Meeting.

ARTICLE 13 - NATIONAL TEAMS AND NATIONAL CHAMPIONSHIP SLOTS:

13.1 National Team Selection:

The Board of Directors shall determine the nature, number, and composition of competition teams to officially represent USPSA in international IPSC competition(s).

The corporation shall select team members according to current team selection criteria as defined by action of the Board of Directors. The selection criteria shall be published in the corporate newsletter and corporate website whenever modified. In no case shall modifications to the selection criteria apply retroactively.

13.2 Allocation of Slots to the United States National Championships

Competitor slots to the United States National Championships are earned through performance at the previous year National Championship, through competition within a member's affiliated club and Section, and through competition at Area handgun Championships and other designated contests.

The Board of Directors shall set forth the policy concerning the division and distribution of slots.

ARTICLE 14 - NOTICES:

Whenever any notice is required to be given by these bylaws, it may be given personally or sent by mail, telegram, facsimile, telephone, or other form of communication, specifically including the corporate newsletter, to the last address shown on the records of the corporation for the person to whom the notice is directed.

14.1 Waiver of Notice:

Any notice required by these bylaws may be waived by a 2/3-majority vote of the Board. All such waivers shall be recorded in the minutes of the meeting.

ARTICLE 15 - AMENDMENTS AND EFFECTIVE DATE:

15.1 Amendments:

These bylaws may be amended at any regular meeting of the Board of Directors by a vote of two-thirds (2/3) of the members present, provided

- i.) that notice of the nature of the proposed amendment shall have been given at the last previous meeting of the Board of Directors, or
- ii.) that a written copy of the proposed amendment shall have been mailed with notice of meeting or, with return receipt, at least ten days prior to such meeting.

15.2 Effective Date of Amendments:

Amendments of these bylaws shall become effective immediately upon adoption unless otherwise designated by the Board of Directors.

ARTICLE 16 – COMPETITIONS RULES AND NATIONAL RANGE OFFICER INSTITUTE:

16.1 Competition Rules:

- i) USPSA matches shall be conducted according to the rules most recently published by the United States Practical Shooting Association
- ii) IPSC matches shall be conducted according to the rules most recently published by the International Practical Shooting Confederation
- iii) Such other matches as may from time to time be authorized by the USPSA Board of Directors shall be conducted according to such rules as may be approved by the Board of Directors.

16.2 Competition Equipment Rules Modifications:

Changes to U.S. Division rules affecting personal competition equipment shall be adopted for a specific Division no more frequently than every two years except as may be required to comply with federal laws. Those changes must be published in the corporate newsletter three months prior to effective date.

16.3 National Range Officer Institute:

The National Range Officer's Institute (NROI) is a division of USPSA chartered to develop and implement safety-centered education and officiating policies for USPSA matches. Duties of the NROI include development of training and education programs, recruitment, training, testing and evaluation of Range Officers, and communication of official rules interpretations. NROI is an integral part of the feedback process for continual improvement of the rules themselves.

16.4 Director of National Range Officer Institute:

The Director of the National Range Officer Institute shall have general and active supervision over all operations and affairs of the National Range Officer Institute (NROI), shall hold a current NROI Range Master Instructor (RMI) certification and must be a Life Member. In the event the Director does not hold RMI certification when selected for office, he shall seek and obtain such certification within twelve months of that date of selection, failing which he may be terminated by the Board.

Candidates for the position of Director of NROI shall be knowledgeable of practical shooting, principles and rules, must have experience in National Championship officiating, and must hold the minimum of a current NROI Range Master certification. The Director shall be selected from a pool of applicants by

majority vote of the Board of Directors and may be removed at any time, with or without cause, only by the Board of Directors, with a written 30-day notice.

In addition to the other provisions of these bylaws, the Director of NROI shall

- i.) Enforce the principles, ideals, rules and guidelines, as set forth by the Board of Directors and officers of the organization.
- ii.) attend and participate in Board meetings, but does so without vote,
- iii.) inform the Board of Directors and the President of all NROI and International Range Officers Association (IROA) matters affecting the corporation,
- iv.) be the primary authority in rule and guideline interpretation,
- v.) serve as, or designate a National Team(s) Manager for international competitions,
- vi.) produce and maintain materials necessary to recruit, train, and evaluate Range Officers,
- vii.) maintain guidelines for selection, recruit, train, supervise, evaluate performance, and in all other respects manage the NROI Range Master Instructors corps, including final approval of any additions to the corps,
- viii.) chair any meetings of the Range Master Instructors corps,
- ix.) personally review and approve all courses of fire for Level III contests, or shall pass them onto another qualified Range Master if a timeliness issue occurs and the Director is unable to meet the time deadline,
- x.) select all stages for future classifiers and be responsible for accurate measurements and hit factors, when submitting them to the general office for printing, and
- xi.) in general, perform those duties normally assigned to the position of Director of NROI or such other duties as may be prescribed from time to time by the Board of Directors or by these bylaws.