

**BYLAWS**

**OF**

**ST. AUGUSTINE PRACTICAL SHOOTING ASSOCIATION INC./SAPSA**

The undersigned incorporator, with other persons, being desirous of forming a corporation under the provisions of Chapter 617 of the Florida Statutes and the IRS as a 501(c)(3) NON-PROFIT, agrees to the following:

SAPSA Bylaws 1 Adopted on 02-16-2013  
BYLAWS of ST. AUGUSTINE PRACTICAL SHOOTING ASSOCIATION INC.

**ARTICLE 1- NAME AND ORGANIZATION:**

The name of this corporation is ST. AUGUSTINE PRACTICAL SHOOTING ASSOCIATION INC. or doing business as SAPSA.

***1.1 Name***

The name of this corporation shall be: ST. AUGUSTINE PRACTICAL SHOOTING ASSOCIATION INC.

***1.2 Organization:***

This corporation shall be organized as a non-profit non-stock corporation under the general corporation laws of Florida. 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 501(c)(3) 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, PURPOSES SERVICES:(IRS-F1023-PartVI-2)**

This corporation is organized exclusively for charitable, scientific, literary or education purposes within the meaning of Internal Revenue Code, including, for such purposes, the making if distributions to

organizations that qualify as exception organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Revenue law.

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 set forth rules and regulations (by following USPSA guidelines) for the conduct of practical shooting
- iv.) to assist in safely and fairly holding practical shooting contests, and
- v.) 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.) follow set forth publish rules and guidelines of USPSA for the conduct of practical shooting contests,
- ii.) follow USPSA system for classifying competitors within various classes of abilities,
- iii.) follow USPSA publish the corporate newsletter, and publish USPSA monthly newsletter herein as MYSAPSA News,
- iv.) follow and train our membership in the National Range Officer Institute, a division of the corporation, to train and certify range officials,
- v.) follow USPSA system for qualifying competitors to participate in national championship contests,
- vi.) follow and attend 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 (Year 2013 IRS f1023 Part X-2):***

Intent is to follow the structures, rules, regulations, from UNITED STATES PRACTICAL SHOOTING ASSOCIATION/IPSC for the proposes of charitable, scientific, literary or education purposes within the meaning of section 501(c)(3)IRS code. 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 SAPSA Board Of Directors may from time to time wish to align the association into a viable and formal relationship with its current and

USPSA prospective membership and accreditation. Relationship with SAPSA follows these rules from USPSA Inc. which provisions and governed by NRIO section 13.4 Director of National Range Officer Institute and SAPSA's rules. SAPSA compiling with 2013 IRS Form 1023.

## **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 SAPSA membership except that they shall not receive MYSAPSA Newsletter.

### ***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 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).

### ***4.6 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 SAPSA 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.

### ***4.7 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 to USPSA.

#### ***4.8 Honorary Board Membership (IC):***

The Board of Directors may, from time to time and on criteria established by resolution, convey on individuals and organizations the title of Honorary Board Member for those who have performed exceptional service to the corporation. This title is for the purpose of recognition only and no duties or powers are ascribed thereto for (HIC) human intellectual capital knowledge.

#### ***4.9 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.

#### ***4.10 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 SAPSA. Affiliation with USPSA on or after October 1 shall be affiliated until December 31 of the following year. Memberships of any type are non-transferable, non-assignable, and nonrefundable. Types of dues, Annual, Annual Family, 3-Year, or 5-Year and Benefactor membership.

#### ***4.11 Membership Cards and Certificates of Affiliation:***

The Executive Treasure 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.

#### ***4.12 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.

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.

#### ***4.13 Non-Payment of Dues or Fees:***

Any member shall be dropped from the membership for non-payment of dues or fees. Members will be dropped from membership if they have not paid the dues each year.

#### ***4.14 Annual Membership Meeting:***

The annual membership meeting of the corporation shall be held at the end of the year 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 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 matches,
- v.) strategies for the establishment and/or management of relationships with other shooting organizations, including IPSC, USPSA and
- vi.) review of National Range Officer Institute (NROI) policies and procedures
- vii.) following SAPSA's rules and policies of these bylaws.

#### ***5.2 Compensation:***

Directors shall not receive any salary for their services as Directors or as members of committees.

#### ***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 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 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. The President is required to be present to have a quorum at these meetings.

#### ***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. The meeting has to have at least the president or vice-president or treasure present.

#### ***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/she 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/she 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/she 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 two years, with the second as knowledge transfer for the new incumbent
- iii.) take office on January first following the year of his election,
- iv.) serve until his successor is elected and takes office,
- v.) be the intellectual knowledge for current officers 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.

#### **6.2 Board of Directors:**

Each Director shall:

- i.) be elected by vote of the individual membership, one vote per member within his respective
- ii.) be elected for a term of one plus year(s),
- 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 member of SAPSA from which he/she is nominated and elected.

### ***6.3 Eligibility to Vote:***

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

### ***6.4 Nominations for President and 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 Director, signatures from members residing outside of SAPSA shall be considered invalid. Candidates shall receive such support and coverage from the national office as may be specified in current SAPSA policy. Candidates for election to the office of President must hold a current SAPSA 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 Director must hold a current SAPSA 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. Second year mentors next year's elect for knowledge transfer(IC).

### ***6.5 Election by Ballot:***

The Executive Treasure or his designee shall create a list of eligible voters on the November or December.

### ***6.6 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..

## **ARTICLE 7 - CORPORATE OFFICERS AND DUTIES THEREOF:**

Overview: A) President: Shall preside over all meetings. He/she shall be the ex-officio of all regular meeting or special committees and shall perform such duties as usually pertain to the office. B) Vice President: shall preside in the absence of the president and give support as needed C) Secretary/Treasurer: shall see that all dues and fees collected are accurately recorded on the SAPSA financial spread sheet. Likewise, all expenditures must be recorded. Payment of any bills and/or club expenditures (over and above normal expenditures) must be approved by a quorum of the Board of Directors. The Sec/Treasurer shall keep an accurate and up to date record of all financial transactions for disclosure upon request at all meetings. D) Chief Range and Safety Officer: shall insure that all match activities are conducted in a safe manner and in accordance with all USPSA safety guidelines; shall also have charge of the Club Shooter Safety Checks, range orientation and familiarization of Range Officer commands and shooter obligations. E) Equipment Officer: shall have charge of all props, equipment and match production facilities and coordinate the match set up each month.



## **7.1 Officers:**

All officers must be elected in by 2/3reds of the Members or the Board of Directors present at the general meeting to hold office.

There shall be the following officers of the corporation:

- i.) one President / CIO,
- ii.) one Vice President Officer,
- iii.) one CRO/Chief Range / Safety Officer,
- iv.) one Treasure Officer/CTO,
- v.) one Secretary,
- vi.) one Equipment Officer / CEO,
- vii.) one CT / Web Master.

## **7.2 The President:**

The President 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. 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 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,

- i.) preside at all corporate meetings and shall cast a vote in all roll call votes,
- ii.) appoint the Vice President and Secretary of the corporation, all such appointments subject to ratification by the Board of Directors,

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. Two year term with the second for knowledge transfer and club intellectual capital (IC).

## **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 Directors or DNROI for a one-year term, beginning each January.

## **7.4 Corporate 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 CRO/Chief Range / Safety Officer***

The CRO / Chief Range Officer follows the rules and guidelines of the USPSA 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. In the event the Director does not hold RMI certification when selected for office, he/she shall seek and obtain such certification within twelve months of that date of selection, failing which he/she 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.

## ***7.6 Executive Treasure:***

The Executive Treasure 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 Treasure 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 principles,
- iii.) keep the President advised at all times of all matters affecting the corporation and of all actions taken by the Executive Treasure 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,
- viii.) memberships, affiliated clubs, classification matches and other such data as may be specified by the President or the Board of Directors,
- ix.) work as the editor of the corporate newsletter with overall responsibility for content, layout, and production,
- x.) in general, exercise such duties and responsibilities as customarily pertain to the office of chief administrative officer, and
- xi.) perform such other duties as may be prescribed from time to time by the Board of Directors or by these bylaws.

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

## ***7.7 Secretary Officer,***

A secretary has many administrative duties. Traditionally, these duties were mostly related to correspondence, such as the typing out of letters, maintaining files of paper documents, etc. Today he/she confirm membership and their logs them to the USPSA.

### ***7.8 Equipment Officer / CEO,***

The Equipment Officer operating a wide variety of heavy-duty, self-propelled construction equipment for projects including, building construction, guiding members to help volunteer. They perform minor maintenance on equipment to ensure safe, efficient operation, serving as Director. They preparing operational reports on equipment; reading and interpreting blueprints and preparing sketches for projects; making estimates of material, labor, and equipment requirements.

### ***7.9 Chief Technical Officer / CTO / Web Master***

The Chief Technical Officer is a business oriented technical leader with an emphasis in enterprise systems and application hosting services. With over 18 years of industry experience in both software engineering and information technology, he has a unique understanding of the challenges in both developing and applying information technology.

### ***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 ruling 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 at the next general monthly match meeting. The following match vote and ruling for removal shall be voted on by the club membership of at least 20 members. The challenged officer or Director shall have the opportunity to be present at such meeting and to defend him/herself against such action, but must withdraw before vote is taken. The infractions listed above are examples and are not intended to restrict cause for removal of the president of current board of directors.

### ***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 account or firm and shall oversee the annual audit or review of the corporation. When the account or 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 Treasure shall not be members of the Audit Committee but to help and address topics and issues for audit.

### **8.2 Finance Committee:**

There shall be a Finance Committee selected annually, consisting of the Executive Treasure 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 Treasure, Vice President and President.

### **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. 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 other 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 Fiscal Year:***

The fiscal year of the corporation shall be a calendar year from January 1st.

### ***10.2 Corporate Seal:***

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

### ***10.3 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.

### ***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.

## **ARTICLE 11 - 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.

### ***11.1 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 12 - AMENDMENTS AND EFFECTIVE DATE:**

### ***12.1 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.

### ***12.2 Effective Date of Amendments:***

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

## **ARTICLE 13 – COMPETITIONS RULES AND NATIONAL RANGE**

### **OFFICER INSTITUTE:**

#### ***13.1 Competition Rules:***

- i) USAPSA 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.
- iv) SAPSA matches shall be conducted according to the rules most recently published by the United States Practical Shooting Association and SAPSA rules

#### ***13.2 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.

#### ***13.3 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 from SAPSA 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. The Range Officer or appointed monthly member shall have a RO Level 2 certification from the NROI.