BYLAWS of

THE 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:

3.1 Consistent with the Articles of Incorporation adopted to form this Corporation:

The nature of the business or purposes to be conducted or promoted is to solicit, receive and maintain a fund or funds, the principal and income of which shall be applied exclusively for charitable purposes, and in particular for the promotion of amateur national and international athletic contests principally in the area of practical firearms competition. As a means to this end, such purposes are to be carried out:

(a) By sponsoring national and international practical firearms contests;
(b) By establishing a system for the conduct of such competition;
(c) By establishing a program for the training of range officers and officials for the safe administration of the sport;
(d) By raising money to enable the Corporation to pay, in whole or in part, the expenses of such competitions including attendant publicity and travel expenses; and
(e) Either directly or indirectly, either alone or in conjunction with others, whether such others be persons or organizations of any nature, such as firms, trusts, associations, syndicates, institutions, agencies, corporations or governmental bureaus, departments or agencies, by doing all such things and acts, and engaging in such activities as are necessary, useful, suitable, desirable or proper to carry out the purposes set forth herein.

Anything hereinabove contained to the contrary notwithstanding, no part of the activities of the Corporation will involve the provision of athletic facilities or equipment.

Anything hereinabove contained to the contrary notwithstanding, in each instance where funds are expended by the Corporation outside the United States, complete control of the expenditure of such funds shall be retained by the Corporation, and the Corporation shall reserve the right at any time and from time to time to demand a full accounting by the recipients of such funds indicating that the same have been expended exclusively for the charitable purposes designated by the Corporation

In order to accomplish its stated purposes, the corporation shall strive to:

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,

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iii.) establish and publish the corporate newsletter, defined herein as USPSA 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.

3.3 Powers:

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

3.4 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.

3.5 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 USPSA 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.

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. Associate Foreign membership is available to individuals whose permanent or primary residence is outside the United States. An Associate Foreign member shall be entitled to all rights and privileges conferred by USPSA Individual Foreign membership except that they shall not receive USPSA Magazine.

4.6 Individual Sponsor Membership:

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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 and shall not violate any provisions for tax exempt status required by the Internal Revenue Code 501(c)3

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 for club membership 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 each 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 affiliated 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 Corporation 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 tax exempt and 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 Discipline of Membership:

Any individual member or affiliated club may be disciplined by the board, up to and including termination.

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

A suspended or terminated member may not participate nor officiate in any USPSA sanctioned events and will not have any of the rights of membership including voting. The term of suspension shall be identified at the time suspension is imposed.

i.) The Board will be notified of a member suspension immediately.
ii.) The member will be sent written notification of such suspension to the last known address in the corporate database.
iii.) Such notification must include notice of the membership termination process, 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 address such review.
   a. 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 implement member discipline without further notice.
iv.) The disciplined member may request a review of the discipline by the Board of Directors. All requests must be submitted in writing, stating the reasons why the decision should be reversed. Requests shall be directed 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 cause for member discipline and render a decision within 30 days after the review. The decision of the Board of Directors shall be final and binding.

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.) 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.

4.14 Non-Payment of Dues or Fees:

Any member shall be inactive from the membership for non-payment of dues or fees. Member clubs will be terminated from membership if they have not paid the dues or activity fees by Feb 15th of each year. Those member clubs terminated for non-payment of dues or fees must pay the affiliation dues of a new club when re-affiliating. No money paid to 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 Meetings:

The annual membership meetings of the corporation shall be held in conjunction with all USPSA National 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,

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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. No Area Director shall serve the corporation in any other capacity for which compensation is received.

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 10 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 10 days notice prior to any regular meeting. Regular meetings shall be in person, by phone, electronic communication or any combination, thereof.

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, electronic communication, or any combination.

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. 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 10 days prior to the meeting. The notice shall include the agenda, time, place, and date of the meeting.

5.8 Quorum:

A quorum for conducting the business of the Board of Directors at any meeting shall be a majority of the Board of Directors.

5.9 Board Meetings:

All Board of Directors meetings shall be closed to individuals and organizations other than those authorized by the Board of Director policy.

5.10 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.

5.11 Indemnification:

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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 the election.
iv.) Serve until the successor is elected and takes office.
v.) Be a citizen of the United States Region.
vi.) Be a Range Officer (Level One) or Higher to hold office.
vii.) Be any type of Life Member to hold office.
viii.) Members removed from office under Article 7.7 shall be ineligible to hold office. Members leaving office on good terms are still eligible to hold office.
ix.) Members subject to discipline under Article 4.13 shall be ineligible to hold office for five years after the disposition of the disciplinary action.

In the event the President vacates the 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 and 6.6 and if necessary, Article 6.7.

The president may not simultaneously hold any other position within the organization.

6.2 Board of Directors:

Each Area Director shall:

i.) Be elected by vote of the individual membership, one vote per member within the respective Area;
ii.) Be elected for a term of four years.
iii.) Take office on January first following the year of the election.
iv.) Serve until the successor is elected and takes office.
v.) Be a citizen of the United States Region and a resident of the Area from which they are nominated and elected.
vi.) Be a Range Officer (Level One) or Higher to hold office.
vii.) Be any type of Life Member to hold office.
viii.) Members removed from office under 7.7 shall be ineligible to hold office. Members leaving office on good terms are still eligible to hold office.
ix.) Members subject to discipline under Article 4.13 shall be ineligible to hold office for five years after the disposition of the disciplinary action.

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No director may simultaneously hold any other position within the organization. There may be only one member of the Board of Directors elected from each Area, except for the President who is not an Area Director.

Should an Area Director's office become vacant, the board will select a candidate from among the Area's Section Coordinators. If no Section Coordinator chooses to accept the position, the Board will then appoint a committee to nominate an Area Director candidate. This candidate will be subject to approval by the entire board. Candidates for Area Director must fulfill all requirements in Article 6.2, v, vi, vii, viii, and ix.

If the remainder of the vacating Area Director'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 and 6.6 and if necessary, Article 6.7.

The term of office for the Area Directors should be staggered so that no more than one-third of the Area Directors are elected during any one year except in cases of special elections. In establishing new Areas, the election schedule may be modified by the Board as necessary to maintain the balance of the overlapping four-year terms of the Area Directors.

6.3 Eligibility to Vote:

United States citizens or lawful permanent residents with a current USPSA membership that has an original membership date prior to May 1 of the year of the election are eligible to vote. After 9/1/2022, United States citizens or lawful permanent residents with a current USPSA membership that has an original membership date one year prior to the cut-off date of the election are eligible to vote. Membership must be continuous during the one-year period before 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 earlier than one year before May 1st and no later than the first business day of May 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. After September 1, 2022, candidates for the office of President must have been a member for a continuous and uninterrupted minimum period of five years immediately preceding the first day of the term of office.

Candidates for election to the offices of Area Director must have been a member for a continuous and uninterrupted minimum period of three years immediately preceding the first day of the term of office.

The Board of Directors may 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 May 1st, or

ii.) in the event that nominating petitions for any scheduled election have not been filed by March 1st of the election year, shall nominate a candidate for any such affected scheduled election no later than May 1st.

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

6.5 Election by Ballot:

Processing of ballots shall be performed by an independent election corporation (the "Election Firm") that specializes in the running and management of elections. The process for a scheduled election is as follows:

May 1: The membership rolls are examined, and a ballot list is prepared per Article 6.3

May 15: The ballot list is prepared and sent to the Election Firm.

June 15-July 16: Voting Period

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July 30: Date for the election firm to tabulate, certify, and deliver results to the Managing Director and Board of Directors.

The ballots shall have a unique voting access code, and contain the names of the incumbent, followed by the word "incumbent", followed by the name of any challenger(s). The ballot shall indicate the date by which vote must be received by the election firm.

Members will cast their vote via secure internet connection provided by the election firm. All internet vote processing shall be under the exclusive control of the election firm. The election firm shall maintain the confidentiality of individual votes, and not provide details on how any individual voted to USPSA.

The results of the election shall be sent to the membership electronically and be posted on the corporate website.

In the event of any unanticipated election issue not covered by the bylaws, the USPSA Board shall determine the appropriate solution via a special board meeting. Individuals who are up for re-election shall abstain from any election-related vote at such a special meeting.

6.6 Timing of Special Elections:

Special elections will adhere to the requirements of Article 6.5 except for the change in timing. The board will vote on the start date for the special election and the cut-off date. The cut-off date will be at least 60 days after the announcement to allow time for petition signatures to be gathered. The board will then release a board announcement of a Special Election via electronic communication. The timing will then be as follows:

Cut-Off Date: Petitions for office are due. The membership rolls are examined, and a ballot list of eligible voters is prepared per Article 6.3.

Fifteen (15) Days after the Cut-Off Date: The ballot list is prepared and sent to the Election Firm.

Thirty (30) days after the ballot list is sent to the Election Firm: Voting Begins.

Thirty-One (31) Days after voting begins: Voting Ends

Fifteen (15) Days after Voting Ends: Date for the election firm to tabulate, certify, and deliver results to the Managing Director and Board of Directors.

After the results are delivered, the board will vote to set the date the winner begins the term. The date to begin the term shall not be later than sixty (60) days after the results are delivered unless a different arrangement has been agreed upon between the winner and the board.

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.

6.8 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, subject to the following, with the following runoff-specific changes in effect.

The timing of the runoff election for a regular or special election is as follows:

Fifteen (15) days after the election results were returned to the board: The board notifies the Election Firm to use same voting list as the initial election.

Thirty (30) Days after the Election Firm is notified: Voting Begins

Thirty-One (31) Days after Voting Begins: Voting Ends

Fifteen (15) Days after Voting ends: Date for the election firm to tabulate, certify, and deliver results to the Managing Director and Board of Directors.

6.9 Uncontested Election:

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In the event that an election for President or Area Director is uncontested, the provisions of Sections 6.5, 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).

In the event that a special election for President or Area Director is uncontested, the provisions of Article 6.6 shall be waived, and the board will set the date for the winner to begin the term as per Article 6.6.

ARTICLE 7 - CORPORATE OFFICERS, MANAGEMENT EMPLOYEES 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

7.2 The President:

The President shall be the chief representative for the sport of Practical Shooting in the United States and shall be primarily responsible for the implementation of the policies of the Board of Directors with regard to all forms of Practical Shooting competition. In addition to the other provisions of these bylaws, the President shall

i.) Serve as Chairperson of the Board of Directors, and issue meeting notice, agenda and minutes, in accordance with these bylaws, on behalf of the Board of Directors.
ii.) preside at all corporate meetings and shall cast a vote in all roll call votes,
iii.) appoint the Corporate Secretary of the corporation, all such appointments subject to ratification by the Board of Directors,
iv.) serve as, or designate, the Match Director of, and have full and final authority concerning National and World Championship match(es) run within the United States under the authority of the corporation.
v.) Attend all National, International and World Championship matches run within the United States under the authority of the corporation. Such attendance shall include all shooting days, awards ceremonies and member meetings. If for some reason the President is unable to attend a National, International or World Championship match run by the corporation, he/she may designate a representative, such representative to be subject to the ratification of the Board of Directors.
vi.) Individually and in cooperation with the Board of Directors, develop and promote strategies for the long-term health and growth of the Practical Shooting sports
vii.) Serve as the US Regional Director to the International Practical Shooting Confederation
viii.) Serve as the national representative of the membership in such matters as competition rules, club and members services, and opportunities for growth in Practical Shooting competition.
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 is deemed to be a part-time employee, with salary to be set by the Board of Directors. Salary for the position shall be defined and made public before the cut-off date of an election, as defined in Section 6 of these bylaws. The salary will be fixed for the term of office, except for cost of living adjustments.

Qualified expenses, as defined in current expense policy, will be reimbursed up to a limit specified by the Board of Directors. Any expenses in excess of that limit must be pre-approved by the Board of Directors. In addition to expense reimbursement, the Board of Directors may, at its sole discretion, grant a daily stipend to enable the performance of duties that require travel, such as attendance at National, International or World Championship match(es), and IPSC meetings as required.

The President may not serve the corporation in any other capacity for which compensation is received.

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The President may sign and execute in the name of the corporation deeds, mortgages, bonds, checks, contracts and/or other instruments, up to a limit on single-signature authority specified by the Board of Directors. Any expenditures or obligations in excess of the specified single-signature authority must be pre-authorized by the Board of Directors. Any single-signature authority is subject to the oversight of the Board of Directors and subject to the Articles of Incorporation and these bylaws.

Under no circumstances may the President execute power of attorney in the name of the corporation, or execute the sale of corporate assets, without specific authorization from the Board of Directors.

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.

i.) In the event that the President or Managing Director are absent or otherwise unavailable for an extended period of time, the Vice President may be granted temporary authority to sign on behalf of the vacant office. Similarly, if the office of Managing Director is vacant, the Vice President may be granted authority to sign on behalf of the office until the vacancy is filled. All such signing authority is subject to the limits and constraints specified for that office.

ii.) The Board of Directors shall elect the Vice President by majority vote from among the currently elected Area Directors for a one-year term, beginning each January.

iii.) The Area Director serving as Vice President retains his/her vote in all Board proceedings. The office of Vice President does not have an additional vote.

7.4 Corporate Secretary:

The Corporate 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 Corporate Secretary shall ensure that all notices, meeting agendas and minutes are duly delivered in accordance with the provisions of these bylaws or as required by law. In general, the Corporate Secretary shall perform all duties incident to the office of Corporate 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 Managing Director:

The Managing Director shall be the ranking Management Employee for the corporation, and shall be primarily responsible for implementation of the policies of the Board of Directors with regard to operations, budget, finance, tax, legal, compliance, workplace and employee matters. The Managing Director is not an officer of the corporation. In addition to the other provisions of these bylaws, the Managing Director shall:

i.) Create and maintain the annual budget and such other materials as the Board of Directors may require to ensure appropriate oversight and guidance.

ii.) Individually and in cooperation with the Board of Directors, develop and promote strategies for optimizing operations, improving member services and reducing costs.

iii.) Perform all duties incident to the office of Managing Director and such other duties as from time to time may be assigned by the Board of Directors or these bylaws.

The Managing Director shall be hired and supervised by the Board of Directors, from among applicants who meet qualifications and criteria specified by the Board of Directors. Such qualifications and criteria may include education, and professional experience. Salary for the Managing Director shall be set by the Board of Directors commensurate with experience, qualifications and prevailing market rates.

The Managing Director shall direct the preparation of and submit a draft budget to the Board of Directors by March 31st of each year. The budget shall contain estimated revenues and expenses of the corporation. It shall include,

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but not be limited to, allocation of funds to the operations 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 US National and World championship matches, and other items as necessary to attain the purposes of the corporation. The budget shall not exceed the anticipated revenues on an annual basis, except when the Board of Directors deems the situation necessary. In such a situation, the Board of Directors may approve a budget with a deficit provided it is approved by 3/4 of the Board and does not exceed existing operational reserves.

The Managing Director may sign and execute in the name of the corporation deeds, mortgages, bonds, checks, contracts and/or other instruments, up to a limit on single-signature authority specified by the Board of Directors. Any expenditures or obligations in excess of the specified single-signature authority must be pre-authorized by the Board of Directors. Any single signature authority is subject to the oversight of the Board of Directors and subject to the Articles of Incorporation and these bylaws.

Under no circumstances may the Managing Director execute power of attorney in the name of the corporation, or execute the sale of corporate assets, without specific authorization from the Board of Directors.

The Managing Director may be removed at any time, with or without cause, only by the Board of Directors, with written notice.

7.6 Annual Report:

The Managing Director 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.

The President may, in coordination with the Managing Director, contribute material for the annual report reflecting the state of the Practical Shooting sports, membership feedback, competition trends, emerging equipment trends, best practices and such other material as he/she deems might reflect the state of the sport.

7.7 Removal from Office:

Any elected officer or elected 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 Board Committees:

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The Board shall have the power to designate from time to time committees of the Board, and to delegate to such committee(s) such powers as, in the discretion of the Board and consistent with applicable law, are necessary and desirable. However, no committee shall have the authority to:

i.) Amend the Certificate of Incorporation or these Bylaws;
ii.) Approve, adopt or recommend to the Members, an action or matter (other than the election or removal of Directors) expressly required under DGCL to be submitted to the Members for approval (e.g. an agreement of merger or consolidation; a sale, lease or exchange of all or substantially all of the Corporation's assets; or a dissolution of the Corporation);
iii.) Amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable.

8.2 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, Managing Director, the corporation's financial agent, or any office manager shall not be members of the Audit Committee.

8.3 Finance Committee:

There shall be a Finance Committee selected annually, consisting of at least the Managing 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 corporation's financial agents.

8.4 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.

8.5 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.

8.6 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. Contracts required for conducting a National Championship are specifically allowed to extend into the calendar year following the President's term of office.

In no case may anyone release the dates or venue for a National Championship match until a contract covering staffing, incurred liabilities, administrative responsibilities and financial controls is signed by all parties and on file with USPSA headquarters.

In no case shall any authorized Officer or agent granted specific authorities under this section exceed any policy adopted by the Board of Directors related to signatory limits and controls.

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ARTICLE 10 -- MISCELLANEOUS PROVISIONS:

10.1 Year:

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

10.2 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 three-quarters (3/4) 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.

10.3 Fiduciary Duty:

The Fiduciary Duty requires a Director (including officers) to act for the organizations benefit, while subordinating his or her personal interest. Directors must act prudently, loyally, and in good faith to maximize USPSA's value over the long-term for the benefit of its members.

i.) Duty of Care – A Director must perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the organization, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to reply on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

   a. one or more officers or employees of the organization who the Director reasonably believes to be reliable and competent in the matter presented;
   b. legal counsel, public accountants, organizational staff, or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; or
   c. a committee of the Board upon which the Director does not serve, duly designated as to matters within its designated authority, which committee the Director believes to merit confidence; so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

ii.) Duty of Loyalty – Directors must exercise their powers and duties in good faith, free of conflict, and within a view to the interest of the organization and consistent with the purposes of the organization. Duty of loyalty means publicly disclosing any conflicts of interest and not using board service as a means to personal or commercial gain.

iii.) Duty of Obedience – Directors must make sure that the organization is abiding by all applicable laws and regulations and doesn't engage in illegal or unauthorized activities. The duty of obedience also means that board directors must carry out the organization's mission in accordance with the propose stated in the organization's governing documents.

10.4 Conflict of Interest:

A Conflict of Interest (COI) occurs where an individual's obligation to further the organization's purposes is at odds with their own financial interest. Conflicts of Interest may exist for reasons other than a financial interest (e.g., a relationship or something which might affect a person's ability to act impartially in the best interests of the

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Corporation on a specific topic). A COI is not necessarily prohibited, as long as it is disclosed and appropriately managed. USPSA has adopted "Conflict of Interest Policy", recommended by the IRS, in order to ensure that the organization's definitions and practices in this area are and remain in conformance with IRS guidelines for tax-exempt organizations. A copy of the current policy will be maintained as part of USPSA's standing policies, and shall serve as USPSA's standing policy for defining, disclosing, reviewing, reporting and managing any relationship deemed to be a Conflict of Interest. Each USPSA director and officer shall receive a copy of the USPSA Conflict of Interest policy and file an Annual Statement, using the form included in the Policy Manual, prior to the first regular meeting of each calendar year, and shall revise that statement any time a circumstance changes which could affect the validity of their statement. The USPSA Board shall conduct a Periodic Review of these Annual Statements at the 1st in-person regular Board meeting of each year. The corporation shall review the USPSA COI policy language at the beginning of each calendar year in order to ensure that the USPSA policy accurately reflects the current language in the IRS sample policy. In the event that there is a conflict between USPSA's documented COI policy and the current language of the IRS sample policy, the current IRS language shall prevail, subject only to applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

10.5 Gender:

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

10.6 Employee Supervision:

No elected individual may be the sole supervisor of a USPSA employee.

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:

The Area Director shall

i.) assist the Section Coordinators within the Area in whatever way possible to promote the corporation and its goals,
ii.) keep the Board apprised of the activities, accomplishments, and needs within the Area,
iii.) organize and establish an Area USPSA Championship run under the rules and guidelines of the corporation,
iv.) in addition, may organize and establish additional Area Championships run under the rules and guidelines of the corporation to include Steel Challenge and MultiGun disciplines
v.) send the appropriate activity fees from such Area Championships to the corporation, and
vi.) serve as Match Director of such Area Championship or may delegate such authority and responsibility to another member.

11.2 Area Championship:

The Area 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 the proceeds from each Area Championship(s) are returned to the clubs and members of the Area. Net income in excess of prescribed activity fees and actual expenses of the event may be used for improvements in the Area, including such things as RO seminars, range improvements, sponsorships to junior camps, or seed-money for start-up costs for the next year's Area Championship, provided that all such income shall be documented in the final accounting of the match and submitted to headquarters.

11.3 Accountability:

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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 the 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. The Section is the local link to USPSA for the shooter and section clubs.

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, all rules of competition as approved by the Board of Directors 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 following any amendment and at the time of each Section Coordinator election. In the absence of Section bylaws being provided to the national office on an annual basis, Sections shall be held to the guidelines of a standard set of requirements as approved by the Board of Directors and maintained at the national office.

12.2 Section Coordinators:

The Section Coordinator shall be elected by the member clubs within the 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, and Sections must hold an election at least every two years. It is the responsibility of the Section Coordinator and the member clubs to organize and conduct an election each regular two-year election cycle for their respective Section.

The Section Coordinator shall serve until he or she resigns, relinquishes the 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 Duties of Section Coordinator:

The Section Coordinator is responsible for ensuring 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,

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ii.) keep the Area Director and national office informed of activity within his Section,
iii.) promote the establishment of, and participation in, the Area Championship and the USPSA National Championships,
iv.) see that all such results and their attendant activity fee are forwarded to the national office within 30 days of match date,
v.) recommend clubs for affiliation or disaffiliation,
vi.) endeavor to personally visit each club in his Section at least once a year during the production of a match,
vii.) actively assist new clubs in forming and becoming affiliated with the corporation.

12.4 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.

12.5 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 President, 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, 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 three-quarters (3/4)-majority vote of the Board. All such waivers shall be recorded in the minutes of the meeting.

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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 three-quarters (3/4) of the Board 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 provided with notice of meeting at least ten days prior to such meeting.

15.2 Effective Date of Amendments:

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

15.3 Limitation on Amendments.

No amendment of these Bylaws shall be taken that would adversely affect the qualification of the Corporation as an organization described in Section 501(c)(3) of the Code. Any amendment to Article I, Section 2, (Purposes) shall be consistent with the purposes set forth in the Certificate of Incorporation.

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/IPSC

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 USPSA Division rules affecting personal competition equipment will follow the process outlined in 16.2(ii) except when changes are required to comply with federal laws.

The process to change personal competition equipment rules are as follows:

i.) All proposed personal competition equipment rules are to be presented to the Rules Committee.

ii.) The Rules Committee will present any proposed personal competition equipment rule changes to the board no later than August 1st of each year.

iii.) The board will evaluate the proposed personal competition equipment rule changes and then vote to present them to the membership. The proposed personal competition equipment rule changes will be posted on the website and notice will be sent to the membership via electronic communication by September 1st.

iv.) Members will have ninety (90) days minimum to view and comment on proposed personal competition equipment rules changes.

v.) After the comment period has ended, the board will vote on the proposed personal competition rules changes at the next regular board meeting. All personal competition equipment rules changes will take effect on January 31st each year.

Notice of all such changes must be published in the board minutes three months prior to effective date.

16.3 National Range Officer Institute:

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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 (DNROI) 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 DNROI does not hold RMI certification when selected for office, the DNROI shall seek and obtain such certification within twelve months of that date of selection, failing which he or she may be terminated. The DNROI shall report directly to the Board of Directors.

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 DNROI 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, President and the Managing Director of all NROI and International Range Officers Association (IROA) matters affecting the corporation And
iv.) cooperate with the President and/or Managing Director to provide appropriate leadership for the operations of NROI.

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