

BYLAWS OF
NATIONAL SKEET SHOOTING ASSOCIATION
A TEXAS NON-PROFIT CORPORATION
CHARTERED MARCH 26, 1984
AMENDED AND RESTATED OCTOBER 1, 2017

ARTICLE 1

PURPOSE

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

(a) The Association shall be authorized to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Association to do or exercise under and pursuant to the laws of the State of Texas for the purpose of accomplishing any of the following purposes of the Association:

(i) To foster worldwide amateur sports competition in shotgun target shooting, particularly the types of shooting generally known as skeet, international skeet, sporting clays, and similar clay target sports, either directly or through contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and the Treasury Regulations as they now exist or as they may hereafter be amended (the "Treasury Regulations");

(ii) To educate persons in the proper conduct and effective techniques of shotgun target shooting and the safe and efficient handling of shotguns;

(iii) To assist other organizations, including the Armed Forces of the United States of America and of the several states, in promoting amateur shotgun target shooting (including those phases of marksmanship training to which shotgun shooting is peculiarly adapted) by maintaining standard sets of rules and regulations for each shooting sport conducted hereunder, keeping records and publicizing activities;

(iv) To sponsor a World Skeet Shooting Championship and other shooting tournaments and championships;

(v) To develop among the members of its sporting associations those qualities of patriotism and good sportsmanship which are basic ingredients of good citizenship; and

(vi) In general, to promote and advance the interest, welfare and development of amateur competition in skeet shooting, sporting clays, and similar or related sports.

(b) No part of the net earnings of the Association shall inure to the benefit of any member, director or officer of the Association or any private individual, except that reasonable compensation may be paid for services rendered to or for the Association effecting one or more of its purposes. No member, director or officer of the Association or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Bylaws or the Association's Certificate of Formation (the "Certificate of Formation"), the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code and the Treasury Regulations, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Treasury Regulations.

ARTICLE 2

MEMBERS

Section 2.1 Membership and Eligibility. Except with respect to the membership classes set forth in Section 2.2 of this Article 2, which may only be modified or terminated through amendment of these Bylaws, additional Membership classes in the Association may be created, modified and/or terminated by the Association's Board of Directors and/or Executive Committee, which at its respective discretion shall determine the terms, obligations and privileges of such membership. Any individual, corporation, partnership, trust, limited liability company, association or other entity (each a "Person") interested in the sport of skeet shooting may apply for membership in the Association, provided, however, that only members in good standing who are individuals will have voting rights, and not state associations or skeet clubs.

Section 2.2 Classes. The current membership shall be divided into the following classes, all of which are nontransferable and the fees for which are nonrefundable.

(a) Membership Classes for Individuals.

(i) Life Member. Subject to any suspension, expulsion or termination of membership rights as set forth in these Bylaws or the Rules and Regulations of the Association, a life member shall be a member of the Association for the remainder of such member's lifetime and shall receive for such period all benefits received by a Regular Annual Member (as defined in Section 2.2(a)(iv) of this Article 2).

(ii) Life Member Emeritus. When a Life Member becomes inactive by not shooting registered targets for one shooting year, such Life Member will automatically be placed in Life Member Emeritus status and will not receive Association mailings, an annual classification card or monthly issues of the Association's official magazine. When a Life Member Emeritus resumes shooting registered targets, such member's full membership privileges will automatically be reinstated.

(iii) Spousal Life Members. Subject to any suspension, expulsion or termination of membership rights as set forth in these Bylaws or the Rules and Regulations of the Association, Spousal Life Members are each entitled for the remainder of their respective lives to the benefits received by a Life Member, except that only one shall be entitled to a subscription to the Association's official magazine. Such subscription shall be registered in the name of the spouse designated in the couple's membership application. If neither spouse is specifically designated for the magazine subscription, it shall be registered in the name of either spouse, at the Association's sole discretion. In the event of death, the subscription shall continue for the benefit of the surviving spouse. In the event a marriage is dissolved for any other reason, the subscription shall continue for the benefit of the spouse in whose name it is registered, unless the Association receives written instructions from such person to continue the subscription for the benefit of the other spouse.

(iv) Annual Member. Subject to any suspension, expulsion or termination of membership rights as set forth in these Bylaws or the Rules and Regulations of the Association, an Annual Member shall be a member of the Association for the remaining months of the current calendar year, and shall be entitled to such benefits as are determined by the Executive Committee (as defined in Article 6 below). Annual Members shall be classified as Regular or Dependent with the distinction being that a Dependent Annual Member shall not be entitled to a subscription to the Association's official magazine.

(b) State Associations. Associations may be organized in and for each state of the United States of America or in each province, territory or similar political subdivision outside the United States of America. Each such association must be organized and operated in accordance with requirements established by the Executive Committee. No more than one such association may be recognized as an association from any state, province or other territory. Each such association shall supervise the sport of skeet shooting within its territorial jurisdiction under the framework of the Association's rules and regulations. Such associations' purpose must be (i) to promote the sport of skeet shooting through regular meetings of its member clubs, (ii) set up shoot schedules, (iii) pass on applications for registration of shoots, and (iv) require strict application of the Association's rules and Regulations in all registered shoots held under its jurisdiction, in cooperation with the Association. Subject to any suspension, expulsion or termination of membership rights as set forth in these Bylaws or the Rules and Regulations of the Association, an association shall be a member of the Association for the remaining months of the current calendar year, and shall be entitled to such benefits as are determined by the Executive Committee.

(c) Skeet Clubs. Any group of persons who own, operate, lease or have access to at least one skeet field, and whose purpose is to promote skeet shooting in cooperation with the Association, may join the Association as a club. Any skeet club must be a credited member of

its proper state or territorial association before it may hold a registered target competition. Subject to any suspension, expulsion or termination of membership rights as set forth in these Bylaws or the Rules and Regulations of the Association, a club shall be a member of the Association for the remaining months of the current calendar year, and shall be entitled to such benefits as are determined by the Executive Committee.

Section 2.3 Membership Obligations and Restrictions.

(a) Dues. The dues of all membership classes shall be fixed by the Executive Committee from time to time. Such dues may be different for the several classes of membership. Portions thereof may be designated by the Executive Committee as payment for any of the Association's publications.

(b) Members In Good Standing. No member shall be considered in good standing unless such member's dues are paid in full for the current period. Membership in the Association is a privilege and not a right. Any member in default for the payment of dues will be automatically removed from membership and will automatically forfeit any and all offices and positions with the Association.

(c) Membership Acceptance, Restriction, Modification and Termination. The Association has the right to accept, reject, modify or terminate the membership of any Person at any time, and its judgment shall be final, in accordance with these Bylaws and any rules, regulations and/or governance documents adopted by the Board or the Executive Committee.

Section 2.4 Meetings.

(a) Annual Meetings. The Association shall hold a regular annual meeting of members to make recommendations to the Association's Board of Directors (the "Board") during the period and at the place where the annual World Skeet Shooting Championships, or any successor competition (the "World Skeet Shooting Championships"), are held. Prior notice of the time and place of annual meetings shall be provided to all members not less than ten (10) nor more than sixty (60) days prior to the date of the meeting, which notice may be given by publication in the Association's official magazine or in the official program of the annual World Skeet Shooting Championships, either in print or electronic form. If no annual World Skeet Shooting Championship is held in any year, the annual meeting for that year may be held at such time and in such place as may be determined by the Executive Committee, in which case, prior notice of such annual meeting shall be given by publication in at least two regular issues of the Association's official magazine.

(b) Special Meetings. Special meetings of the Association's members may be held upon call of the President or of the Executive Committee or upon demand in writing stating the object of the proposed meeting, signed by at least 100 Association members. The place of all special meetings shall be designated by the Executive Committee. Prior notice of the time and place of such meetings shall be provided to all members not less than ten (10) nor more than sixty (60) days prior to the date of the meeting, which notice may be given by publication in the Association's official magazine, either in print or electronic form. Such notice must succinctly

state the object of any special meeting and only the business mentioned in such notice may be transacted at such special meeting.

(c) Voting Rights. Individual members, and not state associations or skeet clubs, in good standing shall be entitled to vote for the election of Directors as provided in Article 3 and on such other matters as the Board may decide to bring before the members for a vote at a members' meeting.

(d) Quorum. At any annual or special meeting of the members, 10 percent of the members in good standing shall constitute a quorum for the transaction of business. The members present at any meeting, whether or not less than a quorum, by a majority vote may adjourn the meeting from time to time and a meeting may be held as adjourned without further notice, at which, if a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

(e) Time Of Good Standing. In order to be entitled to vote, a member must be in good standing, as determined by the Executive Committee, in its reasonable discretion, at the time the vote is taken.

(f) Proxies. Voting by proxy shall not be permitted at any meeting of Association members.

(g) Action by Written Consent in Lieu of Meeting.

(i) Any action to be taken at a meeting of the members pursuant to these Bylaws or otherwise may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a sufficient number of the members as would be necessary to take that action at a meeting at which all of the members were present and voted.

(ii) Each written consent shall bear the date of signature of each member who signs the consent. In order to be effective, a written consent signed by less than all of the members must be delivered to the Association at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Association having custody of the books in which proceedings of meetings of the members are recorded, within sixty (60) days after the date of the earliest signature on such written consent. Delivery shall be by hand, certified or registered mail, return receipt requested, electronic mailing or facsimile.

(iii) Prompt notice of the taking of any action by members without a meeting by less than unanimous written consent shall be given by the Secretary to all members who did not consent in writing to the action.

(iv) An electronic transmission of a writing signed by a member, whether photographic, photostatic, facsimile, PDF or a similar reproduction, shall be regarded as signed by the member for purposes of this Section 2.4(g).

ARTICLE 3

BOARD OF DIRECTORS

Section 3.1 Number and Eligibility. Members in good standing, as determined by the Executive Committee, in its discretion, will be eligible for election to the Board. The number of directors on the Board will be determined as follows:

(a) Zone Board Representation.

(i) Zones 1 – 8. Members of the Board from Zones 1 – 8 shall be bona fide residents of and be elected from the VARIOUS STATES OF THE UNITED STATES OF AMERICA AND FROM THE COUNTRIES, PROVINCES, TERRITORIES OR SIMILAR POLITICAL SUBDIVISIONS RECOGNIZED BY THE ASSOCIATION in ratio in each such STATE, COUNTRY, PROVINCE, TERRITORY OR SIMILAR POLITICAL SUBDIVISION of one Director for a member population of 25 to 150; two Directors for a member population of 151 to 300; three Directors for a member population of 301 to 500; four Directors for a member population of 501 to 750; and five Directors for a member population over 750. Foreign nationals or United States of America civilians having no status according to the Status of Forces agreements between the United States of America and Foreign governments will be listed based upon their residence as reasonably determined by the Association and will vote for Directors based on their place of residence. In determining the number of Directors for each state or other similar political subdivision recognized by the Association, the population of such state or political subdivision shall include those members of the Association eligible to vote in the Zone 9 election who reside in said state or political subdivision.

(ii) Zone 9. A total of seven Directors will be elected by the members of the Association who are active, reserve and retired members and veterans of the United States of America armed forces (the “Military Members”), provided, however, that each such Military Member may vote for Zone 9 Directors as set forth in this Section 3.1(a)(ii), or such member’s respective Zone 1-8 Directors as set forth in Section 3.1(a)(i), but not both in any election year. One Director will be elected by the Military Members from among the active, reserve, and retired Military Members, of each of the five United States of America military branches: Army, Air Force, Navy, Marines and Coast Guard. Additionally, the Military Members shall collectively elect two additional Armed Services Directors-At-Large from among the veteran Military Members, but not active, reserve and retired members, of the armed forces of the United States of America.

(b) Directors-At-Large of the Association. The Board, at its annual meeting, shall elect five Directors-At-Large of the entire Association in even numbered calendar years.

(c) Directors-At-Large Voting Rights. All Directors-At-Large (whether Armed Services Directors-At-Large or of the Association) shall have full voting rights during their entire term of office.

Section 3.2 Terms.

(a) Term of Office. Each Director's term of office (including Directors-At-Large) shall be two years. All terms, and related voting rights, shall commence on January 1 following the year in which the Director was elected and shall continue until the latter of the second December 31st of such Director's term or until a successor has been elected and qualified.

(b) Removal. Any Director may be removed from office during his or her term (i) for cause deemed sufficient by the Executive Committee, including without limitation, such Director's (1) failure to perform his or her duties (other than any such failure resulting from incapacity due to physical or mental illness), (2) engagement in dishonesty, illegal conduct, or misconduct, which is, in each case, injurious to the Association or its affiliates, (3) embezzlement, misappropriation, or fraud, whether or not related to the Director's service with the Association, (4) conviction of or plea of guilty or nolo contendere to a crime that constitutes a felony (or state law equivalent) or a crime that constitutes a misdemeanor involving moral turpitude, (5) violation of a material policy of the Association, (6) willful unauthorized disclosure of confidential information of the Association, or (7) material failure to comply with the Association's written policies or rules, as they may be in effect from time to time during his or her term as a Director; and (ii) by a vote of at least three-fourths of the Executive Committee. Such action may be taken at any regular or special meeting of the Executive Committee, provided that written notice has been provided to the Director subject to removal at least fifteen (15) days prior to the meeting at which the vote will be conducted.

Section 3.3 Vacancies. Any vacancy occurring on the Board in the office of a territorial or service branch member shall be filled for the balance of the unexpired term by the person from the same territory or service branch receiving the next lower number of votes in the same election as the departing Director. Should the next lower number of votes be held by more than one person or should the person next in line by reason of having the next lower number of votes, upon being notified, signify that such person does not choose to serve, then if the vacancy is in one of the Zone 1-8 Director positions, the principal executive officer of the territory association with such vacancy shall make an appointment to fill the vacancy; if the vacancy is in one of the Zone 9 Director positions, then the members responsible for electing such Director pursuant to Section 3.1(a)(ii) of this Article 3 will hold a special election to elect a person to fill the vacancy for the unexpired term. A vacancy occurring in the office of a Director-At-Large elected pursuant to Section 3.1(b) shall be filled for the unexpired term by the person who received the next lower number of votes in the same election as the departing Director, if any such person exists. If no such person exists, or should such person, upon being notified, signify that such person does not choose to serve, then the Executive Committee may elect a person to fill the vacancy.

Section 3.4 Elections.

(a) Certification. On January 1 of each even numbered calendar year the Association's Executive Director shall determine, from the Association's membership rolls as of December 31, the number of Directors for which each state, province or similar subdivision is entitled to vote and shall certify the same to the Executive Committee. Such committee shall promptly inspect, correct, amend and approve such certification in accordance with Article 3,

Sec. 1 hereof, and thereupon, the Association's Secretary or Executive Director shall prepare, certify and cause to be published the notices of election provided.

(b) Notices of Election. Notices of election, over the signature of the Secretary or Executive Director, shall be published in the March and April issues of the Association's official magazine. In the same issues, on the same pages or on pages opposite to such notices, there shall appear an alphabetical list of states, provinces, territories or other subdivisions recognized by the Association, together with the number of positions to be filled at the ensuing election, and the names of the incumbent Directors. Such notices shall contain a further statement that any member who fails to receive an official ballot may, prior to June 30, request a replacement ballot be sent to them.

(c) Nominations. The Executive Committee may provide for nominations of Directors by the various states, countries, provinces, territories, political subdivisions and military service branches, and for the publication of the names of such nominees; provided, however, that no system of nominations shall be adopted which shall prevent "write-in" votes on the official ballot. Nominations must be received at the Association's headquarters no later than April 23 of the applicable election year. Any military member of the Association, as described in Article 3 Section 3.1(a)(ii), may nominate candidates for both such member's respective Zone 1-8 Director positions and Zone 9 Director positions. A military member, as described in Article 3 Section 3.1(a)(ii), nominated for a Director position in such member's respective Zone 1-8 position and a Zone 9 position must choose and accept only one Director position for which to run for election prior to ballots being distributed.

(d) Ballots. The Executive Director shall send an official ballot to each individual Association member in good standing. Such ballots shall be sent as soon as practicable after May 1 of each election year with the intention of reaching the members prior to June 1 of such year. If an individual member does not receive an official ballot the member may request a replacement ballot be sent to the member up to the June 30 deadline as set forth in Section 3.4(b) of this Article 3 above. No ballots need to be sent to individual members from any state, subdivision or military group where there are no Directors to be elected in such election year. Ballots shall be headed "OFFICIAL BALLOT – ELECTION OF DIRECTORS – NATIONAL SKEET SHOOTING ASSOCIATION." There shall be printed on the ballots the number of Directors to be elected from the member's state, subdivision or military group and an instruction to vote for not more than such number of Directors. Ballots will also instruct members that if they are active, reserved or retired military or veterans, they may vote for their respective Zone 1-8 Director positions or their respective Zone 9 Director positions, but not Zone 1-8 positions and Zone 9 positions. The ballots shall contain a sufficient number of lines, adequately spaced, on which the member may write the names of candidates for whom the member votes. Members cannot cast more than one vote for one person. Each ballot must also provide space for the member's signature, address and Association number.

(e) Counting. Only ballots received at the Association offices by midnight of June 30 may be counted. Counting shall commence on July 1. Ballots may be declared void if received late, if illegible, if improperly signed or if either member or one or more of his candidates is ineligible to vote or receive votes, as reasonably determined by the Board. The nominee who receives the highest number of votes shall be declared elected. In the event of a tie for a

territorial or service branch Director position, a run-off ballot to determine the winner will be sent to the members responsible for electing such Director pursuant to Section 3.1(a) of this Article 3 on or about July 1st and must be returned to the Association no later than July 31st. Any member eligible to vote for both Zone 1-8 Directors and Zone 9 Directors may only be eligible to vote in a runoff election for the Zone in which such person originally cast a ballot. (For example, if a military member voted for Zone 8 Directors, but not Zone 9 Directors, in the event of a runoff for Zone 9 Directors, such member would not be eligible to vote.)

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

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

Section 3.5 Powers. Management of the Association shall be vested in the Board. The Board shall carry out the purposes of the Association and, subject only to the limitations imposed by law, the Certificate of Formation and these Bylaws, may exercise all the powers of the Association.

Section 3.6 Meetings.

(a) Annual Meeting. The Board shall meet annually during the World Skeet Shooting Championships. If no annual World Skeet Shooting Championship is held in any year, the annual meeting for that year may be held at such time and in such place as may be determined by the Executive Committee. Notice of the time and place of any annual meeting shall be sent to each Director at least 15 days prior to such meeting either personally, by facsimile or electronic transmission, or by mailing such notice to each Director at his address as the same appears on the records of the Association. Such notice need not be given to any Director who attends such meeting in person, nor to any Director who waives notice of such meeting, whether before or after such meeting.

(b) Special Meetings. Special meetings of the Board shall be called by the Secretary, on direction of the President, or upon the written request of at least 15 Directors. Notice of time, place and business to be transacted at a special meeting shall be sent to each Director at least 15 days prior to such meeting in the same manner as set forth above with respect to an Annual Meeting. Such notice need not be given to any Director who attends such meeting in person, nor to any Director who waives notice of such meeting, whether before or after such meeting. No business may be transacted at a special meeting unless included in the notice thereof.

(c) Quorum. At any annual or special meeting of the Board of Directors, 33-1/3 percent of the voting Directors shall constitute a quorum for the transaction of business. The Directors present at any meeting, whether or not less than a quorum, by a majority vote may adjourn the meeting from time to time and a meeting may be held as adjourned without further notice, at which, if a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed. Notwithstanding the foregoing, any alternate present at a meeting on behalf of a Director shall not be counted for purposes of satisfying a quorum for the transaction of business.

(d) Voting. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by law, the Certificate of Formation or these Bylaws.

(e) Voting by Proxy Prohibited. No Director may vote by proxy.

(f) Action by Written Consent in Lieu of Meeting.

(i) Any action required by the Texas Business Organizations Code (“TBOC”) to be taken at a meeting of the Board or any action that may be taken at any meeting of the Board pursuant to the TBOC, the Certificate of Formation, these Bylaws or otherwise, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a sufficient number of the Directors as would be necessary to take that action at a meeting at which all of the Directors were present and voted. (By way of example, general Board actions (excluding mergers and other actions which require approval by a majority of Directors in office under the TBOC) which could be approved by a majority of those present at a meeting at which a quorum is present would require the approval of greater than 50% of the Board if the action is taken by means of less than unanimous written consent.)

(ii) Each written consent shall bear the date of signature of each Director who signs the consent. In order to be effective, a written consent signed by less than all of the Directors must be delivered to the Association at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Association having custody of the books in which proceedings of meetings of the Board are recorded, within sixty (60) days after the date of the earliest signature on such written consent. Delivery shall be by hand, certified or registered mail, return receipt requested, electronic mail, facsimile or similar means.

(iii) Prompt notice of the taking of any action by Directors without a meeting by less than unanimous written consent shall be given by the Secretary to all Directors who did not consent in writing to the action.

(iv) An electronic transmission by a Director, whether photographic, photostatic, facsimile, PDF or a similar reproduction, shall be regarded as signed by the Director for purposes of this (f).

(g) Telephonic Meetings. A Board meeting may be held by conference telephone or similar communications equipment by means of which all persons participating in the meeting

can hear each other at the same time. Participation pursuant to this Section 3.6(g) shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting that the meeting was not properly called.

(h) Electronic Communications Systems Meetings. A meeting of the Board may be held by any suitable electronic communications system, including videoconferencing technology or Internet if the system provides access to the meeting in a manner or using a method by which each Director participating in the meeting can communicate concurrently with each other participant.

ARTICLE 4

OFFICERS

Section 4.1 Officers.

(a) Number of Officers. The officers of the Association shall be a President, a Vice President and a Secretary-Treasurer who shall be elected biennially in even numbered years. Any person may hold more than one office provided that the duties thereof can be consistently performed by the same person; provided, however, that no one person may at the same time hold the two offices of President and Secretary. Officers are not required to be members of the Board. No officer shall serve more than two consecutive terms in the same office.

(b) Nomination and Election.

(i) On or after April 1 of an election year, the Executive Committee shall sit as a nominating committee for the selection of said officers. This nominating committee shall review and consider any Association member for nomination as an officer if the nomination is submitted to it by a member or Director of this Association and received prior to such meeting.

(ii) Before July 1 of that same year, such committee shall submit its nominations to the Association's principal office.

(iii) Any member receiving the nomination of five Directors, at least three of whom are from different states, shall be entitled to be a candidate. Such nominations must be in writing, signed by said Directors and received at the Association's principal office by June 25 of such year. Further, such nominations must be accompanied by a letter signed by the person so nominated agreeing to the candidacy.

(iv) All nominations received from the nominating committee that satisfy the terms of Section 4.1(b)(iii) above shall be placed on a ballot and sent to all Directors on or before July 10 of such year. Each Director shall mark his or her ballot, sign the same and return it to the Association's principal office on or before August 20 of such year. If there is more than one candidate for any office, the President shall select an independent accounting firm to whom the ballots will be sent for tabulation. Each ballot sent to the Directors shall be accompanied by a return envelope marked "Officers Ballot" and addressed to the selected accounting firm, if one is used.

(v) If an accounting firm is used, that firm shall tabulate the ballots and certify and deliver results to the Association's office on or before August 30 of such year. The nominee for each office who receives a plurality of the votes cast shall be elected to the office for which such nominee was nominated. The officers so elected and certified shall assume office on January 1 of odd numbered years.

Section 4.2 Duties.

(a) President. The President shall preside at all meetings of the Association, of the Board and of the Executive Committee. The President shall be a member of all regular and special committees, except the Audit Committee, and shall perform such other duties usually pertaining to such office.

(b) Vice President. The Vice President shall perform the duties of the President in the President's absence or at his request and such other duties as may be assigned by the President, the Board or the Executive Committee consistent with the Certificate of Formation and these Bylaws.

(c) Secretary-Treasurer. The Secretary-Treasurer shall attest documents, keep accurate minutes of all meetings of the Board and the Executive Committee, and perform such other duties as required by the Bylaws or assigned by the President, Vice President, the Board or the Executive Committee consistent with the Certificate of Formation and these Bylaws.

(d) Assistants. Assistant Secretaries or Assistant Treasurers may be appointed by the President, subject to the approval of the Executive Committee for the balance of the term of the current Secretary-Treasurer. They shall perform all of the duties of the Secretary-Treasurer in the Secretary-Treasurer's absence or at the Secretary-Treasurer's request.

(e) Removal. Any elected officer may be removed from office during his or her term (i) for cause deemed sufficient by the Executive Committee, including without limitation, such officer's (1) failure to perform his or her duties (other than any such failure resulting from incapacity due to physical or mental illness), (2) engagement in dishonesty, illegal conduct, or misconduct, which is, in each case, injurious to the Association or its affiliates, (3) embezzlement, misappropriation, or fraud, whether or not related to the officer's service with the Association, (4) conviction of or plea of guilty or nolo contendere to a crime that constitutes a felony (or state law equivalent) or a crime that constitutes a misdemeanor involving moral turpitude, (5) violation of a material policy of the Association, (6) willful unauthorized disclosure of confidential information of the Association, or (7) material failure to comply with the Association's written policies or rules, as they may be in effect from time to time during the officer's term; and (ii) by a vote of at least three-fourths of the Executive Committee. Such action may be taken at any regular or special meeting of the Executive Committee, provided that written notice has been provided to the officer subject to removal at least fifteen (15) days prior to the meeting at which the vote will be conducted.

(f) Vacancies. In the event of the death, resignation, removal or disability of any officer, the vacancy shall be filled by the Executive Committee for the balance of the unexpired

term, except upon the death or resignation of the President, the Vice President shall automatically become the President.

(g) Compensation. No officer or Director shall receive any salary or other compensation from Association funds unless specifically authorized by the Executive Committee.

ARTICLE 5

EXECUTIVE DIRECTOR

Section 5.1 Employment. The Executive Committee shall employ an Executive Director for the Association, who shall be responsible to the Board and the Executive Committee when the Board is not in session. The Executive Director need not be a Director of the Association.

Section 5.2 Duties. The Executive Director shall (a) be the chief operating officer of the Association; (b) be in charge of its operations and the conduct of its business; and (c) perform such duties specified in these Bylaws or from time to time by the President, Vice President, Board or Executive Committee. The Executive Director shall have custody of the Association's records and archives and shall have charge of the Association's funds and supervision of its books of account. The Executive Director shall cause all Association funds to be deposited in such bank or banks designated by the Executive Committee and shall withdraw such funds only by checks signed in such manner as the Executive Committee may prescribe. The Executive Director may establish, with the approval of the Executive Committee, an account for the payment of routine bills, which shall not require the Executive Director's signature on checks drawn thereon. The Executive Director shall make a detailed report of the Association's affairs when requested at meetings of the Executive Committee and shall make an annual report to the Board at its regular meeting. The Executive Director shall attend to the proper publication of all reports, conduct official correspondence, attest documents, keep a correct roll of all members and affiliated organizations with the addresses and perform such other duties usually incident to such office. Upon authority granted by the Board or the Executive Committee, the Executive Director shall have the authority to execute all contracts, mortgages, conveyances or other legal instruments in the name of and on behalf of the Association, but this provision does not prohibit the delegation of such powers by the Board to some other officer, agent or attorney in fact of the Association. The Executive Director shall have the authority to appoint and discharge employees and agents of the Association and fix their compensation.

Section 5.3 Notices. Unless otherwise specified by these Bylaws or by the Board or Executive Committee, each and every written notice required to be given in connection with any business of the Association shall be given by the Executive Director by United States mail, electronic mail or facsimile addressed to the addressee as shown by the Association's mailing lists.

ARTICLE 6

EXECUTIVE COMMITTEE

Section 6.1 Membership. There shall be an Executive Committee, consisting of the President, Vice President, Secretary-Treasurer, immediate Past President and nine members elected from the Board, all with voting rights. Should a President be re-elected to serve an immediate second term, there will be no immediate Past President member of the Executive Committee.

Section 6.2 Zones. Each of the nine territorial zones listed below shall elect to the Executive Committee a Director who is a bona fide resident of the zone (each a "Zone Committee Member"). Directors-At-Large are eligible for election to the Executive Committee as representative of the zone in which they reside.

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

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

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

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

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

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

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

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

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

Each elected Zone Committee Member may appoint a Director from such Zone Committee Member's zone as an alternate zone representative to attend Executive Committee meetings. This alternate must be qualified by verbal or written notification to the President or Executive Director prior to each meeting. The alternate, after such notification, will be allowed

to cast a vote for the zone when the elected Zone Committee Member is not in attendance; however, if both the alternate and the duly elected Zone Committee Member attend, only the vote of the elected Zone Committee Member will be counted.

Section 6.3 Election.

(a) Election by Zones. In even numbered calendar years (and at any time necessary to fill a vacancy) all nine Zones shall elect a Zone Committee Member to the Executive Committee. All terms shall be for two years, subject to Sec. 6 below, or until successors are elected and qualified with the full eligibility for re-election.

(b) Nominations. Nominations for Zone Committee Member shall be made by the current Directors. A Director may only make a nomination for the Zone Committee Member of such Director's Zone, and the nominee must be a Director in that Zone. Nominations must be made between July 1 and July 23 of the applicable even-numbered calendar year. These nominations must be received at the Association's headquarters by July 31 of the applicable even-numbered calendar year.

(c) Ballots. Only current Directors from their respective Zone may vote for the Zone Committee Member from their Zone. Voting shall take place by means of a ballot election. As soon as practicable after August 1 of each election year, the Executive Director shall send an official ballot to each individual member of the Board in their zone. If a Director does not receive an official ballot, the Director may, prior to August 12 of such year, request a replacement ballot be sent to the Director. Ballots will be titled "OFFICIAL BALLOT – ELECTION OF EXECUTIVE COMMITTEE MEMBER." There shall be printed on the ballots the names of the nominees from the Director's Zone and an instruction to vote for only one nominee. The ballots shall contain a line on which the Director may write the name of the candidate for whom the Director votes. Each ballot must also provide space for the Director's signature, address and Association number.

(d) Counting. Only ballots received at the Association offices by midnight of August 25 of the applicable election year may be counted. Counting shall commence promptly thereafter. Ballots may be declared void if received late, if illegible, if improperly signed or if either the Director or the candidate is ineligible to vote or receive votes. The nominee in each Zone who receives the highest number of votes shall be declared elected. In the event of a tie for first place in any Zone, a run-off ballot to determine the winner will be sent to the Directors in that Zone on or about August 31 of the applicable election year and must be returned to the Association no later than September 15 of the applicable election year. Directors-At-Large will vote for the Zone Committee Member in the Zone in which such Director-At-Large resides.

Section 6.4 Powers. The Executive Committee shall exercise all the powers of the Board when such Board is not in session. It may, from time to time, enact rules for its own conduct. It shall specifically arrange and conduct the annual World Skeet Shooting Championship or any successor competition.

Section 6.5 Authority. The Executive Committee shall exercise ultimate and final decision-making authority with respect to any matters relating to the Association, whether

disputed or undisputed, including but not limited to any issues, concerns, questions, and disciplinary actions, whether arising from the Association or any division thereof or any event or competition conducted by the Association or any division thereof, or whether related to or arising from any member of the Association or any division thereof. The Executive Committee shall have the right to grant, restrict, refuse or terminate any Person's membership in the Association or any of its divisions, including the National Sporting Clays Association, at any time and its judgment shall be final, in accordance with these Bylaws and any rules, regulations and/or governance documents adopted by the Board or the Executive Committee.

Section 6.6 Removal. Any Executive Committee member may be removed from office during his or her term (i) for cause deemed sufficient by a majority of the Executive Committee, including without limitation, such Executive Committee member's (1) failure to perform his or her duties (other than any such failure resulting from incapacity due to physical or mental illness), (2) engagement in dishonesty, illegal conduct, or misconduct, which is, in each case, injurious to the Association or its affiliates, (3) embezzlement, misappropriation, or fraud, whether or not related to the Executive Committee member's service with the Association, (4) conviction of or plea of guilty or nolo contendere to a crime that constitutes a felony (or state law equivalent) or a crime that constitutes a misdemeanor involving moral turpitude, (5) violation of a material policy of the Association, (6) willful unauthorized disclosure of confidential information of the Association, or (7) material failure to comply with the Association's written policies or rules, as they may be in effect from time to time during his or her term as an Executive Committee member; or (ii) by a vote of at least three-fourths of the Executive Committee. Such action may be taken at any regular or special meeting of the Executive Committee, provided that written notice has been provided to the Executive Committee member subject to removal at least fifteen (15) days prior to the meeting at which the vote will be conducted.

Section 6.7 Vacancies. A vacancy of Zone representation on the Executive Committee caused by death, change of residence (move out of zone) or resignation shall be filled for the balance of the unexpired term concerned as provided in Article 6, Sec. 3(b), except that the Executive Director shall request nominations from the applicable Zone.

Section 6.8 Meetings.

(a) Calling Meetings. Meetings of the Executive Committee shall be held from time to time upon call of the President after reasonable notice.

(b) Action by Written Consent in Lieu of Meeting.

(i) Any action required by the TBOC to be taken at a meeting of the Executive Committee or any action that may be taken at any meeting of the Executive Committee pursuant to the TBOC, the Certificate of Formation, these Bylaws or otherwise, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a sufficient number of the Executive Committee members as would be necessary to take that action at a meeting at which all of the Executive Committee members were present and voted.

(ii) Each written consent shall bear the date of signature of each Executive Committee member who signs the consent. In order to be effective, a written consent signed by less than all of the Executive Committee members must be delivered to the Association at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Association having custody of the books in which proceedings of meetings of the Executive Committee are recorded, within sixty (60) days after the date of the earliest signature on such written consent. Delivery shall be by hand, certified or registered mail, return receipt requested, electronic mail, facsimile or similar means.

(iii) Prompt notice of the taking of any action by Executive Committee without a meeting by less than unanimous written consent shall be given by the Secretary to all Executive Committee members who did not consent in writing to the action.

(iv) An electronic transmission by an Executive Committee member, whether photographic, photostatic, facsimile, PDF or a similar reproduction, shall be regarded as signed by the Executive Committee member for purposes of this Section 6.8(b)(iv).

(c) Telephonic Meetings. A meeting of the Executive Committee may be held by telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation pursuant to this Section 6.8(c) shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting that the meeting was not properly called.

(d) Electronic Communications Systems Meetings. A meeting of the Executive Committee may be held by any suitable electronic communications system, including videoconferencing technology or Internet if the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

Section 6.9 Quorum. Five members of the Executive Committee, or duly qualified Alternates, shall constitute a quorum for the transaction of business at a meeting of the Executive Committee.

ARTICLE 7

AUDIT COMMITTEE

There shall be an Audit Committee, consisting of such persons as may be appointed by the Executive Committee. The Audit Committee will be governed by its charter, as approved by the Executive Committee and as may be amended from time to time.

ARTICLE 8

OTHER COMMITTEES

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

ARTICLE 9

NSCA

Section 9.1 Creation. The National Sporting Clays Association (“NSCA”) is created as a division under the jurisdiction of the Association.

Section 9.2 Purposes. The purpose of the NSCA is to promote and advance the interest, welfare and development of amateur competition in the sport of sporting clays and to sponsor sporting clays tournaments and championships for the NSCA’s members.

Section 9.3 Operation. The NSCA membership is separate and distinct from that of the Association. A member of the Association will not be deemed to be a member of the NSCA solely by virtue of such person’s membership in the Association. Similarly, a member of the NSCA will not be deemed to be a member of the Association solely by virtue of such person’s membership in the NSCA. The NSCA will be governed and operated pursuant to its division charter, as approved and adopted by the Board or the Executive Committee, and as may be amended by the Board or the Executive Committee from time to time. Notwithstanding the terms of the NSCA division charter or the NSCA’s rules and regulations, ultimate authority with respect to all governance and operations matters of the NSCA will rest with the Board, which authority may be delegated to the Executive Committee. If any conflict exists with respect to the NSCA charter or rules and regulations and the Certificate of Formation or these Bylaws, the Certificate of Formation and these Bylaws will control.

ARTICLE 10

ORDER OF BUSINESS

Section 10.1 Order. The order of business at all meetings of the Association, the Board or the Executive Committee shall be generally as follows, except as may be modified by the President or meeting chairman, as needed:

1. Roll call
2. Reading of previous minutes or waiver thereof
3. Filling vacancies

4. Reports of officers
5. Reports of committees
6. Election of directors or officers
7. Unfinished business
8. New business or resolutions

Section 10.2 Rules. Unless they conflict with these Bylaws, Roberts' "Rules of Order" shall govern all meetings.

ARTICLE 11

AMENDMENTS

These Bylaws may be amended (i) at any regular or special meeting of the Board with the approval of a majority of the entire membership of the Board or (ii) by less than unanimous written consent as permitted under Article 3 Section 3.6(f), of these Bylaws.

ARTICLE 12

DISSOLUTION

Upon the dissolution of the Association or the winding up of its affairs, and after the payment or making provision for the payment of all liabilities of the Association, the assets of the Association shall be distributed by the Board exclusively to charitable, religious, scientific, or educational organizations which would then qualify under the provisions of Sections 501(c)(3) and 170(b)(1)(A) of the Code and the Treasury Regulations and to which contributions are deductible under the provisions of Section 170 of the Code and the Treasury Regulations. Any of such assets not so disposed of shall be disposed of by a state district court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said court shall determine are organized and operated exclusively for such purposes.