



# BYLAWS OF ZONE 7 SKEET SHOOTING ASSOCIATION

(As amended on August 10, 2000)

## ARTICLE I

The name of this corporation shall be **Zone 7 Skeet Association.**

## ARTICLE II

This corporation shall have no members.

## ARTICLE III

- A. The management of this corporation shall be vested in the Board of Directors.
- B. The Board of Directors shall be comprised of all NSSA national directors of Zone 7 in good standing who shall be elected in accordance with the NSSA Bylaws, the immediate past Executive Committeeman of Zone 7 and five (5) additional directors at large, with no more than two (2) from any one Zone state.
- C. The term of office for directors shall be a period of two (2) years except for the past Executive Committeeman who shall continue to serve on the Board of Directors until the Zone 7 Committeeman who shall succeed him shall become replaced.
- D. The NSSA national directors elected pursuant to the NSSA Bylaws shall commence their term of office on the Zone 7 Skeet Association Board of Directors on November 1 in the year of their election.
  - 1. The five (5) directors at large shall be elected by the then Board of Directors at the annual meeting of the Zone 7 Skeet Association which is to be held at the annual Zone 7 Skeet Championships and their term of office to commence November 1 in the year of their election.
    - a. Three (3) directors at large shall be elected on odd numbered years and two (2) directors at large on even numbered years. Term of office shall be two years unless filling a vacancy in which cases term of office may be less.
- E. Any vacancy occurring on the Board of Directors involving directors at large may be filled by the affirmative vote of a majority of the remaining directors through less than a quorum or by a sole remaining director, and any director so chosen shall hold office until the next election of directors when his successor is elected and qualified.
- F. One more than fifty percent (50) of the directors shall constitute a quorum of the Board of Directors for the transaction of business. If this percentile computes to a fraction, the exact number shall be the next highest number.
- G. The Board of Directors shall hold one meeting each year during the Zone 7 Skeet Championships.
- H. The president must call a special meeting of the Board of Directors upon request of any four (4) members of the Board of Directors. The meeting must be held within the confines of Zone 7. Members of the Board of Directors must be notified by mail at least thirty (30) days prior to the date of said meeting.

## ARTICLE IV

- A. The officers of the Association will be a President, a Vice-President and a Secretary-Treasurer.

1. The president shall be the Zone 7 Executive Director chosen pursuant to the provisions of the NSSA Bylaws and he shall serve at the pleasure of the Board.
  - a. The President shall preside at all meetings of the Board of Directors.
  - b. The President shall exercise supervision over properties and affairs of the Association, and shall execute all contracts in the name of the corporation to which it may be a party, attested to by the Secretary.
  - c. The President shall be an ex-officio member of all committees.
2. The Vice-President shall be a member of the Board of Directors elected by the Board.
  - a. The Vice-President shall perform all the duties and functions of the President in his absence or at his request.
  - b. He shall also conduct an audit of the Association books after December 1st, but not later than January 15th in each year.
    1. He will sign and date the books upon completion of his audit and report results to the next Board of Directors meeting.
    2. His signature to the books and records will attest that there are no uncorrected discrepancies, which were noted in either procedures, figures or unauthorized expenditures.
3. The Secretary-Treasurer shall be a member of the Board of Directors elected by the Board.
  - a. The Secretary-Treasurer shall keep a record of the proceedings of the Board of Directors meetings.
  - b. The Secretary-Treasurer shall keep the corporate seal, if any, and shall affix the corporate seal to all papers requiring said seal.
  - c. The Secretary-Treasurer shall keep proper account books, sign all checks drawn upon the depository and he receive and account for all funds of the Association, and insofar as practical, shall deposit the same in a bank designated by the Board of Directors as a depository.
  - d. At each regular meeting of the Board of Directors of the Association, the Secretary-Treasurer shall submit for the information of the Directors the complete statement of his accounts for the past year.
  - e. All payments for Association purposes shall be by check, requiring the signature of two (2) members of the Executive Committee.
4. Any officer elected or appointed may be removed by the Board of Directors whenever in their judgment the best interests of the Association will be served by the removal. Election or appointment of an officer shall not create a contract right.
5. Officers are elected for a two-year term. The President, in accordance with Article IV-A-1, is the elected executive director from Zone 7. The Elections for Vice-President and Secretary Treasurer will take place at the annual directors meeting on even numbered years. Officers take office on November 1<sup>st</sup> of the even numbered year elected and their term ends on October 31 of the next even numbered year.

#### **ARTICLE V**

- A. The Association shall keep correct and complete books and records of account and shall keep Minutes of the proceedings of the Board of Directors and committees of the Board of Directors at the office of the Secretary-Treasurer.
- B. The Association shall keep in the office of its Statutory Agent or other known place of business a record of the names and addresses of the members of the Board of Directors.

#### **ARTICLE VI**

- A. At any meeting of the Board of Directors or meeting of the Executive Committee, each member thereof may cast one (1) vote upon any question, which may come before the meeting. No vote may be executed by or through proxy, nor may a vote be exercised by use of the telephone or telegram at any meeting.
- B. A majority vote of a quorum shall be sufficient to determine any issue placed to a vote.

#### **ARTICLE VII**

- A. There is established an Executive Committee consisting of the elected officers of the Association, President, Vice-President and Secretary-Treasurer chosen at the Annual Meeting of the Board of Directors. The Executive Committee shall have authority to function in all matters and shall have management authority between Board meetings except as follows, to wit:
  - 1. The Executive Committee may not fill vacancies on the Board of Directors or on any committee of the Board of Directors.
  - 2. The Executive Committee may not adopt or amend or repeal Bylaws of the Association.
  - 3. The Executive Committee may not fix compensation of Directors.
  - 4. The Executive Committee must notify, in writing, all Directors within thirty days (30) of any major decision made outside the annual meeting.
- B. The Board of Directors with or without cause may dissolve any such Executive Committee or remove any member from the committee at any time. The designation of any such committee and the delegation of authority shall not operate to relieve the Board of Directors or any other Director of any responsibility imposed by law.

#### **ARTICLE VIII**

- A. There shall be no membership dues nor shall this corporation have or issue shares of stock.
- B. No dividend may be paid and no part of the income or profit of the Association may be distributed to its directors or officers. The Association may pay compensation in a reasonable amount to its directors or officers for services rendered and may confer benefits upon the directors and officers in conformity with its purposes.
- C. The Association will not lend money to or use its credit to assist its Directors, weather or not the employees or officers.
  - 1. Any officer or Director who assents to or participates in the making of any such loan shall be liable to the Association for the amount of such loan until its payment.

#### **ARTICLE IX**

- A. These Bylaws may be amended at any meeting of the Board of Directors by two-thirds (2/3) vote of a quorum attending said meeting.

#### **ARTICLE X**

- A. The Board of Directors shall have complete responsibility for and enjoy complete management of the Zone 7 Skeet Shooting Championships.

#### **ARTICLE XI**

- A. In the event Zone 7 Skeet Association should ever dissolve, the assets of the corporation shall go to the NSSA (National Skeet Shooting Association) Charities Foundation located in San Antonio Texas.