

**BYLAWS
OF
MINNESOTA TRAPSHOOTING ASSOCIATION:**

The following constitute the Bylaws of the MINNESOTA TRAPSHOOTING ASSOCIATION, as adopted July 12, 1974, and as amended from time to time and including July 14, 1984 at the annual meetings of the members of the corporation.

**1. ARTICLE
MEMBERSHIP**

1.1. QUALIFICATIONS (INDIVIDUALS) - Any individual who is residing in the State of Minnesota, who has paid fees required by this corporation and who is a member in good standing of the AMATEUR TRAPSHOOTING ASSOCIATION OF AMERICA (hereinafter referred to as "ATA"), shall be a member on this corporation.

1.2. FEES (GUN CLUBS) – Gun Clubs shall pay an annual fee to the corporation as required from time to time by the Board of Directors and to hold registered shoots shall pay said annual fees prior to holding an ATA Registered shoot during the target year (as defined by the ATA); any member gun club whose annual fees are not paid prior to holding a registered shoot will not be able to register the targets recorded at that shoot. To again registered targets, the club need only pay the fee for that target year in which they are requesting shoot dates.

1.3. FEES (INDIVIDUALS) - Individual members shall pay fees to the corporation as required and determined from time to time by the Board of Directors; such dues will be in addition to those dues specified and required by the ATA.

1.4. ANNUAL MEETINGS –

1.4.a. The annual meeting of the members of the corporation shall be held on the shooting grounds of the host gun club at which the Annual Minnesota State Championship Trapshoot Tournament (hereinafter referred to as "TOURNAMENT" is being held at a time and day in accordance with the Official Trapshooting Rules as, set forth and issued by the ATA.

1.4.b. Notice setting out the time and place of such annual meeting shall be printed in the official TOURNAMENT program and mailed, postage prepaid, to each member of record at said member's address as it appears on the books of the secretary of the corporation, at least twenty-one (21) days prior to the annual meeting.

1.5. SPECIAL MEETINGS –

1.5.a. Special meetings of the members of the corporation may be called at any time by the President or Secretary, by any three (3) directors, or by five percent (5%) of the individual members: notice of such call shall be in writing with the names specified of the persons calling the special meeting and shall state the object and purpose and shall be given to the secretary of the corporation: no business shall be transacted at any special meeting except what has been specified in the notice for said meeting.

1.5.b. Notice setting out the time and place of any special meeting and the object thereof shall be sent, by the President or Secretary of the corporation, to the Secretary of each gun club that has scheduled registered shoots for that year, at least fifteen (15) days before the date fixed for said special meeting to the last known post office address for said gun club; immediately upon receipt of such notice by the gun club, it shall be posted in a conspicuous place in the clubhouse of the gun club for the attention and information of the individual members of the corporation; or as an alternative method of servicing notice, the Secretary shall mail said notice, postage prepaid, to each member (individual) of record to the last known address on the books of the Secretary of the corporation at least fifteen (15) days prior to the date of the special meeting.

1.6. VOTING (INDIVIDUAL MEMBERS) – Any individual member who is in good standing as a member of the ATA and the corporation who is residing in the State of Minnesota and who is present in person at a duly called special meeting or the annual meeting shall be qualified to vote at such meeting; such member shall have one (1) vote and shall not be entitled to vote by proxy; all votes shall be either written ballot or by roll call as ordered by the President. Members can be asked to show proof of current year ATA membership prior to receiving their ballot.

1.7. ORDER OF BUSINESS –

1.7.a. The following shall be the order of business at any annual meeting of the corporation unless changed by the Board of Directors:

- (1) Reading of minutes
- (2) Report of Officers
- (3) Report of committees
- (4) Unfinished business
- (5) Selection of site for TOURNAMENT
- (6) Election of officers

(7) Election of ATA Delegate and ATA Delegate alternate(s)

(8) New business

(9) Adjournment

1.7.b. No order of business shall be transacted at any special meeting except as what is specified in the notice for such special meeting subject to the provision of paragraph 1.5.a of this Article of the Bylaws of the corporation.

1.7.c. Members wishing to add business that would require a motion or a floor vote, to the agenda of the annual meeting must do so in writing and submit such request to the Secretary of the corporation no less than thirty (30) ten (10) [RWB1] days prior to the start of the annual meeting.

1.8. QUORUM –

1.8.a. Fifty (50) members shall constitute a quorum for the transaction of business at any annual or special meeting of the members of the corporation.

1.8.b. If a quorum not be present at any annual or special meeting of the members of the corporation, the meeting may adjourn to such future time as shall be agreed upon by the members present and notice of such adjournment shall be given as hereinbefore provided in paragraph 1.5.b of this Article 1 of the Bylaws of the corporation.

1.8.c. When a quorum has been present at any annual or special meeting and members have withdrawn from the meeting so less than a quorum remains, the members still present may continue business until adjournment.

2. ARTICLE AMENDMENTS TO BYLAWS

2.1. AMENDMENTS TO BYLAWS – Any and all of these Bylaws may be amended at any regularly called meeting of the Board of Directors, or at any special meeting of the Board of Directors called for that purpose, by a vote of two-thirds ($\frac{2}{3}$) of the number of Directors and Officers present.

3. ARTICLE DIRECTORS

3.1. MANAGEMENT – The Corporation shall be managed by a Board of Directors who shall have authority to make reasonable rules and regulations consistent with and in

strict accordance with the rules and regulations promulgated from time to time by the ATA.

3.2. NUMBERS –

3.2.a. The numbers of the Board of Directors shall be no fewer than fourteen (14) and no greater than sixteen (16); four (4) being the elected Officers of the corporation; one (1) being the elected ATA Delegate; one (1) and no greater than two (2) being the elected ATA Delegate alternate or alternates; nine (9) zone Directors being the elected zone Directors from the three (3) zones (Northern, Central, Southern) in which the State of Minnesota is divided.

3.2.b. The immediate past President of the corporation shall be ex-officio member of the Board of Directors who is not counted in the numbers of the Board of Directors; the past President shall have voice but no vote as an ex-officio member of the Board of Directors in the affairs of the corporation. The term of ex-officio will end with the election following the term of his/her replacement.

3.3. QUORUM – A majority of the Board of Directors shall constitute a quorum for any regular or special meeting of the Board of Directors.

3.4. DUTIES – The duties of the Board of Directors shall be as follows:

3.4.a. The Board of Directors shall have general affairs of the corporation.

3.4.b. The Board of Directors shall have supervision over all tournaments given under the auspices of the corporation.

3.4.c. The Board of Directors shall have charge of all matters relative to the finances of the corporation.

3.4.d. The Board of Directors shall have full charge of all matters not fully covered in the Constitution and Bylaws, or not otherwise taken care of by the resolutions passed at any annual or special meetings of the members of the corporation.

3.4.e. Each member of the Board of Directors (except the ex-officio officer) shall have equal vote in all matters concerning the corporation.

3.5. VACANCIES – The President shall fill by appointment any vacancy caused by resignation, death, or removal from the state, of any member or members of the Board of Directors and such appointment shall be for the balance of the unexpired term of the member or members vacating except Delegate or Alternate Delegate(s) set forth in paragraph 5.5.

3.6. POWERS –

3.6.a. The Board of Directors shall have the power to conduct, manage and control the affairs and business of the corporation, and to make rules and regulation not consistent with the laws of the United States and the State of Minnesota in which it operates, the certificate of incorporation, the Article of Incorporation, the rules and regulations of the ATA, and Bylaws of the corporation.

3.6.b. The Board of Directors, unless otherwise herein specifically set forth, shall have the power to appoint and remove at pleasure all officers, agents, and employees of the corporation, prescribe their duties, fix their compensation and require from them security for faithful performance. Removal of an Officer requires a two-thirds ($\frac{2}{3}$) majority of the voting board members.

3.7. MEETING OF DIRECTORS –

3.7.a. Two regular meetings of the board of directors shall be held each year. One will be on the first Saturday in December and one on Thursday of the state shoot week or at such any other date or place as the Board of Directors shall by resolution appoint, and consent in writing waiving the notice of the date, time, place and object of the meeting, which such waiver shall be filed as part of the minutes of such meeting.

3.7.b. Special meetings of the Board of Directors may be called by the President or by any three (3) directors, by giving fifteen (15) days written notice mailed to each Director, stating the date, time, place, object and purpose of the meeting, and signed by the persons calling said meeting, and such notice may be waived by all of the Directors consenting in writing to such meeting, and such consent shall be filed as a part of the minutes of such meeting.

4. ARTICLE OFFICERS

4.1. NUMBERS – The officers of the corporation shall comprise of a President, Vice-President, a Secretary and a Treasurer and such officers as shall form time to time be chosen and appointed by the Board of Directors for the purpose of transacting the business of any carrying out the purposes of the corporation; and, whenever the Board of Directors may so order any two (2) offices, the duties of which do not conflict, may be held by one person.

4.2. ELECTION AND TERMS OF OFFICE – The officers of the corporation shall be elected at the annual meeting of the individual members of the corporation and shall

hold office for two (2) years or until their successors are duly elected and qualified. Term commences at the conclusion of the TOURNAMENT and runs for two years until the conclusion of that year's TOURNAMENT. In the event of a tie vote for any of the officers, a runoff election will be held immediately between the candidates that were tied with the most votes. If there were only two (2) candidates in the election, there will be no runoff vote and the current board will hold an immediate election and decide the winner between the two (2) candidates.

4.3. DUTIES OF THE PRESIDENT – The duties of the President shall be to preside at all meetings of the Board of Directors and the annual meeting and at all meetings of the members of the corporation, execute all contracts and legal instruments, have general charge and supervision over all business of the corporation subject to the will of the Board of Directors, and shall be an ex-officio member of all committees.

4.4. DUTIES OF THE VICE-PRESIDENT – The Vice-President shall perform such duties as may be assigned by the Board of Directors, and in the event of death, disability or absence of the President, said Vice-President shall preside and be vested with all the duties and powers of the President.

4.5. DUTIES OF THE SECRETARY – The Secretary shall keep a true and current annual record of the member clubs, shall keep record of the minutes of the proceedings of the members and of the directors, shall give notice as required by these Bylaws of all meetings of the corporation, shall have the custody of all books, records and papers of the corporation, except those which are in charge of the Treasurer or some other person authorized by the Board of Directors to have the custody and possession thereof; shall collect all dues and fees required by the corporation; any all money and property collected by the secretary shall be turned over to the Treasurer; shall perform such duties as the President or the Board of Directors may so require.

4.6. DUTIES OF THE TREASURER – The Treasurer shall be the custodian of all moneys, trophies, securities, and vouchers of the corporation; shall preserve the receipts for moneys paid out and is authorized to receive for the corporation any and all funds due it; shall deposit all moneys to the credit of the corporation in such bank or banks as the Board of Directors may designate; shall make no disbursements other than for incidental expenses, such as postage, printing, and so forth, unless authorized to do so by the Board of Directors; shall give detailed report of all, moneys received and expended at the annual meeting of the members of the corporation. The Treasurer or any other officer having custody or control of any funds of the corporation shall give bond in such amount and with such security as may be required by the Board of Directors. If the Treasurer refuses or neglects to provide and file such a bond, the office of such Treasurer shall be vacant within ten (10) days of personal service of copy of such resolution on such officer so required to give bond and such officer shall turn over and deliver to the President of the corporation all books, property and funds of the corporations forthwith.

5. ARTICLE ATA DELEGATE AND ALTERNATES

5.1. NUMBERS – There shall be one (1) ATA Delegate and there shall be no less than one (1) ATA Delegate alternate and no greater than two (2) ATA Delegate alternates.

5.2. ELECTION – The ATA Delegate and the ATA Delegate alternate or alternates shall be elected by the individual members of the corporation at the annual meeting of the member of the corporation. All members residing in the State of Minnesota and meeting the qualifications set forth by the ATA are eligible for the offices of Delegate or Alternate Delegate. Sitting Officers or Zone Directors may concurrently hold the position of Delegate or Alternate Delegate, provided the requirements of section 3.2.a are maintained. In the event of a vote, the same tie breaking procedure used in section 4.2 above applies to the Delegate and Alternate Delegate elections.

5.3. TERM OF OFFICE – The ATA Delegate and the ATA Delegate Alternate or Alternates shall be server for a term of one (1) year or until a successor is duly elected and qualified.

5.4. LIFE MEMBERSHIP – The ATA Delegate and the ATA Alternate Delegate or Alternates must be Life Members of the ATA as a prerequisite to such election.

5.5. VACANCIES – Delegate, upon the death, incapacity or resignation the first (1st) Alternate Delegate and second (2nd) Alternate Delegate move up from a responsibility perspective but still remain first (1st) and second (2nd) Alternate Delegate but legally function with full rights and authority as a Delegate. The Delegates position remains vacant and is not replaced accordingly.

5.5.a. Alternate Delegate, If there are similar issues with the (then) existing first (1st) Alternate then the second 2nd Alternate would fill the void. The Delegate and first (1st) Alternate Delegate would not be replaced.

5.5.b. In the event of death, incapacity or resignation of all ATA representatives (Delegate and Alternate Delegate(s)) the corporation Board of Directors shall appoint a Delegate to fulfill the remaining term of the Delegates.

6. ARTICLE ANNUAL MINNESOTA STATE CHAMPIONSHIP TOURNAMENT

6.1. The Board of Directors shall select the dates of the TOURNAMENT and shall manage the TOURNAMENT.

7. ARTICLE RULES OF COMPETITION

7.1. The latest revised Rules and Regulations set forth from time to time by the ATA shall govern all tournaments conducted by the corporation.

8. ARTICLE FINANCES

8.1. FISCAL YEAR – The fiscal year of the corporation shall commence on the first (1st) day the membership year for fees paid by individual members shall be coincident with the membership year of the ATA.

8.2. AUDIT OF BOOKS AND ACCOUNTS –

8.2.a. The Treasurer shall each prepare and keep an inventory of all property of the corporation, which shall be a continuing inventory, and be a part of the permanent records of the corporation, and such inventory shall show the amount paid for each item of property, and if acquired by gift, that fact, and the reasonable value thereof, and the Treasurer shall prepare a report as of the 1st day of the annual meeting of each year of the financial condition of the corporation, and an inventory of all property of the corporation for the auditing committee to be appointed by the Board of Directors. No member of the Board of Directors shall be a member of the auditing committee appointed by the Board of Directors. The Treasurer shall meet with said auditing committee at such time as the auditing committee may determine within sixty (60) days after the preparation of said report of any year for the purpose of examining said audit report and auditing and checking the corporation books, records, papers and financial statement of the corporation. The auditing committee upon performing aforementioned audit shall submit to the Board of Directors the findings of said audit within thirty (30) days.

8.2.b. The books and accounts of the corporation may be audited at such times as there is a newly elected or appointed Treasurer or at any other times as may be directed by the Board of Directors or requested by the Treasurer; a copy of the audit and the financial status of the corporation shall be presented to each member at the annual meeting by proper posting of the financial status at the annual meeting of the members of the corporation.

9. ARTICLE ZONE DIRECTOR

9.1. NUMBERS – There shall be nine (9) zone Directors, three (3) zone Directors from each of the three (3) zones into which the State of Minnesota is divided.

9.2. TERM – Each zone Director shall server a term of three (3) years and remain in office until his or her successor is duly elected and qualified; one (1) zone Directors'

term will expire in each of the three (3) zones into which the State of Minnesota is divided each year.

9.3. ZONES – There shall be three (3) zones for the State of Minnesota; Northern, Central, and Southern; and whereby the boundaries for said zones are determined from time to time by the Board of Directors.

9.4. ELECTION – The election of the zone Directors for each zone shall be at the zone meeting at a time provided for said meeting during the respective zone Championship tournament by members of the corporation residing within the respective zones into which the State of Minnesota is divided. The zone meeting shall precede and annual meeting of the corporation of each year and any zone Director voted into office at the zone meeting shall take office the day after the conclusion of the TOURNAMENT. The zone meeting shall be scheduled at a time to maximize the numbers of zone members present at said zone meeting.

9.5. DUTIES –

9.5.a. SENIOR ZONE DIRECTOR – The zone Director who has served three (3) years and whose term expires on the last day of the TOURNAMENT and whose directorship is open for election by the zone members, shall preside and conduct the zone meeting.

9.5.b. INTERMEDIATE ZONE DIRECTOR – The zone Director who has served two (2) years, shall preside if the senior zone Director is absent, otherwise, the duty of the intermediate zone Director shall be to record the minutes of the zone meeting and provide a copy of said zone meeting, within fifteen (15) days, to the Secretary of the corporation.

9.5.c. JUNIOR ZONE DIRECTOR – The zone Director who has served one (1) year, shall perform the duty of the intermediate zone Director in the event the intermediate zone Director is absent, otherwise, the duty of the junior zone Director is subject to the will of the senior and intermediate zone Directors.

9.5.d. ZONE CHAMPIONSHIP TOURNAMENT – The duties of the zone Directors at the zone championship tournament, in addition to the duties set forth in paragraphs 9.5.a, 9.5.b, and 9.5.c of Article 9 of these Bylaws for the zone meeting, shall be to assist gun club hosting the zone championship tournament in classifying, setting of tarps, refereeing shoot-offs, and distributing zone trophies.

9.6. QUORUM –

9.6.a. Twenty (20) members (individual) who reside within the zone shall constitute a quorum for the transaction of business at the zone meeting.

9.6.b. When a quorum has been present at a zone meeting and zone members have withdrawn from the zone meeting so less than a quorum remain, the zone members still present may continue the transact business until adjournment.

9.6.c. ORDER OF BUSINESS – The following shall be the order business at any and all zone meetings of the corporation subject to the will of the Board of Directors:

- (1) Reading of minutes
- (2) Report of committees
- (3) Unfinished business
- (4) Selection of site for zone championship tournament
- (5) Election of officers
- (6) New business
- (7) Adjournment

10. ARTICLE VACANCIES IN OFFICE

10.1. VACANCIES – In case of death, disability, resignation, or disqualification of any member, except Delegate or Alternate Delegates(s) set forth in paragraph 5.5, of the Board of Directors of this corporation, the remaining Directors, although less than a quorum, shall assume the duties of the unexpired term until such time as the President, having the authority, shall fill by appointment any vacancy caused by death, resignation, disqualification, or removal of any member or members of the Board of Directors, and such appointment shall be for the balance of the unexpired term of the member or members vacating.

11. ARTICLE COMPENSATION

11.1. This corporation does not afford pecuniary gain, incidentally or otherwise, to its members, and it shall be a nonprofit corporation; nor shall any director or officer be entitled to receive compensation, dividends, profits, or any other pecuniary gain or profit, incidentally or otherwise, as a result of the existence and operation of the corporation with the exception of a director or an officer may receive pecuniary remuneration for services rendered to the corporation providing that the amount and form of said pecuniary remuneration is first (1st) determined and approved by two-thirds ($\frac{2}{3}$) vote of the Board of Directors; and any Director, officer or member is entitled to

receive pecuniary reimbursement, incidentally or otherwise, as a result of personal expenses incurred in the performance of a predetermined task connect with the performance of the duties of the Director or officer or asked of the member providing said task was first (1st) determined and approved by two-thirds ($\frac{2}{3}$) vote of the Board of Directors.

12. ARTICLE ASSETS AND PROPERTY RIGHTS

12.1. In the event of dissolution of the corporation all of its remaining property, after payment of all debts and obligations, shall be distributed to an organization, exempt under Section 501(c) (3) of the Internal Revenue Code of 1954, serving purposes similar to those for which the corporation is formed as determined by the Board of Directors, and none thereof shall be transferred to, or in any respect whatsoever inure to the benefit of any director, officer or member of the corporation.

13. ARTICLE CORPORATE SEAL

13.1. The Board of Directors shall provide a corporate seal containing the name of the corporation; said seal shall be in custody and charge of the Secretary.

14. ARTICLE AUTHORITY TO BIND

4.1. The President and Secretary shall execute and deliver all deeds and other instruments for, and in behalf of the corporation, when, and if authorized by the members of the Board of Directors; no officer or Director of the corporation shall have power to bind the credit of the corporation without the authority of the Board of Directors given by resolution at a regular or special meeting of the Board of Directors.

15. ARTICLE CUSTODIAN AND EMPLOYMENT

15.1. The Board of Directors shall have the power and authority to elect or appoint as custodian or custodians over such property of the corporation as they see by resolution determine, and shall have the power and authority to hire and employ persons to carry out the purposes of the corporation.

16. ARTICLE INDEMNIFICATION

16.1. The corporation shall ;indemnify and hold harmless any and all persons, who may serve or who have served at any time as directors or officers of the corporation, their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, fines, legal fees, and amounts paid in

compromise or in settlement (whether before or after suit is commenced actually and reasonably incurred by such persons in connection with the investigation, defense, comprise or settlement of any claim, action, suit proceedings in which they, or any of them, are made or threatened to be made parties or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, irrespective of whether any such claim, action, suit, or proceeding be civil, administrative, or criminal in nature, whether or not derivative or in the right of the corporation, and whether or not such person mat ever successfully defend any such claim, action, suit, or proceeding; provided that indemnification shall be denied id, by any final and executor judgment of a competent court, such person is found to have been liable for his or her own willful misconduct in the performance of his or her duty to the corporation, or if such person expressly concedes his or her willful misconduct and in writing, waives or relinquishes indemnity in connection with comprise or settlement of any such matter..

CERTIFICATE OF SECRETARY —

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the Minnesota Trapshooting Association, a Minnesota nonprofit corporation: and that the foregoing Bylaws constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors of said corporation thereof duly held on the 26th day of April, 2008 and as amended to date.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 26th day of April, 2008

- Secretary: Darrell Terning, Darwin, MN
- President: Mark Zauhar, Lakeville, MN
- Vice-President: Glenn Vinton, Winona, MN

ADDENDUM: (IN RED) Approved by the MTA Board of Directors, December 6, 2008

~~3.7a The regular meeting of the Board of Directors shall be held on the first (1st) Saturday in the month of December of each year at a time and place as the President shall appoint~~ **Two regular meetings of the board of directors shall be held each year. One will be on the first Saturday in December and one on Thursday of the state shoot week, or at such any other date or place as the Board of Directors shall by resolution appoint, and consent in writing waiving the notice of the date, time, place and object of the meeting, which such waiver shall be filed as part of the minutes of such meeting.**

1.7c Members wishing to add business that would require a motion or a floor vote, to the agenda of the annual meeting must do so in writing and submit such request to the Secretary of the corporation no less than thirty (30) ten (10) days prior to the start of the annual meeting.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of
the corporation on this day December 6, 2008.

Darrell Terning, Secretary-Treasurer