

Amended and Restated
Bylaws
of
Utah State Trapshooting Association

ARTICLE I
Purposes

This corporation is organized as a nonprofit corporation and shall be operated exclusively for religious, educational, charitable, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws. The corporation is organized to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, shall use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, educational, charitable, scientific, medical or literary purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended. The corporation also is organized to support the Amateur Trapshooting Association, a public charity operating out of Sparta, Illinois, and seeks to abide by its rules and regulations.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

The name of this corporation shall be Utah State Trapshooting Association. (Here in after recognized also as USTA.)

In the meaning of the USTA Board, constitutes the USTA Officers and Gun Club Delegates to form the USTA Board of Directors. Here in after referred to as USTA Board or Board.

ARTICLE II
Meetings of USTA BOARD

Section 1. Place of Meeting. Any or all meetings of the Board of Officers and Directors of this corporation will be held within the State of Utah; meetings shall be held at the office of the corporation in Salt Lake City, Utah, unless provided otherwise in a resolution adopted by the Board.

Section 2. Annual Meeting of USTA Board of Officers and Directors. An annual meeting of the Board shall be held each year on the first available day but no later than April at 10:00 a.m., or at such other time as the Board shall determine.

Section 3. Notice of Annual Meeting. At least ten (10) days prior to the date fixed by Section 2 of this article for the holding of the annual meeting of the Board, written notice of the time and place of such meeting shall be mailed, as hereinafter provided, to each Officers and Directors of the corporation.

Section 4. Delayed Annual Meeting. If for any reason the annual meeting shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at an annual meeting; provided, however, that the notice of such meeting shall be the same as herein required for the annual meeting, namely, not less than a ten-day notice.

Section 5. Order of Business at Annual USTA Board Meeting. The order of business at the annual meeting shall be as follows:

- (a) Roll call;
- (b) Reading notice and proof of mailing;
- (c) Reading of minutes of last preceding meeting;
- (d) Old Business
- (e) Report of President;
- (f) Report of Secretary;
- (g) Report of Treasurer;
- (h) Seat Elected Officers and Gun Club Directors,
- (i) New Business
- (j) Transaction of other business mentioned in the notice; and
- (k) Adjournment;

Provided, that in the absence of any objection, the presiding officer shall have the discretion to vary the order of business.

Section 6. Special Meetings of Board of Officers and Directors. Special meetings of the Board may be called by the President or any two or more Officers and Directors upon written notice thereof, signed by the President or the Secretary, who shall mail copies of such notice to the last known address of each Officers and Directors in the United States mails at least ten (10) days in advance of the holding of such meeting. No business not mentioned in the notice shall be transacted at such meeting unless all Trustees are present and agree to the transaction of such business.

Section 7. Notices of Mailing. All notices required to be given by any provision of these Bylaws shall state the authority pursuant to which they are issued (as, "by order of the President," or "by order of the Board" as the case may be) and shall bear the written, stamped, typewritten or printed signature of the President or Secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mails, with postage fully prepaid, addressed to the addressee at his, her, or its last known address appearing upon the records of this corporation.

Section 8. Waiver of Notice. Notice of the time, place and purpose of any meeting of the USTA Board may be waived by email of the President, telegram, radiogram, cablegram or other writing, either before or after such meeting has been held.

Section 9. Quorum of USTA Board. A majority of the Officers and Directors shall constitute a quorum for the transaction of business of the corporation, but a lesser number may adjourn from time to time without notice other than an announcement at the meeting, until a quorum shall attend.

Section 10. Parliamentary Procedure. Robert's "rules of Order" insofar as they may not be inconsistent with the ATA Constitution or By-Laws of this Association shall be followed at all meetings thereof.

ARTICLE III **USTA Board of Officers** **and Directors**

Section 1. Number and Term of Officers and Directors The business, property, and affairs of this corporation shall be managed by a Board composed of not less than six (6) Officers and Directors (directors as per Section 1(a)), as decided upon by a majority vote of the then-existing board of directors. The term of service for each Board Member shall be one (1) year.

Section 1(a). Directors. Board of Directors comprised of one (1) director from each separate Utah trapshooting gun club having a membership in this corporation.

Section 1(b). Officers; President, Vice President(s), Treasurer and Secretary.

Section 2. Removal of Officers Any Officer or Officers of the corporation may be removed from office, for just cause, as decided upon by a majority of the Officers and Directors at any meeting of the USTA Board called for such purpose.

Section 3. Vacancies. Vacancies in the Board of Officers shall be filled by election by a majority of the remaining Officers and Directors to fill their (officers) unexpired term. Vacancies for a Director will be filled by the gun club were the vacancy occurred.

Section 4. Action by Unanimous Written Consent. Any action to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board Members of the corporation. Such consent shall have the same force and effect as a unanimous vote by the Board.

Section 5. General Powers and Duties. The USTA Board shall have the complete and exclusive care, custody and control of the corporation's properties and shall exercise all of the corporate powers subject to the provisions of the laws of the State of Utah, the Articles of Incorporation and the Bylaws. The entire management of the corporation, its affairs, its properties and assets, subject to any restrictions set forth in the Articles of Incorporation, is

vested exclusively in the Board. The powers of the Board shall include, but are not limited to, the following:

(a) To enter into any and all types of agreements or contracts relating to the care, custody, control, and management of the properties and assets of the corporation;

(b) To decide finally and to effectuate and perform decisions of the Board regarding to whom, in what amounts, at what times and under what conditions contributions, payments and distributions shall be made in furtherance of pursuits and objects of this corporation; accordingly, the Board shall make such contributions, payments and distributions of the corporation's properties and assets and income as may be decided upon from time to time by a decision of the majority of the Board as contained in its minutes; further, in lieu of making contributions, payments and distributions in the form of cash monies, the pursuits and objects of this corporation may be accomplished by distribution of the corporation's properties in kind, or the Board may, as it sees fit, undertake the accomplishment of the pursuits and objects by undertaking projects, establishing scholarships or similar funds, or maintaining scientific research and studies, but all nevertheless strictly of the type permitted under the Articles of Incorporation;

(c) If the Board should so decide, to appoint a corporate trustee to receive, manage, hold, invest and disburse for the purpose of earning income therefrom, as distinguished from the matter of applying funds or property to religious, educational, charitable, scientific, medical or literary purposes, the funds and/or properties or assets of the corporation, subject to the control and decision of the Board in exercising its powers pursuant to the immediately preceding paragraph hereof; and in these connections, the Board may enter into a contract or agreement with such corporate trustees containing the various terms and conditions covering such relationship, including but not restricted to the powers and duties of the corporate trustee;

(d) To pay salaries or other compensation to officers for personal services actually rendered by them, but such salaries or compensation shall not be in excess of a reasonable allowance for such personal services rendered by the Board;

(e) Notwithstanding anything herein to the contrary, it is strictly understood and agreed that the Board's powers, prerogatives, duties and responsibilities shall be vested in them and shall be exercised by them strictly in a fiduciary capacity to carry out, perform and accomplish the pursuits and objects of this corporation, and their powers are expressly limited so as to do nothing nor accomplish any act which would be in contravention or derogation of the pursuits and objects as stipulated above.

Section 6. Power to Appoint Other Officers and Agents. The Board shall have power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the corporation.

Section 7. Power to Fill Vacancies. The Board shall have power to fill any vacancy in any officers occurring from any reason whatsoever to fill their respective unexpired term.

Section 8. Delegation of Powers. For any reason deemed sufficient by the Board, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 9. Power to Require Bonds. The Board may require any officer or agent to file with the corporation a satisfactory bond conditioned upon the faithful performance of his/her duties.

Section 10. Power to Appoint Executive Committee. The Board shall have power to appoint by resolution an executive committee composed of two (2) or more members who, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the business of the corporation between meetings of the Board.

ARTICLE IV **Officers**

Section 1. Officers – President, Vice President(s), Treasure, and **Secretary. USTA Officers shall be elected by and from the membership of the USTA at the annual USTA State Shoot as defined in the USTA Policy and Procedures. (**The-President shall appoint a Secretary, with full voice and vote.)

Section 2. President. The President shall be the chief executive officer of the corporation and shall preside over all meetings of the Board. The President shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall be ex officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

Section 3. Vice-President. The Vice-President shall have the same powers as vested in the President, but shall not exercise said powers unless acting under the delegation, authority or direction of the President, or in the absence or incapacity of the President. The Vice-President shall have such additional prerogatives and powers as are not inconsistent with the powers conferred upon the President and usually pertain to the office of Vice-President.

Section 4. Vice-Presidents. Such additional Vice-Presidents (if needed or required) as are Board members, in the order of their seniority, shall perform the duties and exercise the powers of the President and Vice-President during the absence or incapacity of the President and Vice- President.

Section 5. Secretary. The Secretary shall attend all meetings of the Board and of the Executive Committee and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. The Secretary shall have charge of all documents, lists of members, records and papers, and shall keep them safe. At the discretion of the Board, shall prepare an annual report of the transactions and conditions of the corporation. The Secretary shall give all notices required by statute, bylaw or resolution and shall perform such other duties as may be delegated to the Secretary by the Board or by the Executive Committee.

Section 6. Treasurer. The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; and shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Trustees. The Treasurer shall disburse such funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Officers and Directors at the regular meetings of the Board and whenever requested by them an account of all of the transactions of the Treasurer, and of the financial condition of the corporation. If required by the Board, the Treasurer shall deliver to the President of the corporation and shall keep in force a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned upon the faithful performance of the duties of the office of Treasurer, and for restoration to the corporation in case of the death, resignation, retirement or removal from office of the Treasurer of all books, papers, vouchers, money and property of whatever kind in the possession or under the control of the Treasurer which belong to the corporation.

Section 7. Assistant Secretary and Assistant Treasurer. An Assistant Secretary and an Assistant Treasurer may be appointed. The Assistant Secretary, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary. The Assistant Treasurer, in the absence or disability of the Treasurer, shall perform the duties and exercise the powers of the Treasurer.

Section 8. Terms of Office. Unless otherwise decided by the Board, the terms of officers shall be one year, or until their successors are duly elected and qualified to act by the Board.

Section 9. Any member of the Board of Directors is eligible for re-election, or re-appointment when his/her term expires.

ARTICLE V **Execution of Instruments**

Section 1. Checks, etc. All checks, drafts and orders for payment of money shall be signed in the name of the corporation by the, President and Treasurer.

Section 2. Contracts, Conveyances, etc. When the execution of any contract, conveyance or other instrument has been authorized within the specifications of the authorized officers, the President or Vice-President, or Treasurer and the Secretary, may execute the same in the name and on behalf of this corporation. The Board shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of the corporation.

ARTICLE VI **Loans**

Section 1. Power of Board to Borrow Money. Subject to restrictions set forth in

the Articles of Incorporation, the Board shall have full power and authority to borrow money whenever in the discretion of the Board the exercise of said power is required in the general interests of this corporation, and in such case the Board may authorize the proper officers of this corporation to make, execute and deliver in the name and on behalf of this corporation such notes, bonds and other evidences of indebtedness as the Board shall deem proper, and the Board shall have full power to mortgage the property of this corporation, or any part thereof, as security for such indebtedness.

Section 2. Prohibited Loans. The corporation shall make no loans to any of its officers, directors or other "disqualified persons" described in Section 4941 of the Internal Revenue Code of 1986.

ARTICLE VII **Taxable Year**

The taxable year of the corporation shall be a calendar year ending on December 31 of each year.

ARTICLE VIII **Investments**

The corporation shall have the right to retain all or any part of any funds, securities, or real or personal property acquired by it in whatever manner, and to invest, reinvest, sell, or exchange any such property held by it, according to the judgment and authorization of the Board without being restricted to the class of investments which may hereafter be permitted by law, or any similar restriction; provided, however, that no action shall be taken by or in behalf of the Corporation and no action shall be forborne if such action or such forbearance is a prohibited transaction or would result in either imposition of penalty, excise taxes, or the denial of the tax exemption under the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE IX **Indemnification**

Section 1. Indemnification Third Party Actions. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a; director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or

upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2. Indemnification for Corporate Actions. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he/she is or was a officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability and in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Determination. To the extent that a officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 hereof, or in defense of any claim, issue, or matter thereon, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith. Any other indemnification under Sections 1 or 2 hereof shall be made by the corporation upon a determination that indemnification of the trustee, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2 hereof. Such determination shall be made either (i) by the Governing Board by a majority vote of a quorum consisting of the board who were not parties to such action, suit, or proceeding, or (ii) by independent legal counsel in a written opinion.

Section 4. General Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provision in the corporation's Articles of Incorporation, Bylaws, agreement, vote of disinterested board members, or otherwise, both as to action in this official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a officer, employee, or agent and shall inure to the benefit of the heirs and legal representatives of such a person.

Section 5. Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding as contemplated in this Article shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon a majority vote of a quorum of the Governing Board and upon receipt of an undertaking by or on behalf of the, officer, employee, or agent to repay such amount or amounts unless it ultimately be determined that he/she is

entitled to be indemnified by the corporation as authorized by this Article.

Section 6. Scope of Indemnification. The indemnification authorized by this Article shall apply to all present and future, officers, employees, and agents of the corporation and shall continue as to such persons who cease to be, officers, employees, or agents of the corporation and shall inure to the benefit of the heirs, personal representatives, and assigns of all such persons and shall be in addition to all other rights to which such persons may be entitled as a matter of law.

Section 7. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the laws of the State of Utah, as the same may hereafter be amended or modified.

ARTICLE X **Amendments**

Section 1. Amendments. Any proposed amendments to the USTA by-laws and to the Articles of Incorporation must be submitted in writing to the Board of Directors and in the hands of the secretary not less than sixty (60) days prior to the Annual Utah State Tournament.

Section 2. Proposed Amendments must be mailed to all members of this Association at their last known address not less than thirty (30) days prior to the Annual State Tournament.

Section 3. After filling the two above requirements Section 1 and 2 all proposed amendments shall be brought before the USTA members at the annual membership meeting for their approval or disapproval.

Section 4. It shall require a majority vote of all eligible membership voting at the Annual State Tournament to pass an Amendment. The Board shall not be permitted to amend the Bylaws contrary to the provisions of the Articles of Incorporation or the laws of the State of Utah.

The undersigned, as Secretary of the Corporation, certifies that the foregoing Bylaws were adopted by unanimous consent of the USTA Membership at a meeting held on the 27th day of June, 2020.

/S/S/

Vicki Skelton, Secretary