

SOUTHERN CALIFORNIA SKEET ASSOCIATION CONSTITUTION AND BY-LAWS

Adopted September 27, 1964 - Amended and Adopted February 21, 2004

Article I

MEMBERSHIP

Section 1. THOSE ENTITLED TO MEMBERSHIP:

Any individual residing within Southern California (defined as being that portion of Southern California lying south of the counties of Monterey, Kings, Tulare and Inyo), of good character and possessing necessary traits of good sportsmanship and devoted to skeet shooting, shall be eligible to membership.

Section 2. MEMBERSHIP:

Any member in good standing with the NSSA and residing in Southern California, as defined in section one of article one of these by-laws, shall be eligible, upon request, to become a member of the Southern California Skeet Shooting Association.

Section 3. REMOVAL FROM MEMBERSHIP:

Membership in this association is a privilege, and a majority of the Board of Directors may suspend or remove any member for reasons which, in the sole discretion of the Board, may warrant such action. Reasons may include safety violations, interruption of the harmony of the shoot or violation of NSSA rules, shoot rules and or range rules.

Article II

MEMBERSHIP MEETINGS

Section I. PLACE OF MEETINGS:

All meetings of the members shall be held at such place or places as may be designated from time to time for that purpose by the President or Board of Directors.

Section 2. ANNUAL MEETINGS:

The annual meeting of the membership shall be at a time designated by the Board of Directors but not later than November 15th of each year. The said annual meeting, unless specially called because of unusual or extreme circumstances, shall be held in conjunction with a major competitive event sponsored by the association.

At the said annual meeting the Treasurer shall submit his report, and other reports on the business and status of the Association shall be presented for consideration. The meeting shall be formally open to the members for the conduct of business of the association.

Section 3. SPECIAL MEETINGS:

Special meetings of the members for any purpose or purposes may be called at any time by the President on direction from the Board of Directors or, upon receipt of a petition signed by thirty or more members in good standing, the Board shall call such a special meeting at a convenient time within thirty days of the presentation of such petition.

Section 4. NOTICE OF MEETINGS:

Notice of meetings, may be conducted by electronic mail, verbally, telephonically, via u.s. mail, or any combination of the aforementioned to all members in good standing entitled to vote by the Secretary or any other officer in the absence of the Secretary.

Section 5. QUORUM:

Ten (10%) per cent of the total membership in good standing shall constitute a quorum at all membership meetings, whether annual or special.

Section 6. PROXIES:

No member shall be entitled to vote by proxy under any circumstances, and all business presented before any annual or special meeting of the member- ship shall be conducted by those members present.

Article III
DIRECTORS

Section 1. POWERS:

All powers not removed or limited by the Articles of Incorporation, the By-laws of the Association, or the laws of the State of California, shall be vested in the Board of Directors, including but not limited to the following:

- (a) Regulation of dates and rules to competitive events;
- (b) Regulation of dues, assessments and other fees and charges to members, including entrance fees in competitive events;
- (c) Regulation of shooting procedure and safety measures;
- (d) Regulation of all club activities;
- (e) The approval of membership and the right to suspend or terminate membership in the sole discretion of the Board when such action seems warranted in the best interests of the Association;
- (f) The regulation and conduct of all business activities, including administration of committees, a Board of Trustees and supervision of reserve and trust funds through said Trustees.

Section 2. NUMBER AND QUALIFICATION:

The authorized number of Officers and Directors of the Association shall be eleven (11) until changed by appropriate action of the members by amendment of these By-laws in accordance with the provisions set forth elsewhere herein.

Section 3. ELECTION AND TENURE OF OFFICE:

The Directors shall be elected by ballot and they shall serve for overlapping two-year terms; six new Directors to be elected to serve for two years with five new Directors to be elected the following year, also to serve for two years, Their tenure in office shall date from the declaration of election by the President.

Section 4. NOMINATION OF DIRECTORS AND OFFICERS:

The nomination of Directors and officers {covered by Article IV which follows) shall be accomplished as follows:

At least thirty days prior to any regular election of Directors or officers of the Association, the Board of Directors through the President shall appoint a Nominating Committee consisting of five members of the board. The Nominating Committee shall meet and select nominees for the vacancies on the Board of Directors due either to expiring terms or for other reason(s), and for the respective offices of President, Vice-President, Secretary and Treasurer. The selections of the Nominating Committee shall be delivered, in the form of a ballot, to each member in good standing at the last Southern California Skeet Association competition, each year. Each member shall cast his or her vote prior to registering for that event and place said ballot in a box provided exclusively for the collection of said ballots. Prior to the termination of the shoot, at least four directors and or officers shall tally the ballots and determine the results of the officers and directors. Those results shall be posted in a conspicuous place at the aforesaid shooting event prior to its termination. If a member in good standing is unable to attend the last event he or she may request a ballot. That ballot must be returned prior to the event in order to be included with the event ballots.

If for reasons, beyond the control of the officers and directors, the ballots were unable to be distributed and voted upon at the last event, the ballots may be mailed via electronic mail, US mail, or hand delivered to each member in good standing. After casting their vote, each member in turn shall return the ballots in the same or alternate manner they were delivered.

Section 5. VACANCIES:

Vacancies existing on the Board of Directors or among the officers of the offices of the Association may be filled by a vote of a majority of the remaining Directors.

Section 6. PLACE OF MEETINGS:

Meetings of the Board of Directors shall be held at convenient places designated from time to time by the Board, and any meeting of the Board shall be valid, wherever held, if pursuant to consent of a majority of the Board of Directors given either before or after the said meeting.

Section 7. FREQUENCY OF MEETINGS:

There shall be no less than three meetings of the Board of Directors in each calendar year, and the first such meeting shall be called as soon after the election of new members and officers as possible.

Section 8. SPECIAL MEETINGS NOTICES:

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or if he is absent or unable or refuses to act, any two officers or any three members may call such a meeting by directing written notice thereof at least ten days in advance of such meeting by letter or telegram, charges prepaid, signed by those purporting to call the said meeting and addressed to all members of the Board of Directors at their last known address.

Section 9. QUORUM:

A quorum shall consist of six or more Directors and shall include at least two officers of the Association, and any legal business may be conducted at a meeting properly noticed where such a quorum is present.

**Article IV
OFFICERS**

Section 1. OFFICERS:

The officers shall consist of a President, Vice-President, Secretary and Treasurer: all of whom shall be members of the ~~nine~~ eleven member Board of Directors.

Section 2. REMOVAL:

Any officer may be removed at a legally called and noticed meeting of the membership at which two-thirds of the members present must vote in favor of such removal and at which not less than ten (10%) per cent of the entire membership be present.

Section 3. PRESIDENT:

The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of business and affairs of the Association. He shall preside at all meetings of the members and of all the standing committees. Including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of President of an association, and shall have such other powers and duties as may be prescribed by the Board of Directors or these By-Laws. All past Southern California Skeet Association presidents shall become life members in the Association requiring no membership fees.

Section 4. VICE-PRESIDENT:

The Vice-President shall, in the order designated by the Board of Directors, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 5. SECRETARY:

The Secretary shall keep or cause to be kept, at the principal office of the Association, a book of minutes recording all meetings of Directors and members, with the time and place of holding, whether regular or special, and if special how authorized, the notice given thereof, the names of those present at Directors' meetings, the number of memberships present or represented at members' meetings, and the proceedings thereof.

The Secretary shall keep or cause to be kept, at the principal office of the Association, a membership register showing the names of the members. The Secretary shall give or cause to be given notice to all the meetings of the members and of the Board of Directors required by the By-Laws or by law to be given; he shall keep the seal of the Association and affix said seal to all documents requiring a seal, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these By-Laws.

Section 6. TREASURER:

The Treasurer shall receive and keep all the funds of the Association and pay them out only on the check of the Association, signed in the manner authorized by the Board of Directors. The Treasurer shall keep or cause to be kept accurate books of account showing accurately in detail all items of income and all expenditures made in behalf of

this Association, and shall prepare, prior to the annual meeting of the membership, a statement of income and expenses of this Association from the preceding membership meeting up to and including the date of the said meeting.

Further, the Treasurer shall make or cause to be made an annual report containing a balance sheet and statement of income and expenses covering the period which he held office. This report shall be delivered to the new Board of Directors for their consideration upon their taking office following' their election.

Section 7. ASSISTANTS:

The President, upon direction of the Board of Directors, may appoint an Assistant Secretary or an Assistant Treasurer, or other subordinate officers or agents; and the Board may fix their tenure and compensation. However, such assistant officers of subordinate officers or agents shall have only those powers delegated to them by the Board and shall not exercise the broad powers granted to the various offices which they serve.

Article V

EXECUTIVE COMMITTEE, TRUSTEESHIP & OTHER COMMITTEES

The President, upon direction of the Board of Directors, may appoint an Executive Committee or a Board of Trustees with limited powers and for specific purposes, and such other committees as may be necessary from time to time to transact the business of the Association. Such committees and trusteehips shall have delegated powers consistent with the Articles of Incorporation, the By-Laws and the laws of the State of California; and all such committees and trusteehips shall hold office at the pleasure of the Board.

Article VI

BOOKS, RECORDS AND REPORTS

Section I. RECORDS:

The Association shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors from time to time.

Section 2. INSPECTION OF BOOKS AND RECORDS:

All books and records provided for in Section 3001 of the California Corporation Code shall be open to inspection of the Directors and members from time to time and in the manner provided in Section 3003.

Section 3. CERTIFICATION AND INSPECTION OF BY -LAWS:

The original or a copy of these By-Laws, as amended or otherwise altered to date, certified by the Secretary, and shall be open to inspection by the members of the Association, as provided in Section 502 of the California Corporations Code.

Section 4. CHECKS, DRAFTS, ETC.:

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 5. EXECUTED CONTRACTS:

The Board of Directors, except as in the By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Article VII

CERTIFICATES OF MEMBERSHIP

Membership certificates shall be of such form and device as the Board of Directors may designate.

Article VIII

ASSOCIATION'S CORPORATE SEAL

The Association's corporate seal shall be circular in form and shall have inscribed thereon the name of the Association, the date of its incorporation, and word "California"

Article IX

REVENUE AND DISBURSEMENT

Section 1. DUES:

Each member of the Association, in order to continue his membership and remain in good standing, shall and does hereby agree to pay to the Treasurer of the Association annually at the first event he or she attends dues in an amount to be determined from time to time by the Board of Directors. Any member, who has not attended an event or otherwise paid dues, shall be automatically suspended from the privileges of membership, including that of voting until dues for the current year have been paid.

Section 2. EXPENDITURE OF MONEY:

No moneys of the Association shall be expended and no indebtedness incurred by order of a majority of the Board of Directors provided, however, that such limitation shall not apply to current monthly office, printing and postage expense, where funds are in the treasury and available therefore. Expenditures under such circumstances may be made on the check of the Treasurer countersigned by the Secretary or the President.

Article X

ASSOCIATION TRUST FUND

The Board of Directors may establish a trust fund in the name of the Association and to be segregated from the general funds of the Association to provide a reserve in order to insure the perpetuity of the Association and permit its expansion, growth and the acquisition of needed facilities. Such trust fund shall be placed at high interest yield commensurate with prudence and safety, and shall be administered by a Board of Trustees appointed by the Board of Directors, of five in number. Said Trustees shall be appointed for three year terms, to be overlapping so that the terms of not more than two of such Trustees shall expire within any year, thereby assuring continuity of membership of the Board of Trustees.

Article XI
AMENDMENTS

Section. 1. AMENDMENTS TO BE APPROVED BY MEMBERS:

These By-Laws may be amended by a vote of at least two-thirds of the entire membership in good standing. Such vote may be by ballot or acclamation at a regular meeting of the membership, or may be written ballot directed to such members by the Board of Directors proposing amendments hereto.

Section 2. RECORD OF AMENDMENTS:

Whenever an amendment to these By-Laws is adopted, it shall be certified by the President and Secretary and the corporate seal shall be affixed thereto. The said amendment shall be attached to and become a part of the original By-Laws maintained by the Secretary as hereinabove provided.

The undersigned officers and Directors of this Association do hereby certify that the foregoing By-Laws were adopted by the membership as hereinabove provided on the 27 day of September, 1964.

AMENDMENT 1. FEBURARY 2004

The purpose of this amendment is to bring these By-laws up to date and into concert with current practices.