

# **PACIFIC INTERNATIONAL TRAPSHOOTING ASSOCIATION (P.I.T.A.) - CORPORATE BY-LAWS**

## **ARTICLE I--CORPORATE PURPOSE**

The aims and purposes of this corporation shall be to further and enhance the sport of trapshooting. Toward these ends it shall adopt and provide for the enforcement of appropriate rules and regulations; maintain and publish shooting records and averages of its members; provide an equitable system for classification and handicapping of its trapshooting members, and; do all such things as it may deem necessary or appropriate for the betterment of the Association and the sport of trapshooting.

The original Corporate By-Laws of the Pacific International Trapshooting Association were adopted by the General Meeting of Delegates, 8 August 1985. Those articles subsequently amended by the General Meeting of Delegates bear a revision date in the lower right hand corner.

## **ARTICLE IA—CONDUCT OF BUSINESS**

The procedures detailed in Webster's New World Robert's Rules of Order, as revised, shall govern all annual, regular and special meetings of the Association and associated committees, except as herein provided. *As Amended July 25, 2002*

## **ARTICLE II--MEMBERSHIP**

Membership in the Association shall be open to all persons making application therefore and shall be subject only to payment of membership dues and compliance with the rules and regulations of the Association. All current members of this Association prior to its incorporation shall be members of this Association and all existing State and Provincial associations and organizations that were affiliated with this Association prior to its incorporation shall also be members of this Association. In the event that individual members of this Association residing in any State or Province not presently having a State or Provincial Organization affiliated with this Association create a State or Provincial Organization within the State or Province in which they reside, each such State or Provincial Organization shall be a member of this Association subject to the conditions set forth in these By-Laws.

## **ARTICLE III--STATE AND PROVINCIAL ORGANIZATIONS**

To qualify as members of this Association, each State or Provincial Organization shall:

(1) Have not less than (3) members and three (3) duly elected officers.

(2) Annually confirm its existence to the Executive Committee of this Association and certify to its compliance with the membership requirements of these By-Laws. Membership in each such State or Provincial Organization shall be limited to the individual members of this Association residing within such State or Province.

(3) Each State or Provincial Organization qualifying for membership in this Association shall be responsible for administering its own internal affairs and such further and additional activities as the Executive Committee of the Association may direct.

(4) Each member State or Provincial Organization shall annually elect or appoint two (2) delegates to the annual meeting of the Association and shall be entitled to elect or appoint one (1) additional delegate for each one hundred current members of this Association residing within its respective State or Province. *As Amended July 24, 2015*

## **ARTICLE IV--EXECUTIVE COMMITTEE**

The affairs of the Corporation shall be governed by a Board of Directors that shall hereinafter be known as the Executive Committee. The Executive Committee shall be comprised of nine (9) members of the Pacific International Trapshooting Association (hereinafter "Association") in current and good standing. All Directors shall have equal voting rights on the Executive Committee. *As Amended July 24, 2015*

Eight members of the Executive Committee shall be elected (four (4) annually) by a majority vote of the Authorized Delegates at the Association's Annual Meeting. The term of office shall be two years and the elected members may, if reelected, succeed themselves. The ninth member shall be the Immediate

Past President who shall remain a voting Director until replaced by the next retiring President. If the Immediate Past President is one of the eight executive Board Members elected to a two-year term then the Executive Board shall appoint a member, in good standing and meeting qualification requirements, for a one-year term to fill the Executive Board to nine (9) members. In all circumstances the Immediate Past President is eligible for all other positions on the Executive Committee.

*As Amended July 24, 2015*

The incoming Executive Committee, at a meeting to be held within 48 hours of the conclusion of the Association Annual meeting, shall, by majority vote, elect one Director as President, one Director as Vice President and one Director as First Vice President. The term of office for the President, Vice President and First Vice President shall be one (1) year. The elected officers may succeed themselves if qualified, nominated and reelected.

*As Amended July 24, 2003*

The Executive Committee shall annually designate one Director, who has had experience in the application of the PITA handicapping procedures as well as a thorough understanding of the current PITA Rules, to serve as Chairman of the Central Handicap and Rules Committees.

The Executive Committee shall appoint a person who is well qualified in financial matters to be the Treasurer. The Executive Committee shall appoint another PITA member, who is in good standing and a resident of the State of Oregon, to be the Corporate Agent. The Executive Committee shall appoint an Executive Secretary. The Treasurer shall be a non-voting member of the Executive Committee. The Corporate Agent may not be a member of the Executive Committee and, as Corporate Agent, shall have no voting rights. The Treasurer, Executive Secretary and Corporate Agent shall serve at the pleasure of the Executive Committee.

*As Amended July 24, 2015*

The Executive Committee shall appoint a Nominating Committee of not less than three PITA members in current and good standing. The Chairman must be a member of the Executive Committee; the remaining members shall not be members of the Executive Committee. The Nominating Committee shall present a consensus slate of proposed Directors at the Annual Meeting of the Association. Other nominations will be accepted from the floor.

At the Association's Annual Meeting, if more than four persons are nominated for the open Executive Committee seats, the four candidates gathering the highest number of authorized Delegate votes shall be declared elected. Nominations that result in tie votes will be re-voted. If after three ballots, the tie(s) still exist, the Association President shall cast the deciding vote(s).

The Presidents of all the State and Provincial Associations shall be, upon being elected as President of their State or Provincial Association, recognized as Second Vice Presidents of the Association. They shall have no voting rights on the Executive Committee and will not participate in regular or special meetings of the Executive Committee. They shall meet with the Executive Committee, in bank, during the Grand Pacific Trapshooting Tournament (hereinafter "Grand") and discuss matters of importance to the National, State and Provincial Associations.

Whenever a vacancy occurs on the Executive Committee for any cause, the remaining members of the Executive Committee shall, by majority vote, appoint a successor who shall hold office until the vacant position's term expires. This appointment shall be made within ninety (90) days after the date the vacancy occurs.

*As Amended July 26, 2013*

## **ARTICLE V--DUTIES OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall conduct, manage and control the activities of the Association subject to its Articles of Incorporation, By-Laws and the philosophies and principles under which the Association was first conceived and formed.

The Executive Committee shall have full authority to receive, invest and expend funds of the Association in such manner as it may deem appropriate.

The Executive Committee shall have power to appoint an Executive Secretary who shall hold office at the pleasure of the Executive Committee. The Executive Committee shall have the power to delegate to the Executive Secretary such executive power and authority as it may deem necessary to facilitate the handling and management of the Association's property and interests. The Executive Committee shall have the power to engage such employees of the Association as they deem necessary and appropriate,

and to prescribe their duties. The Executive Committee may provide a reasonable salary compensation for each or any of its officers and employees.

The Executive Committee shall consider and rule upon any violations, or claim of violation, of the Official Rules of the Association and it shall determine the sanctions, if any, to be imposed upon any member found to be in violation of such Rules. The Executive Committee shall establish a procedure for the equitable disposition of all such matters, which procedures shall include the right of any member charged with a Rules violation to appear before the Executive Committee and be heard before any determination is made or any sanction imposed.

## **ARTICLE VI--ASSOCIATION OFFICERS**

### **Section A: Number and Term**

The officers of the Association shall consist of a President, Vice-President and First Vice-President. The Offices of President, Vice President and First Vice President shall be filled only by those people that have been duly elected as Directors of the Association by the authorized Delegates at the Annual Meeting of the Association and then elected to officer status by a majority vote of the Executive Committee. The term of office for President, Vice President and First Vice President is one (1) year. Any duly elected officer may serve additional terms if qualified and duly reelected.

*As Amended July 24, 2015*

Directors and Officers of the PITA shall assume office at midnight (2400 hours) of the last day of the Grand during which their election occurred. Terms of office shall expire at Midnight (2400 hours) of the last day of the Grand during which their terms of office expired. *As Amended July 22, 1999*

### **Section A1: Qualifications of Officers and Directors**

In order to be elected to the Office of President, Vice President or First Vice President, a person shall be a current member of the Association in good standing and has served at least one (1) year on the Executive Committee as a PITA Director. These qualification requirements for officers may be waived for any one candidate, at any one election, by a two thirds (2/3) majority vote of the Executive Committee.

In order to be elected to the Executive Committee as a Director of the Association, a person shall be a PITA member in good standing and has served as an Officer or Director of a State or Provincial PITA affiliated association, or managed/operated a trap club that throws registered trap targets or has been shooting PITA registered targets for a consecutive period of no less than fifteen years. The Executive Committee nominating committee may utilize other criteria or qualifications as they determine to be appropriate but must provide in writing to all Delegates at the Association's annual meeting what these attributes are before the actual election of Directors takes place. This does not preclude the following individual candidate exception. These qualification requirements for Directors may be waived for any one candidate, at any one election, by a two thirds (2/3) majority vote of the authorized delegates at the annual meeting. *As Amended July 26, 2005*

The Office of Treasurer shall be exempt from the required qualifications for Directors or Officers. *As Amended July 22, 1999*

### **Section B: Removal**

Any Executive Committee member may be removed for just cause by the remainder of the Executive Committee at any time. *As Amended July 26, 2013*

### **Section C: Duties of Officers**

(1) The President shall preside at all meetings of the Executive Committee and at all annual and special meetings of the Association, and shall perform such other duties as the Executive Committee may from time to time authorize.

(2) The Vice President shall assist the President in the performance of his or her duties and shall possess and perform all of the authorities and duties of the President during his or her absence.

(3) The First Vice President shall assist the President and the Vice President in the performance of his or her duties and shall possess and perform all of the authorities and duties of the President or Vice President during their absence.

(4) The Executive Secretary shall transcribe the minutes of all meetings of the Executive Committee and the annual meeting of the Association. He or she shall mail notices to the members of the Executive Committee and all voting members of the holding of any meeting prescribed by these By-Laws. He or she shall be the custodian of the seal of the Association and shall affix the seal to the minutes. He or she shall likewise attest and affix the seal to other instruments executed by the Association as required. He or she shall perform such other duties as the Executive Committee may authorize and direct.

(5) The Treasurer shall oversee the management of all the Association's funds and shall approve all expenditures.

*As Amended July 23, 2010*

(6) All funds of the Association shall be under the supervision of the Executive Committee and shall be handled and disposed of in such a manner and by such officers or agents of the Association as the Executive Committee may, by proper resolution from time to time, authorize.

(7) The Executive Committee may create such subordinate offices and employ such subordinate officers or agents as it may from time to time deem expedient and may fix the compensation of such officers or agents and define their powers and duties, provided such powers and duties do not constitute a delegation of such authority as is reposed in the members of the Executive Committee by law, which shall be exercised and performed exclusively by them.

(8) The Executive Committee shall also have power to appoint an Executive Secretary who shall hold office at the pleasure of the Executive Committee. The Executive Committee shall have the power to delegate to the Executive Secretary such executive power and authority as they may deem necessary to facilitate the handling and management of the Association's property and interest.

(9) The Executive Committee shall require all officers or employees charged with the responsibility for the custody of any funds, property, or other assets of the Association to be bonded in such amount as the Executive Committee may determine, the cost of such bond to be borne by the Association.

(10) The Executive Committee shall also have power to appoint committees to assist it in the tasks of managing the organization's affairs.

*As Amended July 24, 1997*

## **ARTICLE VII--RULES COMMITTEE**

### **Section A: Duties**

The Rules Committee shall be a standing committee of the Association whose duties shall be to promulgate rules and regulations governing the sport of trapshooting by members of the Association.

### **Section B: Membership**

The membership of the Rules Committee shall consist of all voting members of the Executive Committee and one (1) member from each State and Provincial Organization. The State and Provincial members shall be appointed by their respective Organizations to a term of not less than three (3) years. The State and Provincial members of the Rules Committee shall also serve as members of the Central Handicap Committee. The Rules Committee shall be chaired by the Chairman of the Central Handicap and Rules Committee.

### **Section C: Procedures**

Proposed new rules and rule changes shall be submitted by the State and Provincial Organizations, signed by the Organization's President and certified by the Organization's Secretary. Proposed new rules and rule changes may be submitted by the Rules Committee. The proposed new rules and rule changes, submitted by the Rules Committee, shall have been approved by a majority vote of the Rules Committee and certified to the PITA Executive Secretary by the Chairman of the Central Handicap and Rules Committee.

All new rules and rule changes proposed by State and Provincial Organizations or the Rules Committee shall be submitted to the Executive Secretary of the Association by December 31, of each

year. No Later than January 31, of the following year the Executive Secretary shall cause copies of all proposed new rules and/or rule changes to be forwarded to the Secretary of each State and Provincial Organization and to each member of the PITA Executive Committee.

The Board of Directors of each State and Provincial Organization shall consider and determine its position on each proposed new rule and/or rule changes prior to the annual meeting of the Rules Committee. Each State and Provincial member of the Rules Committee shall be required to vote in accordance with the decision of their respective State and Provincial Organization. In the instance of proposed new rules and/or rule changes initiated by the Rules Committee the State or Provincial Rule Committee member's vote shall be governed by the represented State or Provincial decision of the past, if applicable.

The annual meeting of the Rules Committee shall be held prior to the General Meeting of the Delegates at the Grand Pacific Trapshooting Championship. The Chairman of the Central Handicap and Rules Committee will provide a report of all adopted new rules and approved rule changes at the General Meeting of the Delegates.

The Executive Committee votes on proposed rule changes will be limited to not more than the number of State & Provincial voting members present at the authorized meeting. The voting members of the Executive Committee will be designated by the President of the Association but, in no case, will the number of Executive Committee votes (with the exception of a tie breaker vote cast by the Chairman) exceed the number of votes cast by the State or Provincial Organization representatives.

Only those new rules and rule changes that have been submitted to the Association by each State, Provincial Organization or by the Rules Committee as required by these By-Laws may be adopted by the Rules Committee. However, the Rules Committee shall have the right to clarify any rule or rule change so long as the intent and purpose of the rule or rule change is not affected.

All new rules and rule changes approved and adopted by a majority vote of the Rules Committee at its annual meeting shall become effective on the first day of the next Association target year.

Eight (8) members of the Rules Committee personally in attendance at any of its meetings shall constitute a quorum. In the absence of a State/Provincial Rules Committee member, their respective state or provincial organization may appoint an alternate representative for that meeting. No action may be taken by the Rules Committee in the absence of a quorum. *As Amended July 29, 2011*

#### **Section D: Rule Book**

The official rules of the Association shall be published in a bi-annual Rule Book. This Rule Book shall be divided into two sections A & B. Section A, titled 'Information', will contain administrative information and can be added to, changed or modified by the Executive Committee at a regular meeting. In order to be effected, any change, addition or deletion, requires a two-thirds (2/3) vote of the entire Executive Committee. The effective date of the Information Section change shall be a part of the Executive Committee action. All State and Provincial Organizations will be notified of Information Section change(s) 30 days prior to their effective date. Section A shall contain, but not be limited to, the following sub-sections 'Annual and Life Membership fees', 'Aid to State and Provincial Organizations' and 'P.I.T.A. All Star Team'. Section B shall be titled 'Official Rules'. All material following this heading shall continue to be subject to the existing procedures for rule changes, additions or deletions.

*As Amended July 26, 2005*

#### **Section E: Urgency Clause**

Any member of the Central Handicap Committee or the PITA Executive Committee may petition to revise, create a new rule or eliminate an existing rule at any time if in their judgment such action is of urgent necessity by complying with the following requirements.

- A. Any such revision or new rule must be submitted in writing to each member of the Central Handicap Committee and the Executive Committee.
- B. Justification for the use of this "Urgency Clause" must accompany the submission.
- C. **No fewer than 2/3 of the combined members of the Central Handicap Committee and the Executive Committee must vote regarding the proposed revision/new rule. If approved by**

**2/3 of those voting, the revision/new rule will become effective immediately. The discussion and vote may be done in a face-to-face meeting, on-line meeting or conference call. A member who cannot be present at the time of the vote may cast a vote by phone call to the CHC Chair or the PITA President. The vote cast by phone call must be followed by email confirmation to the Secretary or Assistant. To abstain is by definition to refrain from action. Any member who abstains will not be counted in the total needed for passage.**

- D. Any such "urgency clause revision/new rule" must be presented to the membership at the next general meeting where it shall be ratified by a majority vote of the delegates. Should it fail to be ratified the revision will be stricken from the rules.
  - E. Any action taken under the authority of the "urgency clause" shall be recorded by the Executive Secretary who shall notify all State and Provincial Secretaries in a timely manner. "Urgency Clause" revisions/new rules shall not be subject to the filing restrictions of other rule change proposals.
- As Amended July 24, 2018*

## **ARTICLE VIII--CENTRAL HANDICAP COMMITTEE**

### **Section A: Duties**

The Central Handicap Committee shall be a standing committee of the Association whose duties shall be to assign handicap yardage to each member of the Association in accordance with the rules of the Association.

### **Section B: Membership**

The membership of the Central Handicap Committee shall consist of a Chairman and one (1) member from each affiliated State or Provincial Organization each of whom shall also serve as a member of the Rules Committee.

*As Amended July 26, 2001*

## **ARTICLE IX--CORPORATE SEAL**

The corporate seal of the Association shall consist of two concentric circles between which are the name of the Association and Oregon and in the center shall be inscribed the words Corporate Seal. That seal is impressed upon the margin hereof and is hereby adopted as the seal of the Association.

## **ARTICLE X--ANNUAL MEETING**

### **Section A: Time**

(1) The Association shall meet at least once annually at a time and place to be designated by the Executive Committee. Whenever possible, the annual meeting shall be scheduled during the time and at the site selected by the Executive Committee for the Association's annual Grand Pacific Trapshooting Tournament.

(2) It shall be the duty of the Executive Secretary of the Association to cause written notice of the annual meeting to be mailed to each affiliated State or Provincial Organization at least ten (10), but not more than (50) days prior to the meeting. Such notice shall be deemed sufficient within the meaning of this Article if deposited in the United States Mail, first class postage prepaid, addressed to each affiliated State and Provincial Organization at its last known address ten (10) days before the date of each meeting.

(3) Notice of any annual meeting may be waived by written consent whether executed before or subsequent to such meeting. The attendance of any State or Provincial delegate, or any member of the Executive Committee shall be deemed a waiver of the prescribed notice by such delegate or member.

### **Section B: Special Meeting**

Special meetings of the Association may be called by the Executive Committee by giving the same notice as required for an annual meeting. A brief statement of the object or objects of such special meeting shall be included in the notice. Notice of any special meeting or meetings so called may be waived in the same manner provided for annual meetings.

### **Section C: Quorum**

The PITA Executive Committee is comprised of (9) voting members. At any meeting of the Association, five (5) Executive Committee members present constitutes a quorum for all purposes. Whenever a vacancy or vacancies occurs on the Executive Committee, for any cause, a majority of the remaining members shall constitute a quorum to select new or temporary Executive Committee members. They shall, by majority vote, appoint a successor or successors who shall hold office until the vacant position's term expires. These appointments shall be made within ninety (90) days after the vacancy or vacancies occurs. If less than a quorum of the Executive Committee is in attendance at the annual meeting of the Association, the meeting shall be adjourned, without notice and by announcement until a quorum of the Executive Committee shall attend. At the subsequent meeting at which a five (5) person quorum shall be present, any business may be transacted.

In the event that a majority of the Executive Committee cannot or will not serve, members of the Central Handicap Committee shall be accorded voting rights on the Board to establish an all purpose quorum. Their service on the committee shall be based on seniority of years of service on the Central Handicap Committee. They shall remain in place until a sufficient number of replacement Board members can be appointed, seated and are capable of establishing an all purpose quorum.

*As Amended July 28, 2017*

### **Section D: Voting**

Voting rights in the Association shall be possessed only by the duly elected or appointed members from the State or Provincial Organizations qualifying as members of the Association and the individual members of the Executive Committee. At every meeting of the Association each member of the Executive Committee and each State or Provincial member, personally in attendance at the meeting, shall be entitled to vote. In the absence of a State or Provincial member their respective State or Provincial Organization may appoint an alternate member.

### **ARTICLE XI--FISCAL YEAR**

The fiscal year of the Corporation shall commence on the 1st day of November each year and shall end on the 31st day of October each year.

### **ARTICLE XII--DISSOLUTION**

In the event of the dissolution of this Association all of its assets remaining after payment or provision for payment of all of its debts and liabilities has been made shall be distributed by the Association to or for the benefit of one or more organizations qualifying as exempt organizations under section 501(C) of the Internal Revenue Code. To the extent possible, distribution shall be made to an organization or organizations created and operated similar to or in conformance with the aims and purposes of this Association.

### **ARTICLE XIII--BY-LAW AMENDMENT**

These By-Laws may be amended, modified, or repealed and or new By-Laws may be adopted at any regular or special meeting of the Association; provided that written notice of any proposed change in the By-Laws is mailed or emailed with receipt acknowledged to each member of the Executive Committee and to each State or Provincial Organization Secretary not less than sixty (60) days in advance of the meeting at which such change is to be considered and acted upon.

*As Amended July 29, 2011*