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# BYLAWS OF THE PACIFIC INTERNATIONAL TRAPSHOOTING ASSOCIATION

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## **ARTICLE I – ASSOCIATION**

### **A. NAME**

Effective on February 28, 1985, when the Articles of Incorporation were accepted and approved by the State of Oregon Department of Commerce, Corporation Division, Pacific International Trapshooting Association (PITA), hereinafter known as PITA, became the official name of the association. (ID #207488)

The original Bylaws of the Pacific International Trapshooting Association were adopted by the General Meeting of Delegates, August 8, 1985.

### **B. LOCATION**

The PITA's office shall be located at the private residence of the PITA's Executive Secretary or a location designated by the Executive Secretary and agreed upon by the Executive Committee of the PITA. The Executive Secretary does not have to reside in the State of Oregon.

In the event the Executive Secretary position is vacated, for whatever reason, the office location may be moved to the private resident of the PITA's president, or another officer, until the position has been filled.

### **C. PURPOSE**

The aims and purposes of the PITA shall be to serve its membership and promote and enhance the sport of trapshooting. Toward that end, 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 PITA and the sport of trapshooting.

## **ARTICLE II - MEMBERSHIP**

Membership in the PITA 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 PITA.

## **ARTICLE III - ORGANIZATION STRUCTURE**

### **A. COMPOSITION OF 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 PITA in current and good standing. All Directors of the Executive Committee shall have equal voting rights.

#### **1. ELECTION OF DIRECTORS**

In order to be elected to the Executive Committee as a Director of the PITA, a person shall have 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.

Eight members of the Executive Committee shall be elected, four (4) annually, by a majority vote of the authorized Delegates and the current Executive Committee at the PITA's Annual Meeting of Delegates. 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. In all circumstances the Immediate Past President is eligible for all other positions on the Executive Committee. 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.

At the PITA's Annual Meeting of Delegates, if more than four persons are nominated for the open Executive Committee seats, the four candidates gathering the highest number of authorized Delegate and Executive Committee 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 tie is broken by how the President's vote was cast.

#### **2. ELECTION OF OFFICERS**

The officers of the PITA 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 PITA by the authorized Delegates at the Annual Meeting of Delegates. The incoming Executive Committee, at a meeting to be held within 48 hours of the conclusion of the Annual meeting of Delegates, 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.

In order to qualify for the Office of President, Vice President or First Vice President, a person shall be a current member of the PITA in good standing and have 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.

Directors and Officers of the PITA shall assume office at midnight (2400 hours) of the last day of the Grand Pacific (hereinafter referred to as "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. In the unusual event that a Grand does not take place, the terms of the existing Executive Committee members will continue until an Annual Meeting of Delegates can be held.

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 PITA. They shall have no voting rights on the Executive Committee, but are invited to attend regular meetings of the Executive Committee.

Annually, the Second Vice Presidents shall meet with the Executive Committee, to discuss matters of importance to the National, State and Provincial Associations.

### **3. RESPONSIBILITIES**

- a.** The Executive Committee shall conduct, manage and control the activities of the PITA subject to its Articles of Incorporation, Bylaws, and the philosophies and principles under which the PITA was conceived and formed.
- b.** The Executive Committee shall have full authority to receive, invest and expend funds of the PITA in such manner as it may deem appropriate.
- c.** The Executive Committee shall have power to employ an Executive Secretary, or other employees, who shall serve at the pleasure of the Executive Committee. The Executive Committee shall have the power to delegate to the Executive Secretary and/or other employees such executive power and authority as it may deem necessary to facilitate the handling and management of the PITA's property and interests.
- d.** The Executive Committee may provide a salary compensation for its employees as it may deem appropriate.
- e.** The Executive Committee shall have oversight responsibility over the rules of the PITA.
- f.** The President shall preside at all meetings of the Executive Committee and at all annual and special meetings of the PITA and shall perform such other duties as the Executive Committee may from time to time authorize.
- g.** 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.
- h.** 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.
- i.** The Executive Committee may employ employees and agents as it may from time to time deem expedient and may fix the compensation and define their powers and duties, provided such powers and duties do not constitute a delegation of authority which shall be exercised and performed exclusively by them.
- j.** 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 PITA to be bonded in such amount as the Executive Committee may determine, the cost of

such bond to be borne by the PITA.

- k. The Executive Committee shall also have power to appoint committees to assist in the tasks of managing the PITA's business.

#### **4. VACANCY**

Whenever a vacancy occurs on the Executive Committee, mid-term, for any cause, the remaining members of the Executive Committee shall, by majority vote, appoint a qualified 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.

#### **5. REMOVAL OF AN EXECUTIVE COMMITTEE MEMBER**

Any Executive Committee member may be removed for just cause by unanimous vote of the remainder of the Executive Committee at any time.

### **B. TREASURER**

The Executive Committee shall appoint a person who is well qualified in financial matters to be the Treasurer.

The Office of Treasurer shall be exempt from the required qualifications for Directors or Officers and the Treasurer shall be a non-voting member of the Executive Committee.

The Treasurer shall oversee the management of all the PITAs funds and shall approve all expenditures.

### **C. CORPORATE AGENT**

The Executive Committee shall appoint a PITA member, who is in good standing and a resident of the State of Oregon, to be the Corporate Agent.

The Corporate Agent may not be a member of the Executive Committee and shall have no voting rights.

The Corporate Agent shall serve at the pleasure of the Executive Committee.

### **D. EMPLOYEES**

#### **1. EXECUTIVE SECRETARY**

The Executive Secretary shall:

- a. Transcribe the minutes of all meetings of the Executive Committee and the Annual Meeting of Delegates
- b. The Executive Secretary shall mail notices to the members of the Executive Committee and all voting members of any meeting prescribed by these By Laws.
- c. The Executive Secretary shall perform the following primary responsibilities, which include but are not limited to:
  - i. Recording member scores
  - ii. Sanctioning Shoots
  - iii. Administering membership activities
  - iv. Creating and publishing the Grand Pacific program and the Annual Yearbook
  - v. Maintain books and records for the PITA

- d. The Executive Secretary shall perform such other duties as the Executive Committee may authorize and direct.

## **2. OTHER EMPLOYEES**

As workload dictates, other employees may be hired on a permanent, or temporary basis to assist the Executive Secretary in administering the business of the PITA.

Other employees shall perform such other duties as the Executive Secretary may authorize and direct.

## **E. STATE AND PROVINCIAL AFFILIATES**

Shooters in the various States and Provinces are organized into State and Provincial Associations, which under the auspices of the PITA, control shooting in their own territories and conduct State and Provincial championship tournaments. Such associations receive assistance from the PITA in the form of daily fee refunds.

Individual members of the PITA residing in any State or Province not presently having a State or Provincial Organization affiliated with the PITA may create a State or Provincial Organization within the State or Province in which they reside.

### **1. REQUIREMENTS/RESPONSIBILITIES**

To qualify as an affiliated organization of the PITA, each State or Provincial shall:

- a. Have no fewer than three (3) members. Three (3) officers shall be duly elected from the membership.
- b. Each State or Provincial Association qualifying for affiliation with the PITA shall be responsible for administering its own internal affairs and such further and additional activities as the Executive Committee of the PITA may direct.
- c. Membership in each such State or Provincial Association shall be limited to the individual members of the PITA residing within such State or Province.
- d. Each Member State or Provincial Association shall annually elect or appoint two (2) delegates to the Annual Meeting of the Delegates and shall be entitled to elect or appoint one (1) additional delegate for each one hundred (100) current members of the PITA residing within its respective State or Province.
- e. If a State or Provincial affiliate chooses to disband, they must notify the PITA, in writing, within 30 days of disbanding.

## **F. COMMITTEES**

### **1. GOVERNANCE COMMITTEE**

The Executive Committee shall appoint a Director to chair the Governance Committee, comprised of the Rules Committee and the Central Handicap Committee. The Governance Committee shall be a standing committee of the PITA whose duties shall be to promulgate (make known) rules and regulations governing the sport of trapshooting to members of the PITA.

#### **a. COMPOSITION**

##### **1. MEMBERSHIP**

The membership of the Governance Committee shall consist of all voting members of the Executive Committee and one (1) member from each State and Provincial Association. The State and Provincial members shall be appointed by their



respective Associations to a term of At least one (1) year.

**b. DUTIES**

The Governance Committee shall assign handicap yardage to each member of the PITA in accordance with the rules of the PITA.

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

All new rules and rule changes proposed by State and Provincial Associations and/or the Governance Committee shall be submitted to the Executive Secretary of the PITA 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 Association and to each member of the PITA Executive Committee.

The annual meeting of the Governance Committee shall be held prior to the General Meeting of the Delegates. The Chairman of Governance Committee will provide a report of all adopted new rules and approved rule changes at the Annual Meeting of the Delegates.

Only those new rules and rule changes that have been submitted to the PITA by each State, Provincial Organization or by the Governance Committee as required by these Bylaws may be adopted by the Governance Committee. However, the Governance 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 Governance Committee at its annual meeting shall become effective on the first day of the next PITA target year.

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

**2. NOMINATING COMMITTEE**

The Nominating Committee is a standing committee of the Executive Committee.

The Executive Committee shall appoint a Director to Chair the Nominating Committee. The Chairman must be a member of the Executive Committee; a minimum of one (1) and up to three (3) additional 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 Delegates based on the criteria set forth under Article III, A, 1. Other nominations will be accepted from the floor.

The Executive Committee's Nominating Committee may utilize other criteria or qualifications as they determine to be appropriate but must provide in writing to all Delegates at the PITA's Annual Meeting of Delegates what these attributes are before the actual election of Directors takes place. 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 and current Executive Committee at the Annual Meeting of Delegates.

## **ARTICLE IV - MEETINGS, QUORUMS, AND VOTING**

### **A. ANNUAL MEETING OF DELEGATES**

#### **1. TIME**

- a. The PITA shall meet at least once annually at a time and place to be designated by the Executive Committee. The Annual Meeting of Delegates shall be scheduled at a time and site selected by the Executive Committee.
- b. It shall be the duty of the Executive Secretary of the PITA to cause written notice of the Annual Meeting of Delegates to be mailed, via USPS or email, to each affiliated State or Provincial Association at least ten (10) days, but not more than (50) days prior to the meeting.

### **B. SPECIAL MEETINGS**

Special meetings of the PITA may be called by the Executive Committee by giving the same notice as required for an Annual Meeting of Delegates.

A brief statement of the object or objects of such special meeting shall be included in the notice.

### **C. CONDUCT OF BUSINESS**

The procedures detailed in the current edition of Webster's New World Robert's Rules of Order, as revised, shall govern all annual, regular and special meetings of the PITA and associated committees, except as herein provided.

### **D. QUORUM**

1. At any meeting of the PITA, five (5) Executive Committee members present constitutes a quorum.
2. 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. The Executive Committee shall, by majority vote, appoint a successor or successors who shall hold office until the vacant position's term expires. The appointments shall be made within ninety (90) days after the vacancy or vacancies occurs.
3. If less than a quorum of the Executive Committee is in attendance at the Annual Meeting of Delegates, the meeting shall be adjourned, without notice and by announcement until a quorum of the Executive Committee shall attend.
4. In the event that a majority of the Executive Committee cannot or will not serve, members of the Governance 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 Governance 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.

### **E. VOTING RIGHTS**

#### **1. EXECUTIVE COMMITTEE MEETINGS**

All Voting rights in the PITA shall be possessed only by the duly elected or appointed members of the Executive Committee for all purposes other than those set forth

below:

**2. ANNUAL MEETING OF DELEGATES**

At the Annual meeting of Delegates each member of the Executive Committee and each State or Provincial Association's appointed delegates, in attendance at the meeting, shall be entitled to vote. In the absence of a State or Provincial delegate, their respective State or Provincial Association may appoint an alternate delegate.

**3. GOVERNANCE COMMITTEE**

The Board of Directors of each State and Provincial Association 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 Association.

The voting members of the Rules Committee shall be comprised of equal numbers of the Executive Committee members and State and Provincial Association representatives. In no case will the number of Executive Committee votes (with the exception of a tie-breaking vote cast by the President of the PITA) exceed the number of votes cast by the State and Provincial Association representatives.

## ARTICLE V RULE BOOK

The official rules of the PITA shall be published biennially on even numbered years. On odd numbered years, an addendum to the Rule Book will be published.

The Rule Book shall be divided into two sections A & B.

- A. Section A** shall be titled 'Information', will contain administrative information and can be added to, changed or modified by the Executive Committee at a regular meeting.
  1. 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'.
  2. In order to be affected, any change, addition or deletion, requires a two-thirds (2/3) vote of the entire Executive Committee.
  3. The effective date of the Information Section change shall be a part of the Executive Committee action.
  4. All State and Provincial Associations will be notified of Information Section change(s) 30 days prior to the effective date.
  
- B. Section B** shall be titled 'Official Rules'. All material following this heading outlines the official trapshooting rules of the PITA, and shall continue to be subject to the existing procedures for rule changes, additions or deletions.

## **ARTICLE VI - FISCAL YEAR AND TARGET YEAR**

### **A. FISCAL YEAR**

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

### **B. TARGET YEAR**

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

## **ARTICLE VII - BYLAW AMENDMENTS**

Bylaws may be amended, modified, repealed and/or new Bylaws may be adopted at any Annual Meeting of Delegates or special meeting of the PITA; provided that written notice of any proposed change in the Bylaws is mailed or emailed to each member of the Executive Committee and to each State or Provincial Association Secretary not less than sixty (60) days in advance of the meeting at which such change is to be considered and acted upon.

## **ARTICLE VIII - INDEMNIFICATION**

The PITA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the PITA; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the PITA and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.



## **ARTICLE IX - DISSOLUTION**

In the event of the dissolution of the PITA 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 PITA 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 the PITA.